

Ref: BBY/CS/001/31/20

September 08, 2020

The BSE Limited

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

Sub: Annual Report of the Company for the financial year 2019-20

Ref: 1. Regulation 34(1) 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),

Pursuant to regulation 34(1) of SEBI Listing Regulations, we hereby submit the Annual Report of the Company for the Financial Year 2019-20 along with the Notice of the 29th Annual General Meeting of the Company.

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

Nurturing Nature





Performance at a Glance

For Standalone Results

NET WORTH

[₹ in Lakhs]



TOTAL INCOME

[₹ in Lakhs]



PROFIT AFTER TAX

[₹ in Lakhs]



BOARD OF DIRECTORS

Mr. N. D. Shetty Executive Chairman

DIN: 00025868

Mr. T. N. Shetty Managing Director

DIN: 00587108

Mrs. K. J. Udeshi

DIN: 01344073

Mr. Sikandar Talwar

DIN: 01630705

Mr. Rohan Ajila

DIN: 01549005

Mr. F. S. Broacha [upto July 17, 2019]

DIN: 00198990

Mr. Rolf E. von Bueren [upto August 26, 2019]

DIN: 01484448

Mr. L. Rajagopalan [upto September 08, 2019]

DIN: 00063935

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

DIN: 02396765

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

DIN: 07130908

Mr. Brijbhushan Gupta Whole-time Director

DIN: 08689488 [w.e.f. February 13, 2020]

Chief Financial Officer

Mr. Ganesh Chaturvedi

Company Secretary

Mr. A. A. Lambay [upto November 30, 2019]

FCS No: 8569

Mr. Dhruv Mehta [w.e.f. December 01, 2019]

ACS No: 46874

COMMITTEES AS ON MARCH 31, 2020

Audit Committee

Mr. Ajit Shah Chairman

Mrs. K. J. Udeshi

Mr. T. N. Shetty

Mr. G. Padmanabhan

Nomination and Remuneration Committee

Mrs. K. J. Udeshi Chairperson

Mr. G. Padmanabhan

Mr. Rohan Ajila

Stakeholders Relationship Committee

Mr. Ajit Shah Chairman

Mr. Rohan Ajila

Mr. Sikandar Talwar

Corporate Social Responsibility Committee

Mr. T. N. Shetty Chairman

Mr. Sikandar Talwar

Mrs. K. J. Udeshi

Auditors

M/s. Mukund M. Chitale & Co.

Chartered Accountants

FRN: 106655W

Registered Office & Works

Village Gavasad, Taluka Padra,

District Vadodara - 391430, Gujarat

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

E-mail : baroda@haldynglass.com

Website : www.haldynglass.com

Corporate Office

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

Goregaon [East], Mumbai - 400 063

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

E-mail : cosec@haldyn.com

Bankers

State Bank of India

HDFC Bank Limited

Registrar & Share Transfer Agents

Universal Capital Securities Pvt. Ltd.

Unit: Haldyn Glass Limited

21, Shakil Niwas, Mahakali Caves Road,

Andheri [East], Mumbai – 400 093.

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

E-mail : info@unisec.in, Website : www.unisec.in

TWENTY-NINTH ANNUAL GENERAL MEETING

Day : Wednesday

Date : September 30, 2020

Time : 11.30 a.m.

Venue : Through Video Conferencing [VC]/ Other Audio Visual Means [OAVM]

CONTENTS	PAGE
» Directors' Report	2
» Secretarial Audit Report	19
» Corporate Governance Report	23
» Independent Auditors' Report	40
» Balance Sheet	48
» Statement of Profit and Loss	49
» Statement of Changes in Equity	50
» Cash Flow Statement	51
» Notes on Financial Statements	53
» Independent Auditors' Report on Consolidated Financial Statements	93
» Consolidated Balance Sheet	100
» Consolidated Statement of Profit and Loss	101
» Consolidated Statement of Changes in Equity	102
» Consolidated Cash Flow Statement	103
» Notes to the Consolidated Financial Statements	105



Directors' Report

Dear Shareholders,

Your Directors have pleasure in presenting the Twenty-Ninth Annual Report on the business and operations together with the Audited Financial Statements of the Company for the year ended on March 31, 2020.

1] FINANCIAL RESULTS

[₹ in Lakhs]

Particulars	Standalone		Consolidated	
	For the year ended March 31, 2020	For the year ended March 31, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019
Total Income	23,330.98	22,600.12	23,330.98	22,600.12
Earnings before interest, depreciation and tax [EBIDT]	2,889.01	2,683.71	2,889.01	2,683.71
Interest and Finance Charges	55.80	21.53	55.80	21.53
Depreciation	1,293.32	1,098.22	1,293.32	1,098.22
Profit before Tax	1,539.89	1,563.96	1,539.89	1,563.96
Provision for Current Tax	793.71	650.52	793.71	650.52
Provision for Deferred Tax	[305.88]	[299.68]	[305.88]	[299.68]
Profit after tax	1,052.06	1,213.12	1,052.06	1,213.12
Share of Profit/[loss] of Joint venture	—	—	[227.27]	[658.41]
Other comprehensive income	67.02	29.19	67.35	31.58
Total comprehensive income for the period net of Tax	1,119.08	1,242.31	892.14	586.29
Surplus brought forward from previous year	14,253.50	13,205.58	12,842.62	12,450.74
Profit available for appropriation	15,372.58	14,447.89	13,734.76	13,037.03

2] PERFORMANCE

Your Company has posted turnover of ₹ 22,937.28 lakhs as against ₹ 22,295.26 lakhs in the previous year recording a marginal growth. Earnings before Interest, depreciation and tax [EBIDT] for the year increased marginally by 7.6% at ₹ 2,889.01 lakhs as compared to ₹ 2,683.71 lakhs achieved in 2018-19. The Profit after tax for the year is ₹ 1,052.06 lakhs vis-à-vis ₹ 1,213.12 lakhs in the previous year. The decline in profit is mainly due to one time exceptional write offs / higher provisions.

EPS for 2019-20 is ₹ 1.96 as against ₹ 2.26 in the previous year.

3] DIVIDEND

The Board has recommended a dividend of 60% i.e. ₹ 0.60 per Share of face value of ₹ 1 each, for the approval of the shareholders at the ensuing Annual General Meeting ["AGM"]. The total pay-out on account of dividend, if approved, by the shareholders will be ₹ 322.51 lakhs which will be subject to deduction of tax at source as applicable and shall be payable during financial year 2020-21.

4] TRANSFER TO RESERVE

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

5] SHARE CAPITAL / ESOP

The paid-up Equity Share Capital as at March 31, 2020 was ₹ 537.52 lakhs.

The Company has not issued and allotted any securities during the year ended March 31, 2020.

6] FINANCE

The Company continues to focus on judicious management of its working capital, receivables, inventories and other working capital parameters were kept under strict vigil through continuous monitoring. Currently, Cash and cash equivalent as at March 31, 2020 was ₹ 1,838.02 lakhs against ₹ 1,237.42 lakhs last year.

7] PUBLIC DEPOSITS

During the year under review, the Company has not invited / accepted any deposit within the meaning of Section 73 to 76 of the Companies Act, 2013 [“the Act”] and rules made thereunder, as amended from time to time.

8] PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Loans, guarantee and investment covered under section 186 of the Act form part of the Notes to the financial statement provided in this Annual Report.

9] MANAGEMENT DISCUSSION AND ANALYSIS

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

A. This section shall include discussion on the following matters within the limits set by the listed entity's competitive position

i] INDUSTRY STRUCTURE & DEVELOPMENTS:

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

ii] OPPORTUNITIES AND THREATS:

Covid-19 pandemic has affected the global economy and the slowdown has been more pronounced across the emerging market economies. India, particularly, has been hit hard because of the accompanying lockdown. RBI annual report 2019-20 states that GDP ranged 3.1% in Q4 2019-20, the lowest in the national accounts series based to 2011-12. IMF's has projected global growth at [-4.9%] for 2020 and the RBI's outlook for real GDP growth in India for the year 2020-21 too is negative.

However, based on unprecedented policy supports by all Governments, it is estimated that the shrinkage of world trade may be bottoming out in the third quarter of 2020. The Indian government has also increased its spending on healthcare to bolster the Covid-19 response, wage support, in-kind and cash transfers to lower-income households, deferral of tax payments, as well as loan and liquidity support for small businesses and financial institutions. In its latest edition of the Global Economic Prospect the World Bank has said that the Indian economy is expected to bounce back in 2021. Initiatives taken by the Indian Government and new investment opportunities emerging out of ongoing China -USA trade war and resultant shift of manufacturing base by multinational companies to India, will supplement the GDP growth prospects.

iii] SEGMENT WISE OR PRODUCT WISE PERFORMANCE:

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

**iv] OUTLOOK :**

Covid-19 pandemic and resultant lockdown has hit hard the end consumers with resultant impact on the glass container industry. Reduced availability of labour force due to migration of workers to their respective native places affected the logistic activities of raw material and finished goods during first quarter of the current calendar year. Imposition of Covid tax / cess on liquor by various States will pose a challenge to glass container industries. Competitive environment and available surplus capacity in glass industry will continue to balance the demand/ supply scenario.

On the positive side, container glass remains a preferred choice for packaging as it has long shelf life and doesn't affect the taste & quality of the contents due to its sustainability and characteristic of not resulting in to any chemical effects on the contents.

With the increase in public awareness towards the environment and sustainability, glass bottles will continue to be the favoured packaging choice for most consumers and companies. All major hotel chains and food & beverage brands have started looking to minimise use of plastic based packaging. Liquor companies saw a revival in consumer demand during second quarter of the current calendar year after the adverse impact of Covid-19.

Thus, management is of view that new possibilities for use of glass would emerge and demand for glass containers is likely to increase in time to come.

v] RISKS AND CONCERNS :

A trade war between China and the US - the world's largest economies, could impede global economic recovery. Increasing trend of imposition of anti-dumping duties and border skirmishes with China too has started showing impact on Indian trade with China / other countries being subject to international trade bans. This could impede global economic recovery.

However, as a positive fall out of such events, new opportunities will also open up in India. Certain Indian products may become more competitive. Due to existing international environment, India - being one of the growing major economies, shall be a preferred destination for shifting production base.

vi] INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY :

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

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

The financial performance of the year has remained almost static in terms of total income as well as profit before tax as against the previous year. However, EBITDA has increased by 7.6% over previous year. The company continued to cross the milestone of 1 lakh tonnes bottles packed & dispatched during the year under review as well. The Company, barring normal working capital utilisation and a small vehicle loan, continues to remain a debt free company.

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

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

ix] KEY FINANCIAL RATIOS:

The key financial ratios are as below:

Sr. No.	Particulars	Financial Year 2019-2020	Financial Year 2018-2019	Change [%]
1	Debtors Turnover	4.38	5.24	-16.38%
2	Inventory Turnover	8.99	7.52	19.46%
3	Interest Coverage Ratio	28.59	73.64	-61.17%
4	Current Ratio	3.77	2.76	36.44%
5	Debt Equity Ratio	0.01	0.05	-81.65%
6	Operating Profit Margin [%]	5.24	5.74	-8.77%
7	Net Profit Margin [%]	4.51	5.37	-15.99%

Interest Coverage Ratio – Decreased primarily due to higher working capital utilization during the year.

Current Ratio – Increased due to increase in receivable and liquid balance.

Debt Equity Ratio – Decreased due to year end reduction in bank borrowing and increase in overall equity.

- x] The Company's Net worth as per the financials has increased and is at positive ₹ 15,521.29 lakhs as compared to the previous financial year being at ₹ 14,791.02 lakhs. Increase is due to profits for the year.

B. DISCLOSURE OF ACCOUNTING TREATMENT :

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

10] DIRECTORS AND KEY MANAGERIAL PERSONNEL
a] Directors

In accordance with the provisions of Section 152 of the Act and the Company's Articles of Association, Mr. N. D. Shetty [DIN: 00025868], Executive Chairman, retires by rotation and being eligible, has offered himself for reappointment. Approval of the shareholders is being sought at the forthcoming AGM.

b] Key Managerial Personnel

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

- i] Mr. N. D. Shetty, Executive Chairman
- ii] Mr. T. N. Shetty, Managing Director
- iii] Mr. Brijbhushan Gupta, Whole-time Director [w.e.f. February 13, 2020]
- iv] Mr. Ganesh Chaturvedi, Sr. Vice President, Finance and Chief Financial Officer
- v] Mr. A. A. Lambay, Company Secretary [upto November 30, 2019]
- vi] Mr. Dhruv Mehta, Company Secretary [w.e.f. December 01, 2019]

c] Appointment / Resignation of Key Managerial Personnel

Mr. A. A. Lambay, Company Secretary & Compliance Officer of the Company, has, vide his letter dated November 01, 2019, addressed to the Board, due to his advancing age [72 years] resigned from the post of Company Secretary and Compliance Officer of the Company w.e.f. November 30, 2019. The Directors wish to place on record their sincere appreciation towards valuable services rendered and contribution made by him during his tenure as Company Secretary & Compliance Officer of the Company.



On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on November 12, 2019, promoted Mr. Dhruv Mehta, Assistant Company Secretary, an Associate Member of Institute of Company Secretaries of India [ACS – 46874], as Company Secretary & Compliance Officer of the Company w.e.f. December 01, 2019.

d] Appointment / Resignation / Cessation of Directors

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

Mr. Rolf E. Von Bueren, a Non-Executive Non-Independent Director of the Company, has, vide his letter dated August 20, 2019, addressing to the Board, resigned from the office of Director of the Company w.e.f. August 26, 2019, due to personal reasons. The Directors wish to place on record their sincere appreciation of the valuable services rendered and guidance given by him during his tenure as a Director of the Company.

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

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its meeting held on July 17, 2019, appointed Mr. Ajit Shah [DIN: 02396765] and Mr. G. Padmanabhan [DIN: 07130908] as an Additional Independent Directors of the Company with effect from July 17, 2019 for a period of 5 years each, which was subsequently approved by the Members of the Company at 28th AGM held on September 06, 2019.

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, at its respective meetings appointed Mr. Brijbhushan Gupta [DIN: 08689488] as Whole-time Director for a period of 3 [three] years and re-appointed Mr. N. D. Shetty [DIN: 00025868] as Executive Chairman and Mr. T. N. Shetty [DIN: 00587108] as Managing Director for a period of 3 [three] years, subject to the approval of the Members in forthcoming AGM.

11] DECLARATION BY INDEPENDENT DIRECTORS

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

12] MEETINGS

During the year under review, five [5] Board Meetings and four [4] Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report. The intervening gap between the two meetings has been within the period prescribed under the Act and the LODR.

13] PERFORMANCE EVALUATION

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

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

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

14] CORPORATE GOVERNANCE

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

15] AUDIT COMMITTEE

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

16] NOMINATION AND REMUNERATION COMMITTEE

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

17] STAKEHOLDER RELATIONSHIP COMMITTEE

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

18] CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

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

19] CORPORATE SOCIAL RESPONSIBILITY [CSR] – INITIATIVES

In terms of the provisions of Section 135 of the Act read with Companies [Corporate Social Responsibility] Rules, 2014, as amended from time to time, the Board of Directors of your Company has constituted a Corporate Social Responsibility [“CSR”] Committee which is chaired by Mr. T. N. Shetty, Managing Director [DIN:00587108]. The other members of the Committee are Mr. Sikandar Talwar [DIN: 01630705] and Mrs. K. J. Udeshi [DIN: 01344073], Independent Directors. Your Company also has in place a CSR policy and the same is available on your Company’s website viz. <http://www.haldynglass.com/direct/csr-policy.pdf>. The Committee recommends to the Board, the activities proposed to be undertaken during the year.

During the year under review, the Company was required to spend ₹ 27,97,206 towards CSR expenditure. The CSR Committee has approved the activities to be undertaken for spending CSR towards promotion of education, rural development and healthcare projects and recommended the same to the Board. However, due to outbreak of Covid-19 pandemic the Company was unable to spend a sum of ₹ 8,94,206 .

The Report on CSR activities as required under the Companies [Corporate Social Responsibility] Rules, 2014, as amended from time to time, is annexed as “Annexure-II” forming part of this Report.

20] EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Act is available on the Company’s website viz <http://www.haldynglass.com/direct/AnnualReturn/2019-20/MGT-9.pdf>

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

Covid-19 and the associated lockdowns across countries have triggered a once-in-a-century crisis for the society and economy since the last week of March, 2020. There has been severe disruption to regular business operations due to lockdown. Logistics and supply chain were affected, manpower supply reduced - resulting into plants operating with curtailed production and reduced volumes. The Company’s offices are still under partial lockdown since March 24, 2020. The Company is closely monitoring the situation and operations are being ramped up in a phased manner. Focused efforts are made on cash conservation, cost reduction, collection from debtors and inventory management. There are no liquidity concerns as the Company has sufficient working capital limits available.

The consolidated financial results of the Company for the quarter ended June 30, 2020 were based on unaudited financial result of the Haldyn Heinz Fine Glass Private Limited – Associate Company of Haldyn Glass Limited, as the said results could



not be approved by the Board of Directors of the associate company on account of prevailing Covid-19 situations worldwide.

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

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

During the year under review, no material orders were passed by the Regulators / Courts / Tribunals, impacting the Company’s going concern status and future operations.

23] DETAILS OF SUBSIDIARY / JOINT VENTURES / ASSOCIATE COMPANIES

The Company has no subsidiary as at the end of the financial year ended March 31, 2020.

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

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

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

Further, pursuant to the provisions of section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents are available on the website of the Company.

Joint Venture :

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

The Board of Directors is pleased to inform that the joint venture company has stabilized production, achieved International standards export quality for its products and has earned its first cash profit.

24] CONSOLIDATED FINANCIAL STATEMENT

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

25] REMUNERATION OF THE DIRECTORS/KEY MANAGERIAL PERSONNELS [KMPs] / EMPLOYEES

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

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

Name/Designation	Date of Joining	Age Years	Experience [in Years]	Remuneration Per Annum [₹ in lakhs]	Ratio of Remuneration of each Director/KMP to median Remuneration of employees	Percentage increase in Remuneration	Particulars of previous Employment
Mr. N. D. Shetty Executive Chairman [DIN: 00025868]	Apr. 25, 1991	80	56	183.32	71.71	37.91	N.A.
Mr. T. N. Shetty Managing Director [DIN: 00587108]	Aug. 01, 2009	46	23	183.29	71.70	38.81	N.A.
Mr. Brijbhushan Gupta Whole-time Director [DIN: 08689488] [w.e.f. Feb. 13, 2020]	Mar. 21, 2018	49	27	65.55*	25.64	N.A. [As appointed w.e.f. Feb. 13, 2020]	Sunrise Glass Industries Pvt. Ltd.
Mr. Ganesh P. Chaturvedi Sr. VP, Finance & Chief Financial Officer	Nov. 13, 2013	62	32	46.08	18.03	4.70	Asst. Vice President – Finance, SAHPetroleum Limited
Mr. A. A. Lambay Company Secretary & Compliance Officer [upto Nov. 30, 2019]	Feb. 02, 2008	72	16	6.26	2.59	N.A. [As resigned effective Nov. 30, 2019]	Company Secretary, S.K.S. Logistics Limited
Mr. Dhruv Mehta Company Secretary & Compliance Officer [w.e.f. Dec. 01, 2019]	Apr. 08, 2019	26	5	6.14@	2.40	N.A. [As appointed w.e.f. Dec. 01, 2019]	Assistant Company Secretary, Ashok Alco-Chem Limited

* Mr. Brijbhushan Gupta was promoted as Whole-time Director with effect from February 13, 2020 and paid remuneration of ₹7.68 lakhs as Whole-time Director.

@ Mr. Dhruv Mehta was promoted as Company Secretary & Compliance Officer with effect from December 01, 2019 and paid remuneration of ₹ 2.82 lakhs as Company Secretary & Compliance Officer.

Notes

- Remuneration of the Executive Chairman, the Managing Director and the Whole-time Director includes Salary, House Rent Allowance / Rent free furnished accommodation, Commission, Reimbursement of Medical Expenses, Leave Travel Assistance and other perquisites evaluated as per the Income-tax Rules, 1962, excluding Company's Contribution to Provident Fund.
- There are 362 permanent employees on the rolls of Company.
- Appointment of the Executive Chairman, the Managing Director and the Whole-time Director is on contractual basis. Other terms and conditions are as per the agreement / terms of appointment between the incumbents and the Company.
- Mr. N. D. Shetty and Mr. T. N. Shetty are related to each other and to Mr. Rohan Ajila, Non-Executive Director.



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

Name/Designation	Remuneration Received during the Year [₹ in lakhs]	Nature of Employment whether Contractual or otherwise E= Employee C= Contract	Qualifications and experience of the employee	Date of commencement of employment	Age of such employee	Last employment held by such employee before joining the company	Percentage of equity shares held by the employee in the company	Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager
Mr. N. D. Shetty Executive Chairman [DIN: 00025868]	₹ 183.32	C	Intermediate 56 Years	Apr 25, 1991	80	N.A.	763960 [1.42%]	Yes Related to Mr. T. N. Shetty, Managing Director and to Mr. Rohan Ajila, Non-Executive Director
Mr. T. N. Shetty Managing Director [DIN: 00587108]	₹ 183.29	C	B.com, MBA 23 Years	Aug. 01, 2009	46	N.A.	278600 [0.52%]	Yes Related to Mr. N. D. Shetty, Executive Chairman and to Mr. Rohan Ajila, Non-Executive Director
Mr. B. B. Gupta Vice President - Operations Whole-time Director [DIN: 08689488]	₹ 65.55*	C	B.E. Dip. EDP 27 Years	March 21, 2018	49	Sunrise Glass Industries Pvt. Ltd.	100 [Negligible %]	No
Mr. Narendra A. Shetty VP - Supply Chain Commercial	₹ 53.19	E	B.E, MBA 29 years	Aug. 04, 2014	51	Asahi Glass [I] Ltd.	–	No
Mr. Ganesh P. Chaturvedi, Sr. V.P.-Finance & Chief Financial Officer	₹ 46.08	E	M.Com, FCA, 32 years	Nov. 13, 2013	62	SAH Petroleum Limited	3200 [Negligible %]	No
Mr. Narayan Choudhury Sr. Manager Sales and Marketing	₹ 16.50	E	B.com, MBA 9 years	Nov. 08, 2017	35	Sunrise Glass Industries Pvt. Ltd.	–	No
Mr. Stephen Noronha GM – International Marketing	₹ 15.97	E	B.Com 31 Years	Oct. 01, 2015	53	HNG Glass India Ltd.	1000 [Negligible %]	No
Mr. D. Uma Maheshwara Rao DGM – Production	₹ 14.33	E	DME 28 Years	Apr. 09, 2015	54	Sunrise Glass Industries Pvt. Ltd.	100 [Negligible %]	No
Mr. H. Srinivasan General Manager - Mould Shop	₹ 14.08	E	DME 36 Years	Mar. 10, 2016	54	HNG Glass India Ltd.	100 [Negligible %]	No
Mr. Jasti Nagaraju Sambasivarao DGM - I S Maintenance	₹ 13.00	E	DME 25 Years	May 29, 2019	44	SGD Pharma India Ltd.	–	No
Mr. Gutti Nageswara Rao General Manager - Glass	₹ 12.98	E	Diploma in Ceramic Technology AME MBA 27 Years	Jun. 13, 2019	46	HNG Glass India Ltd.	–	No

* Mr. Brijbhushan Gupta was promoted as Whole-time Director with effect from February 13, 2020 and paid remuneration of ₹7.68 lakhs as Whole-time Director.

26] VIGIL MECHANISM

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

27] RISK MANAGEMENT POLICY

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

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

28] DIRECTORS' RESPONSIBILITY STATEMENT

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

- i] In the preparation of the annual accounts, the applicable Accounting Standards have been followed along with the proper explanations relating to material departures, if any;
- ii] Appropriate Accounting Policies have been selected and applied consistently. Judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2020 and of the profit for the year ended March 31, 2020, have been made.
- iii] Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the assets of the Company and preventing and detecting fraud and other irregularities.
- iv] The Annual Accounts have been prepared on a going concern basis.
- v] The policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, prevention & detection of frauds / errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information and internal financial controls, are adequate and were operating effectively;
- vi] Proper systems are in place to ensure compliance of all laws applicable to the Company and that such systems are adequate and operating effectively.

29] RELATED PARTY TRANSACTIONS

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

All Related Party Transactions are placed before the Audit Committee and also the Board for approval. Prior omnibus approval of the Audit Committee is obtained for transactions which are foreseen and repetitive in nature. The transactions entered into pursuant to omnibus approval so granted, are subsequently audited and a statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis. The Shareholders approval had been obtained for the transactions with the Haldyn Corporation Limited at 25th AGM held on September 29, 2016.

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

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

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

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

**30] AUDITORS****a] Statutory Auditors**

The members of the Company at the 24th 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 29th AGM in terms of the said approval and Section 139 of the Act read with relevant rules.

In view of the above, 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 31st 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.

b] Secretarial Auditor

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

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

31] AUDITORS' REPORT

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

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

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

The said policy is uploaded on the website of the Company at <http://www.haldynglass.com/direct/sexualharassment.pdf>

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

33] REPORTING OF FRAUDS

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

34] ACKNOWLEDGEMENTS

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

For and on behalf of the Board

N. D. Shetty

Executive Chairman

[DIN: 00025868]

Place : Mumbai

Dated : August 27, 2020

Annexure-I to the Directors' Report

Section 134 [3][m] of the Act read with Rules 8[3] of the Companies [Accounts] Rules, 2014 and forming part of the Directors' Report for the year ended March 31, 2020.

Conservation of Energy and Technology Absorption are continuous and on-going long term processes. However, the following measures were undertaken as follows:

1. CONSERVATION OF ENERGY

During the year under review, the Company has taken various steps for conservation of energy such as installation of new compressor, installation of new gas burners, modification in shrink packing machine tray and consumption of RO rejection water to reduce pumping etc.

2. TECHNOLOGY ABSORPTION

During the year under review, the Company has taken various measures to improve the quality of products through normal research and development, technology absorption and adaptation. It mainly includes modification in pumping operations, modification in neck rings, installed new sand blasting machine, installed hot end and cold end machine, replaced shear spray water line with SS, modified drain chute water recirculation, modified the furnace reversal system gas skid, installed new type fire extinguisher etc.

3. FOREIGN EXCHANGE EARNINGS AND OUTGO

A. Activities relating to exports; initiatives taken to increase exports; development of new export markets for products and services and export plans:

Focused efforts to increase exports are being planned

B. Foreign Exchange Earning and Outgo

During the year the Company incurred expenses of ₹ 404.97 lakhs and earned ₹ 3,021.45 lakhs in foreign exchange.

For and on behalf of the Board

N. D. Shetty

Executive Chairman

[DIN: 00025868]

Place : Mumbai

Date : August 27, 2020



Annexure-II to the Directors' Report

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY [CSR] ACTIVITIES FOR THE FINANCIAL YEAR 2019-20

1	A brief outline of the Company' CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to CSR Policy and projects or programs.	The CSR Committee decided to spend in several projects relating to Education, Rural Development and Health Care during the year and initiated various activities in neighboring villages, around the plant and corporate office location. Weblink: www.haldynglass.com
2	The Composition of the CSR Committee	Mr. T. N. Shetty – Chairman of the Committee Mrs. K. J. Udeshi – Member of the Committee Mr. Sikandar Talwar – Member of the Committee [w.e.f. July 29, 2019] Mr. F. S. Broacha – Member of the Committee [upto July 29, 2019] Mr. L. Rajagopalan – Member of the Committee [upto July 29, 2019]
3.	Average net profit of the Company for last three financial year	₹ 13,98,60,282
4.	Prescribed CSR Expenditure [two per cent of the amount as in item 3 above]	₹ 27,97,206
5.	Details of CSR spent during the financial year 2019-20	
	[a] Total amount spent during the year	₹ 19,03,000
	[b] Amount un spent, if any	₹ 8,94,206

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

DETAILS OF AMOUNT SPENT ON CSR ACTIVITIES DURING FINANCIAL YEAR 2019-20

Sr. No.	CSR Project or activity identified.	Sector in which the project is covered	Project or Program 1] Local area or other 2] Specify the State and district where projects or programs were undertaken	Amount outlay [budget] projects or programs wise	Amount spent on the projects or programs	Cumulative Expenditure upto the reporting period i.e. FY 2019-20 Amount in ₹	Amount spent Direct or through implementing Agency.
				Amount in ₹	Sub-heads: 1. Direct on projects or programs- 2. Overheads: Amount in ₹		
1.	Providing Aids and appliances to Blind needy people from all over Gujarat	Healthcare	Vadodara [Gujarat]	12,09,200	3,12,000 Direct on project	3,12,000	Blind People's Association [BPA]
2.	Cataract Surgeries at BPA Bareja Eye Hospital	Healthcare	Vadodara [Gujarat]	2,00,000	2,00,000 Direct on project	2,00,000	Blind People's Association [BPA]
3.	Purchase of furniture for school	Education	Mumbai [Maharashtra]	5,00,000	5,00,000 Direct on project	5,00,000	Aseema Charitable Trust [Public Charitable Trust]

Sr. No.	CSR Project or activity identified.	Sector in which the project is covered	Project or Program 1] Local area or other 2] Specify the State and district where projects or programs were undertaken	Amount outlay [budget] projects or programs wise	Amount spent on the projects or programs Sub-heads:	Cumulative Expenditure upto the reporting period i.e. FY 2019-20 Amount in ₹	Amount spent Direct or through implementing Agency.
				Amount in ₹	1. Direct on projects or programs- 2. Overheads: Amount in ₹		
4.	Purchase of science kits for setting up innovative science labs in school	Education	Mumbai [Maharashtra]	1,06,200	1,06,200 Direct on project	1,06,200	People's Education Society
5.	Purchase of science kits for setting up innovative science labs in school	Education	Mumbai [Maharashtra]	1,06,200	1,06,200 Direct on project	1,06,200	Head F K A Sanade Master S S S Multipur High School
6.	Purchase of science kits for setting up innovative science labs in school	Education	Mumbai [Maharashtra]	1,06,200	1,06,200 Direct on project	1,06,200	Tarabai Modak Primary English Medium School
7.	Purchase of science kits for setting up innovative science labs in school	Education	Mumbai [Maharashtra]	1,06,200	1,06,200 Direct on project	1,06,200	Anjuman – I – Islam's Dr. M. I. J. Girls High School
8.	Purchase of science kits for setting up innovative science labs in school	Education	Mumbai [Maharashtra]	1,06,200	1,06,200 Direct on project	1,06,200	Subhedar Ramjee Ambedkar Vidhyalaya
9.	Installation of water hand pumps	Rural Development Project	Mumbai & Panvel [Maharashtra]	3,60,000	3,60,000 Direct on project	3,60,000	Bombay Midtown Rotary Trust

6. Reason for not spending two percent of average net profit of the last three financial years on CSR: Due to outbreak of Covid-19 pandemic the Company was unable to spend a sum of ₹ 8,94,206.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of the CSR policy is in compliance with CSR objectives and policy of the Company:

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

T. N. Shetty

Managing Director & Chairman of CSR Committee

DIN: 00587108

Place: Mumbai

Date: August 27, 2020



Annexure-III to the Directors' Report

Form AOC-1

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

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

Part "A": Subsidiaries

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

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

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

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

Part "B": Associates and Joint Ventures

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

Name of associates/Joint Ventures	Haldyn Heinz Fine Glass Private Limited
Latest audited Balance Sheet Date	March 31, 2020
Shares of Associate/Joint Ventures held by the company on the year end	79,37,500 Equity Shares of ₹ 10 each
Amount of Investment in Associates/Joint Venture	₹ 31,75,00,000
Extend of Holding %	50%
Description of how there is significant influence	Both Joint Venture Partners have equal shareholding and equal management rights as per terms and conditions of J V Agreement
Reason why the associate/joint venture is not consolidated	N.A.
Net worth attributable to shareholding as per latest audited Balance Sheet	₹ 1,535.69 lakhs
Profit / [Loss] for the year :	
i. Considered in Consolidation	₹ [227.27 lakhs]
ii. Not Considered in Consolidation	Nil

- Names of associates or joint ventures which are yet to commence operations. - Nil
- Names of associates or joint ventures which have been liquidated or sold during the year. - Nil

Annexure-IV to the Directors' Report

Form No. AOC-2

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

form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section [1] of section 188 of the Act including certain arm's length transactions under third proviso thereto

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

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

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

Particular	Details
[a] Name[s] of the related party and nature of relationship	As per annexure
[b] Nature of contracts/arrangements/transactions	As per annexure
[c] Duration of the contracts / arrangements/transactions	Ongoing contracts
[d] Salient terms of the contracts or arrangements or transactions including the value, if any:	As per annexure
[e] Date[s] of approval by the Board, if any	All related party transactions are covered by the omnibus approval given by the Board of Directors on February 14, 2019.
[f] Amount paid as advances, if any:	Nil

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


Annexure to point-2 stated above i.e. details of material contracts or arrangement or transactions at arm's length basis: [₹ in Lakhs]

Sr. No.	Transactions	Haldyn Corporation Limited	Mr. T. N. Shetty	Mrs. Sadhana Chaturvedi	Haldyn Heinz Fine Glass Pvt. Ltd.
		Enterprise owned or significant influenced by key managerial personnel and their relatives	Managing Director	[Relative of Chief Financial Officer]	[J. V.]
1.	Purchases	2073.96	-	-	4.52
2.	Royalty	228.17	-	-	-
3.	Motor Car Hire Charges	-	-	3.60	-
4.	Rent	79.20	48.00	-	-
5.	Reimbursement of Expenses [paid]	6.08	-	-	-
6.	Sales of goods	21.17	-	-	2.71
7.	Rendering of services	-	-	-	74.75
8.	Reimbursement of Expenses [received]	-	-	-	0.66

Annexure-V to the Directors' Report

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31st MARCH, 2020
[Pursuant to section 204[1] of the Companies Act, 2013 and rule No.9 of
The Companies [Appointment and Remuneration of Managerial Personnel Rules] 2014

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

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

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information, management representations provided by the Company, its officers, agents and authorized representatives and based on the draft independent auditors report during the conduct of the Secretarial Audit, the explanations and clarifications given to us and the representations made by the Management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities Exchange Board of India warranted due to Covid 2019 pandemic, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020 complied with the statutory provisions listed hereunder and also that the Company has proper board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as per **Annexure-A** for the Financial Year ended on 31st March, 2020 according to the provisions of:

- [i] The Companies Act, 2013 [the Act] and the rules made thereunder;
- [ii] The Securities Contracts [Regulation] Act, 1956 ['SCRA'] and the rules made thereunder;
- [iii] The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- [iv] Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- [v] The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ['SEBI Act']:-
 - [a] The Securities and Exchange Board of India [Substantial Acquisition of Shares and Takeovers] Regulations, 2011;
 - [b] The Securities and Exchange Board of India [Prohibition of Insider Trading] Regulations, 2015;
 - [c] The Securities and Exchange Board of India [Issue of Capital and Disclosure Requirements] Regulations, 2018 and amendments from time to time;
 - [d] The Securities and Exchange Board of India [Share Based Employee Benefits] Regulations, 2014;
 - [e] The Securities and Exchange Board of India [Issue and Listing of Debt Securities] Regulations, 2008;
 - [f] The Securities and Exchange Board of India [Registrars to an Issue and Share Transfer Agents] Regulations, 1993 regarding the Companies Act and dealing with client;
 - [g] The Securities and Exchange Board of India [Delisting of Equity Shares] Regulations, 2009; and



[h] The Securities and Exchange Board of India [Buyback of Securities Regulations, 2018;

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

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

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

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

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

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

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

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

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

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

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

Place : Mumbai

Date: 29 /06/2020

Sd/-

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

ACS/FCS No. : F7569

C P No. : 8108

UDIN : F007569B000397741

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

ANNEXURE - A

List of documents verified :

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

**ANNEXURE - B**

To,

The Members

HALDYN GLASS LIMITED

Regd. Off: Village: Gavasad

Dist: Padra, Vadodara – 391430 [Gujarat]

Sir,

Sub: Secretarial Audit Report for the Financial Year ended on 31st March, 2020.

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

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

Place : Mumbai

Date: 29 /06/2020

Sd/-

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

ACS/FCS No. : F7569

C P No. : 8108

UDIN : F007569B000397741

Corporate Governance Report

1] COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

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

2] BOARD OF DIRECTORS:

As on March 31, 2020, the Board comprised of 8 members, of whom one is an Executive Chairman, one Managing Director, one Whole-time Director [Executive], one Non-Executive Non-Independent Director and four Independent Directors, including a Woman Director, which is in conformity with the requirement of Regulation 17 of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 ["LODR"]. The Chairman of the Board is an Executive Director.

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

Name	Category	Number of Equity Shares held	Number of directorships		Number of Committee positions in other Public Companies		Number of Board Meetings attended	Last AGM Attended
			in other Public Companies	in other Listed Companies	Chairperson	Member		
Mr. N. D. Shetty [DIN: 00025868]	Executive Chairman [Promoter group]	763960	1	–	1	–	5	Yes
Mr. T. N. Shetty [DIN: 00587108]	Managing Director [Promoter group]	278600	–	–	–	–	5	Yes
Mr. F. S. Broacha* [Din: 00198990]	Non-Executive, Independent Director	Nil	–	–	–	–	–	N.A
Mr. Rolf E. von Bueren# [Din: 01484448]	Non-Executive, Non Independent Director	Nil	–	–	–	–	–	N.A
Mr. L. Rajagopalan^ [Din: 00063935]	Non-Executive, Independent Director	Nil	1	–	–	–	3	No
Mrs. K. J. Udeshi [Din: 01344073]	Non-Executive, Independent Director	Nil	3	4	2	3	5	Yes
Mr. Sikandar Talwar [Din: 01630705]	Non-Executive, Independent Director	Nil	–	–	–	–	4	No
Mr. Rohan Ajila [Din: 01549005]	Non-Executive Non- Independent Director [Promoter group]	Nil	1	–	–	–	4	No
Mr. Ajit Shah@ [Din: 02396765]	Non-Executive, Independent Director	Nil	–	2	2	1	2	Yes
Mr. G. Padmanabhan@ [Din: 07130908]	Non-Executive, Independent Director	Nil	–	1	–	1	2	No
Mr. Brijbhushan Gupta% [Din: 08689488]	Whole-time Director - Executive	100	–	–	–	–	–	N.A

Notes:

- Directorships in other Indian Public Companies [listed and unlisted] excludes Haldyn Glass Limited and Section 8 Companies.
- In terms of Regulation 26[1][b] of LODR, the disclosure includes Chairmanship / membership of the Audit Committee and Stakeholder Relationship Committee in other Indian Public Companies [listed and unlisted] excluding Haldyn Glass Limited.
- * Resigned w.e.f. July 17, 2019, due to his failing health
- # Resigned w.e.f. August 26, 2019
- ^ Ceased w.e.f. September 08, 2019
- @ Appointed w.e.f. July 17, 2019
- % Appointed w.e.f. February 13, 2020



- b] Mr. T. N. Shetty, Managing Director is the son of Mr. N. D. Shetty, Executive Chairman. Mr. Rohan Ajila, Non-Executive Non-Independent Director is son-in-law of Mr. N. D. Shetty, Executive Chairman and brother-in-law of Mr. T. N. Shetty, Managing Director of the Company.
- c] During the financial year 2019-2020, the Board had met five times on [1] May 30, 2019 [2] July 17, 2019 [3] August 7, 2019 [4] November 12, 2019 and [5] February 13, 2020. The Board met at least once in every calendar quarter and the gap between two Meetings did not exceed one hundred and twenty days.

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

As per Regulation 17A of LODR, Independent Directors of the Company do not serve as Independent Director in more than seven listed companies. Managing Director of the Company does not serve as an Independent Director in any listed entity. Further, none of our Independent Directors serves as Non-Independent Director of any Company on the Board of which any of our Non-Independent Director is an Independent Director.

In terms of Regulation 25[8] of LODR, Independent Directors have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably be anticipated that could impair or impact their ability to discharge their duties.

Further, the Independent Directors have in terms of Section 150 of the Act read with Rule 6 of the Companies [Appointment & Qualification of Directors] Rules, 2014, confirmed that they have enrolled themselves in the Independent Directors’ Databank maintained with the Indian Institute of Corporate Affairs.

The Company has issued formal letters of appointment to the Independent Directors. As required under Regulation 46 of LODR, as amended, the terms and conditions of appointment of Independent Directors including their role, responsibility and duties are available on our website at <http://www.haldynglass.com/direct/termsofappointment.pdf>.

During the year under review, the Independent Directors met on February 13, 2020.

During the financial year 2019-20, none of our Directors acted as Member in more than 10 committees or as Chairperson in more than 5 committees across all listed entities where they serve as a Director.

Familiarization Programmes for Independent Directors

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

Pursuant to Regulation 46 of LODR, the details required are available on the website of the Company at <http://www.haldynglass.com/direct/familiarisation-programme1920.pdf>

Key Board Qualifications, Expertise and Attributes:

The Board of Directors of your Company comprises of qualified members who have the skills, expertise and competencies to make effective contribution to the growth of the Company as well as on matters discussed in the Board and the Committee meetings and ensuring that the Company is in compliance with the requisite standards of Corporate Governance.

The following table summarises the list of core skills, expertise and competencies of the Board members individually:

Sr. No.	Name of the Director[s]	Skills / Expertise / Competencies
1.	Mr. N. D. Shetty	Leadership, HR skills and hands on experience of technology in production, marketing & management of the business of glass bottles manufacturing.
2.	Mr. T. N. Shetty	Leadership, Business and HR Management skills. Hands on experience of glass bottles manufacturing.
3.	Mr. Rohan Ajila	Financial, Business Strategy & Management skills.
4.	Mr. Sikandar Talwar	Finance & Tax Accounting & Audit skills
5.	Mrs. K. J. Udeshi	Leadership skills and experience in financial & regulatory matters.
6.	Mr. G. Padmanabhan	Leadership skills and experience in financial regulatory matters and audits, Information Technology.
7.	Mr. Ajit Shah	Professional Experience and skills in Accounting & Audit.
8.	Mr. Brijbhushan Gupta	Project Management skills and plant operations skills

3] AUDIT COMMITTEE

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

a] Brief Description of terms of reference:

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

- 1] Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- 2] Recommending the Board, appointment, re-appointment, replacement or removal [in the event of necessity] of Statutory Auditors, Cost Auditors and / or any other auditors including fixation of remuneration;
- 3] Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- 4] Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a] matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of sub section [5] of Section 134 of the Act;
 - b] changes, if any, in accounting policies and practices and reasons for the same;
 - c] major accounting entries involving estimates based on the exercise of judgment by management;
 - d] significant adjustments made in the financial statements arising out of audit findings;
 - e] compliance with listing and other legal requirements relating to financial statements;
 - f] disclosure of any related party transactions; and
 - g] qualifications in the draft audit report
- 5] Reviewing, with the management the quarterly financial statements before submission to the Board for approval;
- 6] Performance of Auditors, Internal Auditors, adequacy of the internal control systems;
- 7] Review and monitor the auditor's independence and performance and effectiveness of audit process;
- 8] Review the adequacy of Internal Audit function including the structure of the internal audit department, staffing and seniority of the head of the department, reporting structure coverage and frequency of internal audit;
- 9] Approval or any subsequent modification of transactions of the Company with the related parties;



- 10] Approval on appointment of Chief Financial Officer including the Whole Time Director- Finance or any other person heading the finance function or discharging that function after assessing the qualification, experience and background etc., of such incumbent;
- 11] Reviewing the proposal for discontinuation / closure of any of the business operations of the Company;
- 12] Scrutiny of inter-corporate loans and investments;
- 13] Valuation of undertakings or assets of the Company, wherever it is necessary;
- 14] Monitoring the end use of funds raised through public offers and related matters;
- 15] Review proposal for mergers, demergers, acquisitions, carve-outs, sale, transfer of business and its valuation report and fairness opinion, if any, thereof;
- 16] Evaluation of internal financial controls and risk management systems;
- 17] Discussing with internal auditors any significant findings and follow up there on;
- 18] Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- 19] Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 20] To look into the reasons for defaults, if any, in the payment to the shareholders [in case of non-payment of declared dividends] and creditors;
- 21] Review the functioning of the Whistle Blower mechanism.
- 22] Carry out such other function as may be delegated by the Board from time to time
- 23] Review various investment proposals before the same is submitted to the Board of Directors and also to review the guidelines for investing surplus funds of the Company;
- 24] To appoint valuers for the valuation of the undertakings or assets of the Company, wherever it is necessary including stocks, shares, securities, goodwill or any other assets or net worth of a Company or liability of the Company under the provisions of the Act.

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

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

The Chairman of the Audit Committee attended 28th AGM held on Friday, September 06, 2019.

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

The Audit Committee presently consists of three Non-Executive, Independent Directors and one Managing Director. The Committee has held four meetings during the financial year 2019-20 i.e. on [1] May 30, 2019 [2] August 7, 2019 [3] November 12, 2019 and [4] February 13, 2020. The composition of the Audit Committee as on March 31, 2020 and the attendance of members at the meetings held during the Financial Year 2019-2020 were as follows:

Name	Category	Meetings attended	
		Held	Attended
Mr. L. Rajagopalan* [Chairman]	Non-Executive, Independent Director	4	1
Mr. F. S. Broacha#	Non-Executive, Independent Director	4	0
Mr. Ajit Shah@ [Chairman]	Non-Executive, Independent Director	4	2
Mrs. K. J. Udeshi	Non-Executive, Independent Director	4	4

Name	Category	Meetings attended	
		Held	Attended
Mr. G. Padmanabhan@	Non-Executive, Independent Director	4	2@
Mr. T. N. Shetty@	Managing Director	4	3@

* Ceased w.e.f. September 08, 2019

Resigned w.e.f. July 17, 2019, due to his failing health

@ Mr. Ajit Shah and Mr. G. Padmanabhan has been appointed as a director on Board w.e.f. July 17, 2019. Pursuant to the said appointment, the Board of Directors has re-constituted the composition of the Audit Committee effective from July 29, 2019

Mr. A. A. Lambay, Company Secretary was the Secretary of the Audit Committee upto November 30, 2019. Mr. Dhruv Mehta, Company Secretary acts as the Secretary of the Audit Committee w.e.f. December 01, 2019.

4] NOMINATION & REMUNERATION COMMITTEE

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

a] Brief Description of terms of reference:

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

- 1] To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- 2] To formulate the criteria for evaluation of performance of Independent Directors and the Board;
- 3] To devise a policy on Board diversity;
- 4] To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
- 5] To recommend to the Board on remuneration, Performance Bonus etc., payable to the Executive Director[s] / Managing Director, Commission payable to Independent Directors.

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

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

The Nomination and Remuneration Committee presently consists of three Non-Executive Directors, of whom two are Independent Directors. The Chairperson of the Committee is a Non-Executive, Independent Director. The Committee has held three meetings during the financial year 2019-20 i.e., on [1] July 17, 2019 [2] November 12, 2019 and [3] February 12, 2020. The composition of the Nomination and Remuneration Committee as on March 31, 2020 and the attendance of members at the meeting held during the financial year 2019-20 were as follows:

Name	Category	Meetings attended	
		Held	Attended
Mr. F. S. Broacha* [Chairman]	Non-Executive, Independent Director	3	1
Mr. L. Rajagopalan#	Non-Executive, Independent Director	3	1
Mrs. K. J. Udeshi@ [Chairman]	Non-Executive, Independent Director	3	3



Name	Category	Meetings attended	
		Held	Attended
Mr. G. Padmanabhan [@]	Non-Executive, Independent Director	3	1
Mr. Rohan Ajila [@]	Non-Executive, Non-Independent Director	3	2

* Resigned w.e.f. July 17, 2019, due to his failing health

Ceased w.e.f. September 08, 2019.

@ Mr. G. Padmanabhan appointed as a director on Board w.e.f. July 17, 2019. Pursuant to the said appointment, the Board of Directors has re-constituted the composition of the Nomination and Remuneration Committee effective from July 29, 2019.

Mr. A. A. Lambay, Company Secretary was the Secretary of the Nomination and Remuneration Committee upto November 30, 2019. Mr. Dhruv Mehta, Company Secretary acts as the Secretary of the Nomination and Remuneration Committee w.e.f. December 01, 2019.

c) performance evaluation criteria for independent directors

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

5] CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

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

a) Brief Description of terms of reference:

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

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

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

b) Composition, name of members & Chairperson, meetings held during the year and attendance at meetings

The Committee is chaired by Mr. T. N. Shetty, Managing Director. The Committee has held one meeting during the financial year 2019-20 i.e., on November 12, 2019. The composition of the CSR Committee as on March 31, 2020 and the attendance of members at the meeting held during the financial year 2019-20 were as follows:

Name	Category	Meetings attended	
		Held	Attended
Mr. T. N. Shetty [Chairman]	Managing Director	1	1
Mr. F. S. Broacha*	Non-Executive, Independent Director	1	0

Name	Category	Meetings attended	
		Held	Attended
Mr. L. Rajagopalan [#]	Non-Executive, Independent Director	1	0
Mrs. K. J. Udeshi	Non-Executive, Independent Director	1	1
Mr. Sikandar Talwar [@]	Non-Executive, Independent Director	1	1

* Resigned w.e.f. July 17, 2019, due to his failing health

[#] Ceased w.e.f. September 08, 2019

[@] The Board of Directors has appointed two new directors on Board w.e.f. July 17, 2019. Pursuant to the said appointment, the Board of Directors has re-constituted the composition of the Corporate Social Responsibility Committee effective from July 29, 2019

Mr. A. A. Lambay, Company Secretary was the Secretary of the CSR Committee upto November 30, 2019. Mr. Dhruv Mehta, Company Secretary acts as the Secretary of the CSR Committee w.e.f. December 01, 2019.

6] STAKEHOLDERS RELATIONSHIP COMMITTEE

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

a] Brief Description of terms of reference:

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

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

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

The Stakeholders Relationship Committee presently consists of three Non-Executive Directors, of whom two are Independent Directors. The Committee had held one meeting during the financial year 2019-20. The composition of the Stakeholders Relationship Committee as on March 31, 2020 and the attendance of members at the meeting held during the financial year 2019-20 were as follows:

Name	Category	Meetings attended	
		Held	Attended
Mr. F. S. Broacha* [Chairman]	Non-Executive, Independent Director	1	0
Mr. L. Rajagopalan [#]	Non-Executive, Independent Director	1	0
Mr. Ajit Shah [@] [Chairman]	Non-Executive, Independent Director	1	1
Mr. Sikandar Talwar	Non-Executive, Independent Director	1	0
Mr. Rohan Ajila [@]	Non-Executive, Non-Independent Director	1	1

* Resigned w.e.f. July 17, 2019, due to his failing health

[#] Ceased w.e.f. September 08, 2019.

[@] Mr. Ajit Shah, has been appointed as director on the Board w.e.f. July 17, 2019. Pursuant to the said appointment, the Board of Directors has re-constituted the composition of the Stakeholders Relationship Committee effective from July 29, 2019.

Mr. A. A. Lambay, Company Secretary was the Secretary of the Stakeholder Relationship Committee upto November 30, 2019. Mr. Dhruv Mehta, Company Secretary acts as the Secretary of the Stakeholder Relationship Committee w.e.f. December 01, 2019.


c) Name, designation & address of Compliance Officer
Mr. Dhruv Mehta

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

d) Details of Investor Complaints received and resolved during the financial year 2019-20 are as under:

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

7] REMUNERATION OF DIRECTORS
a) Disclosures with respect to remuneration: In addition to disclosures required under the Companies Act, 2013

Name	Sitting Fees	Salary & Perquisites	Commission / Bonus*	Pension	[₹ in Lakhs]
					Total
Mr. N. D. Shetty [DIN: 00025868]	N.A	183.32	–	–	183.32
Mr. T. N. Shetty [DIN: 00587108]	N.A	183.29	–	–	183.29
Mr. F. S. Broacha* [DIN: 00198990]	0.15	–	–	–	0.15
Mrs. K. J. Udeshi [DIN: 01344073]	2.95	–	–	–	2.95
Mr. L. Rajagopalan* [DIN: 00063935]	1.15	–	–	–	1.15
Mr. Sikandar Talwar [DIN: 01630705]	1.25	–	–	–	1.25
Mr. R. Y. Ajila [DIN: 01549005]	1.30	–	–	–	1.30
Mr. Ajit Shah@ [DIN: 02396765]	1.00	–	–	–	1.00
Mr. G. Padmanabhan@ [DIN: 07130908]	1.25	–	–	–	1.25
Mr. Brijbhushan Gupta^ [Din: 08689488]	N.A.	7.68	–	–	7.68

* Resigned w.e.f. July 17, 2019, due to his failing health

% Ceased w.e.f. September 08, 2019

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

^ Appointed w.e.f. February 13, 2020

b] Commission to Non-Executive & Independent Directors:

No commission was paid to any Director of the Company during the year.

c] Fixed Component / Performance Linked Incentive / Criteria

Performance related incentives is payable to the Managing Director, Whole-time Director and Executive Chairman – as per the terms of appointment between the Company and the Managing Director, Whole-time Director and Executive Chairman.

d] Service Contract / Notice Period / Severance Fees

- 1] The Contract of Service entered into by the Company with Mr. T. N. Shetty, Managing Director, provides that the Company and the Managing Director shall be entitled to terminate the agreement by giving 3 months' notice in writing on either side.
- 2] The Contract of Service entered into by the Company with Mr. N. D. Shetty, Executive Chairman, provides that the Company and the Executive shall be entitled to terminate the agreement by giving 3 months' notice in writing on either side.
- 3] The Contract of Service entered into by the Company with Mr. Brijbhushan Gupta, Whole-time Director, provides that the Company and the Whole-time Director shall be entitled to terminate the Contract by giving 3 months' notice in writing on either side or 3 months' gross salary in lieu thereof.
- 4] No severance fee is payable by the Company to the Managing Director or Executive Chairman on termination of the agreement/s.

e] Stock Option

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

f] Pecuniary relationship or transactions with Non-Executive Directors

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

8] GENERAL BODY MEETINGS

a] General Meetings

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

No. / Date of AGM	Time	Special Resolutions passed	
			Nature
26 th AGM- September 27, 2017	11.30 a.m.	1.	Ratification of appointment and waiver of excess payment of remuneration of Mr. N. D. Shetty, Executive Chairman relating to earlier period.
		2.	Appointment of Mr. N. D. Shetty, Executive Chairman of the Company for three years w.e.f. August 16, 2017 to August 15, 2020.
		3.	Ratification of appointment and waiver of excess payment of remuneration to Mr. T. N. Shetty, Managing Director, relating to earlier period.
		4.	Appointment of Mr. T. N. Shetty, Managing Director of the Company for three years w.e.f. August 16, 2017 to August 15, 2020.
27 th AGM- September 27, 2018	11.30 a.m.	1.	Continuation of Mr. L. Rajagopalan [DIN: 00063935] as the Non-Executive Independent Director of the Company.
		2.	Continuation of Mr. Farrokh Sorab Broacha [DIN: 00198990] as the Non-Executive Independent Director of the Company.
		3.	Continuation of Mrs. Kishori Jayendra Udeshi [DIN: 01344073] as the Non-Executive Independent Director of the Company.
		4.	Continuation of Mr. Rolf Eberhard Von Bueren [DIN: 01484448] as the Non-Executive, Non Independent Director of the Company.



No. / Date of AGM	Time	Special Resolutions passed	
			Nature
28 th AGM- September 06, 2019	11.30 a.m.	1.	Re-appointment of Mrs. Kishori Jayendra Udeshi [DIN: 01344073] as an Independent Director of the Company.
		2.	Re-appointment of Mr. Sikandar Talwar [DIN: 01630705] as an Independent Director of the Company.
		3.	Appointment of Mr. Ajit Shah [DIN: 02396765] as an Independent Director of the Company.

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

b] Postal Ballot

There was no postal ballot conducted during the year under review.

9] MEANS OF COMMUNICATION

a] Publication of quarterly results

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

b] Website

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

c] Filing with Stock Exchange

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

10] GENERAL SHAREHOLDER INFORMATION:

Date of Incorporation	April 25, 1991
Corporate Identity Number [CIN]	L51909GJ1991PLCO15522
Registered Office and Works	Village Gavasad, Taluka Padra District Vadodara, Gujarat - 391430 Telephone : +91 2662 242339 / 42 Fax : +91 2662 245081 Email: baroda@haldynglass.com Website: www.haldynglass.com
Annual General Meeting – day, date, time and venue	Wednesday, September 30, 2020 11.30 a.m. through Video Conferencing ["VC"]/ Other Audio Visual Means ["OAVM"]. For details, please refer to the Notice of this AGM
Financial Year	April 01, 2019 to March 31, 2020
Dividend payment date	On or after October 10, 2020
The name and address of each stock exchange[s] at which the listed entity's securities are listed and a confirmation about payment of annual listing fee to each of such stock exchange[s]	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 023 Listing fees has been paid for the financial year 2019-20

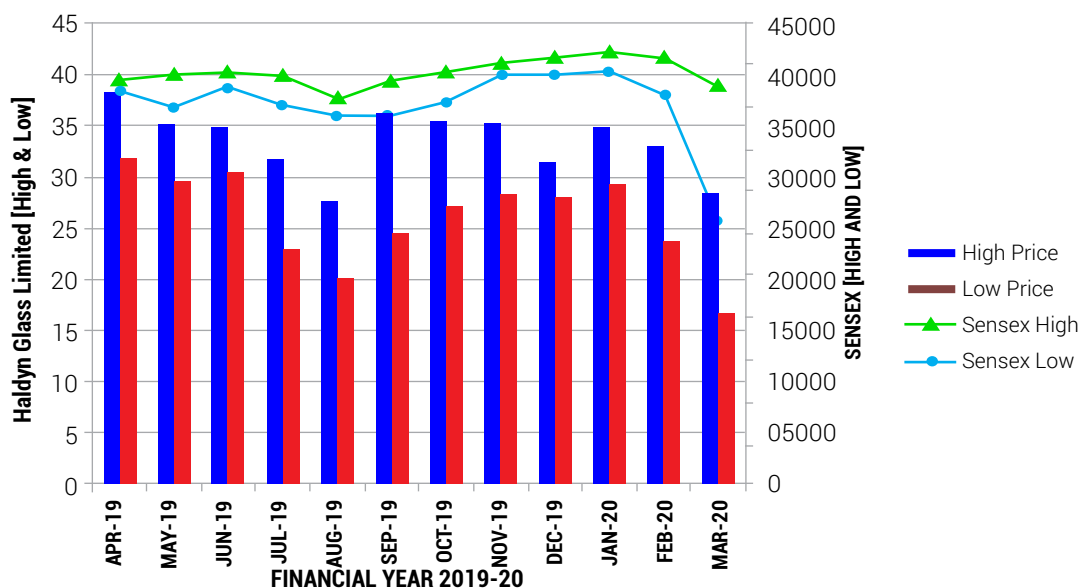


BSE Stock Code	515147
ISIN No.	INE506D01020
Performance in comparison to broad-based indices such as BSE, sensex, CRISIL Index etc	As per market data provided in this report
In case the securities are suspended from trading, the directors report shall explain the reason thereof	N.A.
Date of Book Closure	From Thursday, September 24, 2020 to Wednesday, September 30, 2020 [both days inclusive]
Registrar to an issue and share transfer agents	Universal Capital Securities Pvt. Ltd. Unit: Haldyn Glass Limited 21, Shakil Niwas, Mahakali Caves Road, Andheri [East], Mumbai- 400 093 Telephone: +91 22 28207203/4/5 Fax: +91 22 28207207 Email: info@uniseq.in Website: www.uniseq.in
Share Transfer System	Equity Shares sent for transmission/name deletion etc. except transfer in physical form are normally registered by our Registrar and Share Transfer Agent within stipulated time lines from the receipt of the documents, if documents are found in order. Shares held in dematerialized form are electronically traded in the depository and the registrar and share transfer agent periodically receives from the depository the details of beneficiary holdings so as to update the records for sending all corporate communications and other matters.
Dematerialization of shares and liquidity	The Company has arrangements with the National Securities Depository Ltd. [NSDL] as well as the Central Depository Services [India] Ltd. [CDSL] for demat facility. 98.12% of the paid up share capital is held in dematerialized form as on March 31, 2020.
Outstanding global depository receipts or american depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity	N.A.
Commodity price risk or foreign exchange risk and hedging activities	N.A.
Plant Location	Village Gavasad, Taluka Padra District Vadodara- 391430, Gujarat Tel: +91 2662 242339 / 42 Fax: +91 2662 245081 E-mail: baroda@haldynglass.com Website: www.haldynglass.com
Address for correspondence	B-1201, Lotus Corporate Park, Off Western Express Highway, Goregaon [East], Mumbai - 400 063 Telephone No.: + 91 22 4287 8999 Fax No : + 91 22 4287 8910 Email: cosec@haldynglass.com


a) MARKET PRICE DATA :

The month-wise movement [High & Low] of the equity shares of the Company on the BSE Limited, during each month for the year ended March 31, 2020 is as under:

Period	HGL Price Data		BSE Sensex	
	High [₹]	Low [₹]	High	Low
April 2019	38.25	31.80	39487.45	38460.25
May 2019	34.75	29.65	40124.98	36956.10
June 2019	34.90	30.40	40312.07	38870.96
July 2019	31.70	22.90	40032.41	37128.26
August 2019	27.60	20.00	37807.55	36102.35
September 2019	36.30	24.50	39441.12	35987.80
October 2019	35.40	27.15	40392.22	37415.83
November 2019	35.25	28.25	41163.79	40014.23
December 2019	31.40	28.05	41809.96	40135.37
January 2020	34.85	29.35	42273.87	40476.55
February 2020	33.00	23.70	41709.30	38219.97
March 2020	25.70	16.60	39083.17	25638.90



b) Distribution of Equity Shareholding as on March 31, 2020:

Number of shares held	Number of shareholders	% of shareholders	Number of shares held	% of shareholding
1 -500	6605	60.66	1301036	2.42
500-1000	2150	19.75	1976233	3.67
1001-2000	919	8.44	1494053	2.78
2001-3000	349	3.21	917611	1.71
3001-4000	167	1.53	612801	1.14
4001-5000	196	1.80	944278	1.76
5001-10000	255	2.34	1985479	3.69
10001 above	247	2.27	44520209	82.83
Total	10888	100.00	53751700	100.00

c) By Categories of Share Holders as on March 31, 2020

Category	No. of Shares held	% of shareholding
1. Promoters		
Haldyn Corporation Ltd	28831147	53.64
N D Shetty [Executive Chairman]	763960	1.42
Persons acting in concert	887680	1.65
2. Non Promoters		
Alternative Investment Funds	1651500	3.07
Indian Public	17519662	32.59
Others		
Clearing Members	418326	0.78
NRI	1264904	2.35
IEPF	557351	1.04
Body Corporate	1857170	3.46
Total	53751700	100.00

d) Demat & Physical Shares :

Particulars	As at March 31, 2020	% of shareholding
Number of Shares held at NSDL	46198556	85.95
Number of Shares held at CDSL	6544344	12.17
Number of Shares held in Physical form	1008800	1.88
Total	53751700	100.00

e) Unclaimed Dividend:

Pursuant to the provisions of Section 124[5] and 125[1] of the Act, the Company has transferred the unclaimed dividend for the financial year 2011-12 to the Investor Education and Protection Fund [IEPF]. Unclaimed dividends for the financial year 2012-13 and thereafter, which remain unpaid or unclaimed for a period of seven years from the date they become due for payment will be transferred by the Company to IEPF. In view of this, members who have not claimed the dividend for the financial year 2012-13 and subsequent years are advised to write to Universal Capital Securities Private Limited - Registrar and Share Transfer Agent ["RTA"] of the Company. Dates of declaration of dividend and due dates for claiming dividend are as follows:

Dividend for the financial year	Date of declaration of dividend	Last date for claiming unpaid dividend
2012-13	25.09.2013	25.10.2020
2013-14	09.09.2014	15.10.2021



Dividend for the financial year	Date of declaration of dividend	Last date for claiming unpaid dividend
2014-15	29.09.2015	29.10.2022
2015-16	29.09.2016	31.10.2023
2016-17	27.09.2017	26.10.2024
2017-18	27.09.2018	28.10.2025
2018-19	06.09.2019	06.10.2026

12] OTHER DISCLOSURES

Disclosures on materially significant related party transactions that may have potential conflict with the interests of listed entity at large	<p>All transactions entered into with related parties as defined under the Act and LODR during the financial year were in the ordinary course of business and on arm's length basis and do not have potential conflicts with the interest of the Company. Further, these transactions are also placed before the Audit Committee Meeting[s]. The Board has approved a policy for related party transactions which has been uploaded on the Company's website at http://www.haldynglass.com/direct/relatedparty.pdf</p> <p>The transaction with the Haldyn Corporation Limited was approved by the Shareholders in the their AGM held on September 29, 2016.</p>												
Details of non-compliance by the listed entity, penalties, strictures imposed on the listed entity by stock exchange[s] or the board or any statutory authority, on any matter related to capital markets, during the last three years	NA												
Details of establishment of vigil mechanism, whistle blower policy and affirmation that no personnel has been denied access to the audit committee	<p>In pursuance of the provisions of Section 177[9] & [10] of the Act, a Vigil Mechanism for directors and employees to report genuine concerns has been established. The Vigil Mechanism Policy is available on the website of the Company at http://www.haldynglass.com/direct/vigil-mech.pdf</p> <p>As per the policy, no personnel has been denied access to the Audit Committee.</p>												
Details of compliance with mandatory requirements and adoption of the non-mandatory requirements	The Company has complied with all the requirements of the LODR as and when specified by the SEBI and/or other Statutory Authorities.												
Web link where policy for determining 'material' subsidiaries is disclosed	http://www.haldynglass.com/direct/policymateriality.pdf												
Web link where policy on dealing with related party transactions	http://www.haldynglass.com/direct/relatedparty.pdf												
Disclosure of commodity price risks and commodity hedging activities	Presently the Company is not undertaking any hedge transactions as a conscious policy given its nature of operations and risks.												
Total fees paid to the statutory auditors for the year under review	<table border="1"> <thead> <tr> <th>Particulars</th> <th>Amount ₹ in Lakhs</th> </tr> </thead> <tbody> <tr> <td>Services as statutory auditors</td> <td>16.60</td> </tr> <tr> <td>Taxation matters and audit</td> <td>2.50</td> </tr> <tr> <td>Other services</td> <td>—</td> </tr> <tr> <td>Out-of-pocket expenses</td> <td>0.37</td> </tr> <tr> <td>Total</td> <td>19.47</td> </tr> </tbody> </table>	Particulars	Amount ₹ in Lakhs	Services as statutory auditors	16.60	Taxation matters and audit	2.50	Other services	—	Out-of-pocket expenses	0.37	Total	19.47
Particulars	Amount ₹ in Lakhs												
Services as statutory auditors	16.60												
Taxation matters and audit	2.50												
Other services	—												
Out-of-pocket expenses	0.37												
Total	19.47												

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

The Company has complied with provision of Corporate Governance till date.

13] DISCRETIONARY REQUIREMENTS UNDER REGULATION 27 OF LODR

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

a] The Board of Directors

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

b] Audit qualifications

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

c] Reporting of Internal Auditor

The Internal Auditor reports directly to the Audit Committee.

14] DISCLOSURES OF COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN REGULATION 17 TO 27 AND CLAUSES [B] TO [I] OF SUB-REGULATION [2] OF REGULATION 46 SHALL BE MADE IN THE SECTION ON CORPORATE GOVERNANCE OF THE ANNUAL REPORT.

a] Subsidiary

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

b] Risk Management

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

The Company has formulated a Policy on Risk Management.

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

c] Code of Conduct

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

d] LODR Compliance

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

e] Board Procedure

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

f] Secretarial Audit

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



Secretary to confirm that the aggregate number of Equity Shares of a Company held in NSDL and CDSL and in physical form tally with the total number of issued / paid up, listed and admitted capital of the Company.

g] SEBI Complaints Redressal System [SCORES]

SEBI has initiated SCORES for processing the investor complaints in a centralized web-based redress system and online redressal of all the shareholders complaints. The Company has not received any complain during the year under review.

h] CEO / CFO certification

The Managing Director and Chief Financial Officer have certified to the Board in accordance with LODR in respect of the matters pertaining to CEO/CFO certification for the financial year 2019-2020.

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

For and on behalf of the Board

T. N. Shetty

Managing Director

DIN: 00587108

Place : Mumbai

Dated : August 27, 2020

Certificate on Compliance with Code of Conduct

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

- The Board of Directors has laid down a code of conduct for all Board members and Senior Management of the Company [the Code of Conduct];
- The Code of conduct has been posted on the website of the Company;
- All the Directors and Senior Management personnel have affirmed their compliance and adherence with the provisions of the Code of Conduct for the financial year ended March 31, 2020.

For and on behalf of the Board

T. N. Shetty

Managing Director

DIN: 00587108

Place : Mumbai

Dated : August 27, 2020

Independent Auditors' Certificate on Compliance with the Corporate Governance requirements under Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations 2015, As Amended

To the Members of **Haldyn Glass Limited**

1. This certificate is issued in accordance with the terms of our engagement with Haldyn Glass Limited [‘the Company’].
2. This report contains details of compliance of conditions of corporate governance by the Company for the year ended on March 31, 2020, as stipulated in Regulations 17 to 27, clauses [b] to [i] of Regulation 46[2] and paragraphs C and D of Schedule V to the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015 [the ‘Listing Regulations’] as amended from time to time.

Management’s Responsibility

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

Auditor’s Responsibility

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

Opinion

8. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27, clauses [b] to [i] of Regulation 46[2] and paragraphs C and D of Schedule V to the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015 [the ‘Listing Regulations’] during the year ended March 31, 2020.
9. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Restriction on use

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

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

S. M. Chitale
Partner

Place : Mumbai
Date : August 27, 2020

M. No. 111383
UDIN: 20111383AAAAND5643



Independent Auditors' Report

To the Members of Haldyn Glass Limited

Report on the Audit of Standalone Ind AS Financial Statements

1. Opinion

We have audited the accompanying standalone Ind AS financial statements of Haldyn Glass Limited ["the Company"], which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss [including Other Comprehensive Income], the Statement of Cash Flows and the Statement of Changes in Equity for the year then ended and notes to the Ind AS standalone financial statements including a summary of significant accounting policies and other explanatory information [hereinafter referred to as "standalone Ind AS financial statements"].

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act, 2013 ["the Act"] in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act, read with the Companies [Indian Accounting Standards] Rules, 2015, as amended ["Ind AS"] and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, its profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

2. Basis for Opinion

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

3. Key Audit Matter

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

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

Sr. No.	Key Audit Matter	Auditor's Response
ii.	Reliance on electronic evidence	
	<p>In view of the lockdown pursuant to Covid-19 outbreak in India, our audit teams have conducted certain part of the audit from remote location. As a result, we have relied completely on digital or electronic evidence as a part of our audit process effective from 20.03.2020 till the date of this report. Had we been physically present at the Company premises, we would have otherwise verified the physical copies of critical documents and we would have collected the audit evidence in physical copies.</p>	<p>We have carried out the validation of the digital / electronic evidence provided by the management by performing the following procedures:</p> <ol style="list-style-type: none"> Understanding the process implemented by the management to convert physical documents into digital / electronic version. Correlating various attributes of the electronic evidence obtained to ensure consistency and integrity. Getting representations from the management wherever necessary.

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

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

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

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

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

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

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

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

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



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

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

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

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

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

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

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

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

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

7. Emphasis of matter

We draw your attention to Note 42.2 to the financial statement which explain the uncertainties and management's assessment of the financial impact due to the lockdown and other restrictions imposed by the Government and condition related to the Covid-19 pandemic situation, for which definitive assessment of the impact would highly depend upon circumstances as they evolve in the subsequent period. Our opinion is not modified in respect of this matter.

8. Report on Other Legal and Regulatory Requirements

- i] As required by the Companies [Auditor's report] Order, 2016 ["the Order"] issued by the Central Government of India in terms of sub-section [11] of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- ii] As required by section 143 [3] of the Act, based on our audit we report that:
 - a] We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of standalone Ind AS Financial Statements.
 - b] In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c] The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flow and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account.
 - d] In our opinion, the aforesaid standalone Ind AS financial statements comply with the Ind AS specified under section 133 of the Act, read with Rule 7 of the Companies [Accounts] Rules, 2014.
 - e] On the basis of written representations received from the directors as on March 31, 2020, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020, from being appointed as a director in terms of section 164 [2] of the Act.
 - f] With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report.
 - g] With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197[16] of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
 - h] With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies [Audit and Auditors] Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on the financial position in its standalone Ind AS financial statements – Refer Note 33 to the standalone Ind AS financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There has been no delay during the year in transferring the amount which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

Place : Mumbai
Date : June 29, 2020

S. M. Chitale
Partner
M. No. 111383
UDIN : 20111383AAAAHI7815



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

Referred to in paragraph [8[i]] under Report on Other Legal and Regulatory Requirements of our report of even date

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

dues in arrears as at March 31, 2020 for a period of more than six months from the date they became payable except for the cases mentioned below.

Name of the statute	Nature of tax	Amount [₹ in lakhs]	Period to which amount relates	Forum where dispute is pending
Central Sales Tax Act	Sales Tax	461.14	F.Y. 1999-2000 to F.Y. 2003-2004 & F.Y. 2009-2010 to F.Y. 2011-2012	DSCT Appeal-2, Vadodara
Income Tax Act 1961	Income Tax	4.32	F.Y. 2016-2017	Appeal before CIT[A]

- [viii] According to information and explanation provided to us, the Company has not defaulted in repayment of loans or borrowings to any Financial Institutions or banks or government as at the balance sheet date. The Company has not issued any debentures.
- [ix] According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer or further public offer or debt instruments. The Company has used the Term Loans for the purpose for which they were raised.
- [x] During the course of our examination of books of accounts and as far as records/details made available and verified by us and according to the information and explanations given to us, we have neither come across any instance of material fraud on or by the Company, noticed and reported during the year, nor we have been informed of such case by the management.
- [xi] According to the information and explanations given to us, and based on our verification of records, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V of the Act.
- [xii] In our opinion, the Company is not a Nidhi company. Therefore, the provisions of paragraph 3[xii] of the Order are not applicable to the Company.
- [xiii] According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and the details have been disclosed in the notes to the standalone Ind AS financial statements, as required by the applicable accounting standards.
- [xiv] During the year, the Company has not made any preferential allotment or private placement of shares or fully or partly paid convertible debentures and hence reporting under clause 3 [xiv] of the Order is not applicable to the Company.
- [xv] According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or person connected with them. Accordingly provisions of clause 3 [xv] of the Order are not applicable to the Company.
- [xvi] The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. According to the provisions of clause 3[xvi] of the Order are not applicable to the Company.

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

S. M. Chitale
 Partner

M. No. 111383

UDIN : 20111383AAAAHI7815

Place: Mumbai
 Date: June 29, 2020



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

Referred to in paragraph [8(ii)(f)] under Report on Other Legal and Regulatory Requirements of our report of even date

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

1. We have audited the internal financial controls over financial reporting of Haldyn Glass Limited ["the Company"] as of March 31, 2020 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

6. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

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

S. M. Chitale
Partner

M. No. 111383

UDIN : 20111383AAAAHI7815

Place : Mumbai
Date : June 29, 2020



BALANCE SHEET as at March 31, 2020

[₹ in Lakhs]

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
I] ASSETS			
A] Non-Current Assets			
[i] Property, Plant & Equipment	3	5,016.84	5,816.79
[ii] Capital Work in Progress	3	48.70	45.84
[iii] Other Intangible Assets	3	24.87	42.33
[iv] Financial Assets			
[a] Investments	4	3,486.47	3,636.76
[b] Loans	5	144.23	134.52
[v] Other Non-Current Assets	6	482.52	260.76
Total Non-Current Assets [A]		9,203.63	9,937.00
B] Current Assets			
[i] Inventories	7	1,885.51	2,267.36
[ii] Financial Assets			
[a] Trade Receivables	8	5,426.08	5,037.40
[b] Cash and Bank Balances	9	1,838.02	1,237.42
[c] Other Financial Assets	10	341.26	295.75
[iii] Other Current Assets	11	256.50	103.03
Total Current Assets [B]		9,747.37	8,940.96
Total Assets [A+B]		18,951.00	18,877.96
II] EQUITY AND LIABILITIES			
C] Equity			
[i] Equity Share Capital	12	537.52	537.52
[ii] Other Equity	13	14,983.77	14,253.50
Total Equity [C]		15,521.29	14,791.02
Liabilities			
D] Non-Current Liabilities			
[i] Financial Liabilities			
Borrowings	14	4.90	13.18
[ii] Provisions	15	296.13	211.17
[iii] Deferred Tax Liabilities [Net]	16	114.94	408.17
[iv] Other Non-Current Liabilities	17	425.88	215.77
Total Non-Current Liabilities [D]		841.85	848.29
E] Current Liabilities			
[i] Financial Liabilities			
[a] Borrowings	18	138.19	729.82
[b] Trade Payable			
Total outstanding dues of Micro and Small Enterprises	19[a]	38.07	27.52
Total outstanding dues of creditors other than Micro and Small Enterprises	19[b]	1,422.06	1,187.71
[c] Other Financial Liabilities	20	617.24	853.50
[ii] Other Current Liabilities	21	261.60	318.48
[iii] Provisions	22	110.70	121.62
Total Current Liabilities [E]		2,587.86	3,238.65
Total Equity and Liabilities [C+D+E]		18,951.00	18,877.96
The notes form an integral part of these financial statements	1 to 42		

As per our Report of even date
For **Mukund M. Chitale & Co.**
Chartered Accountants
Firm Registration No. 106655W

S. M. Chitale
Partner
Membership No. 111383

Place : Mumbai
Date : June 29, 2020

For and on behalf of the Board

N. D. Shetty
Executive Chairman
DIN: 00025868

G. P. Chaturvedi
Chief Financial Officer
FCA-27636

T. N. Shetty
Managing Director
DIN: 00587108

Dhruv Mehta
Company Secretary
ACS No. 46874

STATEMENT OF PROFIT AND LOSS for the Year Ended March 31, 2020

[₹ in Lakhs]

Particulars	Note No.	Year Ended March 31, 2020	Year Ended March 31, 2019
I] INCOME			
Revenue from Operations	23	22,937.28	22,295.26
Other Income	24	393.70	304.86
Total Revenue [I]		23,330.98	22,600.12
II] EXPENSES			
Cost of Materials Consumed	25	7,586.30	7,276.71
Purchases of Stock-in-Trade	26	0.54	4.96
Changes In Inventory of Finished Goods and Work In Progress	27	484.72	266.32
Employee Benefits Expense	28	2,000.66	1,698.00
Finance Costs	29	55.80	21.53
Depreciation and Amortisation Expense	30	1,293.32	1,098.22
Other Expenses	31	10,369.75	10,670.42
Total Expenses [II]		21,791.09	21,036.16
III] Profit Before Tax [I-II]		1,539.89	1,563.96
Less :			
IV] Tax Expenses			
Current Tax		802.00	685.00
Deferred Tax Expense / [Income]		[305.88]	[299.68]
Short / [Excess] Provision of Income Tax		[8.29]	[34.48]
		487.83	350.84
V] Profit After Tax for the year [III-IV]		1,052.06	1,213.12
VI] Other Comprehensive Income			
Items that will not be reclassified subsequently to Profit and Loss			
– Remeasurements of Defined Benefit Plan - Gain / [Loss]		43.60	[3.46]
– Fair Value change in Equity Instruments - Gain / [Loss]		36.12	31.65
– Income Tax relating to remeasurements of Defined Benefit Liability / [asset]		[12.70]	1.01
Other Comprehensive Income for the year [Net of tax] [VI]		67.02	29.20
VII] Total Comprehensive Income for the year - [V+VI]		1,119.08	1,242.32
VIII] Earnings Per Equity Share [Amount in ₹]	32		
[1] Basic		1.96	2.26
[2] Diluted		1.96	2.26
The notes form an integral part of these financial statements.	1 to 42		

As per our Report of even date

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

S. M. Chitale
 Partner
 Membership No. 111383

 Place : Mumbai
 Date : June 29, 2020

For and on behalf of the Board

N. D. Shetty
 Executive Chairman
 DIN: 00025868

G. P. Chaturvedi
 Chief Financial Officer
 FCA-27636

T. N. Shetty
 Managing Director
 DIN: 00587108

Dhruv Mehta
 Company Secretary
 ACS No. 46874

STATEMENT OF CHANGES IN EQUITY as at March 31, 2020

a) Equity Share Capital		[₹ in Lakhs]	
Particulars	As at April 1, 2018	Changes during 2018-19	As at March 31, 2019
Equity Share Capital	537.52	-	537.52
			Changes during 2019-20
			-
			As at March 31, 2020
			537.52

b) Other Equity		[₹ in Lakhs]		
Particulars	Reserves and Surplus		Total Other Equity	
	Capital Redemption Reserve	Securities Premium		General Reserve
Balance as at April 1, 2018	82.00	592.75	5,160.09	7,116.20
Changes in Other equity for the year ended March 31, 2019				
Profit for the year	-	-	-	1,213.12
Final Equity Dividend	-	-	-	[161.26]
Dividend Distribution Tax	-	-	-	[33.14]
Remeasurement gain / [loss] on defined benefit plan including deferred tax thereon	-	-	-	[2.45]
Fair Value change in Equity instruments	-	-	-	31.65
Transfer from Surplus in Statement of Profit & Loss Account	-	-	-	-
Transfer to General Reserve	-	-	-	-
Balance as at March 31, 2019	82.00	592.75	5,160.09	8,134.92
Changes in Other equity for the period ended March 31, 2020				
Profit for the year	-	-	-	1,052.06
Final Equity Dividend	-	-	-	[322.51]
Dividend Distribution Tax	-	-	-	[66.30]
Remeasurement gain / [loss] on defined benefit plan including deferred tax thereon	-	-	-	30.90
Fair Value change in Equity instruments	-	-	-	36.12
Transfer from Surplus in Statement of Profit & Loss Account	-	-	-	-
Transfer to General Reserve	-	-	500.00	[500.00]
Balance as at March 31, 2020	82.00	592.75	5,660.09	8,298.17
Refer Note 13 for the nature and purpose of reserves.				
The Notes to Accounts form integral part of the Financial Statements	1-42			

As per our Report of even date

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

S. M. Chitale
Partner
Membership No. 111383
Place: Mumbai
Date: June 29, 2020

For and on behalf of the Board

N. D. Shetty
Executive Chairman
DIN: 00025868

G. P. Chaturvedi
Chief Financial Officer
FCA-27636

T. N. Shetty

Managing Director
DIN: 00587108

Dhruv Mehta
Company Secretary
ACS No. 46874



CASH FLOW STATEMENT for the year ended March 31, 2020

[₹ in Lakhs]

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
I. Cash Flow from Operating Activities		
Profit Before Tax as per the Statement of Profit and Loss	1,539.89	1,563.96
Adjustment for :		
Depreciation and Amortisation Expenses	1,293.32	1,098.22
Interest on Fixed Deposits	[139.04]	[36.07]
Dividend on Investments	[2.36]	[0.99]
Profit on sale of Financial Assets	[29.23]	-
Finance Costs	55.80	21.53
Loss / [Profit] on sale / discard of Property, Plant & Equipments	[1.93]	162.19
Foreign Exchange [Gain] / Loss	[143.13]	[60.95]
Operating Profit before Working Capital Changes	2,573.34	2,747.89
Adjustment for :		
[Increase] / Decrease in Trade Receivables	[254.04]	[1,509.49]
[Increase] / Decrease in Inventories	381.85	296.38
[Increase] / Decrease in Non Current Loans and Advances	[9.71]	15.06
[Increase] / Decrease in Other Non Current Financial Assets	-	-
[Increase] / Decrease in Other Non Current Assets	[221.76]	6.09
[Increase] / Decrease in Other Current Financial Assets	[7.91]	[94.99]
[Increase] / Decrease in Other Current Assets	[5.63]	[12.64]
Increase / [Decrease] in Other Non Current Liabilities	210.12	21.15
Increase / [Decrease] in Other Current Financial Liabilities	[236.25]	166.65
Increase / [Decrease] in Other Current Liabilities	[56.87]	68.61
Increase / [Decrease] in Non Current Provisions	116.69	[52.09]
Increase / [Decrease] in Current Provisions	0.94	20.21
Increase / [Decrease] in Trade Payables	253.38	101.99
Increase / [Decrease] in Current Tax Liabilities	-	[0.76]
Cash generated from operations	2,744.13	1,774.05
Income Tax [paid] / refund - net	[941.54]	[455.13]
Net cash generated from / [used in] Operating Activities [A]	1,802.58	1,318.93



Particulars	[₹ in Lakhs]	
	For the year ended March 31, 2020	For the year ended March 31, 2019
II. Cash Flow from Investing Activities		
[Purchase] / Sale of Property, Plant & Equipments [Net]	[476.84]	[438.56]
[Purchase] / Sale of Investments [Net]	215.59	[425.00]
Dividend on Investments	2.36	0.99
Interest Received	101.43	21.72
Net Cash generated from / [used in] Investing Activities [B]	[157.45]	[840.85]
III. Cash Flow from Financing Activities		
Proceeds from / [Repayment of] Non Current Borrowings [Net]	[8.29]	2.24
Proceeds from / [Repayment of] Current Borrowings [Net]	[591.64]	475.16
Finance Costs paid	[55.80]	[21.53]
Equity Dividend paid	[322.51]	[161.26]
Dividend Distribution Tax paid	[66.30]	[33.14]
Net Cash generated from / [used in] Financing Activities [C]	[1,044.54]	261.47
Net increase in Cash and Cash Equivalents [A+B+C]	600.60	739.56
Cash and Cash Equivalents as at the beginning of the year	1,237.42	497.88
Cash and Cash Equivalents as at the end of the year	1,838.02	1,237.42
The Notes to Accounts form integral part of the Financial Statements	1-42	

As per our Report of even date

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

S. M. Chitale
Partner
Membership No. 111383

Place : Mumbai
Date : June 29, 2020

For and on behalf of the Board

N. D. Shetty
Executive Chairman
DIN: 00025868

G. P. Chaturvedi
Chief Financial Officer
FCA-27636

T. N. Shetty
Managing Director
DIN: 00587108

Dhruv Mehta
Company Secretary
ACS No. 46874

NOTES forming part of the Financial Statements

1.1 Company Overview

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

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

2. Significant Accounting Policies

2.1 Basis of Preparation of financial statements

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards [Ind AS] notified under section 133 of the Companies Act, 2013 read with Rule 3 of the Companies [Indian Accounting Standards] Rules, 2015 as amended from time to time. The financial statements of the Company for the year ended March 31, 2020 were approved for issue in accordance with the resolution of the Board of Directors on June 27, 2020.

2.2 Basis of accounting

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

2.3 Presentation of Financial Statements

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

2.4 Significant Accounting Judgements, Estimates and Assumptions

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

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

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

A. Judgements in applying accounting policies

The judgements, apart from those involving estimations [see note below] that the Company has made in the process



NOTES forming part of the Financial Statements

of applying its accounting policies and that have a significant effect on the amounts recognised in these financial statements pertain to useful life of assets. The Company is required to determine whether its intangible assets have indefinite or finite life which is a subject matter of judgement. The management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period.

B. Key source of estimation uncertainty

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

a] Property, Plant and Equipment

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

b] Recognition and measurement of Defined Benefit Obligations

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

c] Recognition of Deferred Tax Assets / Liabilities

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

d] Recognition and measurement of Other Provision

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

e] Discounting of long-term Financial Instrument

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

2.5 Functional and presentation currency

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

NOTES forming part of the Financial Statements

2.6 Property, Plant and Equipment

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

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

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

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

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

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

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

2.7 Intangible Assets

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

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

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

2.8 Investments in Associates, Joint ventures and Subsidiaries

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

2.9 Inventories

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

2.10 Impairment of non-financial assets

The Company assesses at each balance sheet date whether there is any indication that an asset or cash generating unit [CGU] may be impaired. If any such indication arises, the company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or CGU's net selling price or its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.



NOTES forming part of the Financial Statements

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

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

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

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

2.11 Financial Instruments

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

a] Financial Assets

Initial Recognition

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

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

Subsequent measurement

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

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

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

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

b] Equity investments in Subsidiaries, Associates and Joint venture

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

Derecognition

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

Impairment of financial asset

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

- i] Financial assets that are debt instruments, and are measured at amortised cost e.g. loans, debt securities,

NOTES forming part of the Financial Statements

deposits, trade receivables and bank balance

- ii] Trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 18.

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

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

c] Financial liabilities

Initial recognition

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

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

Subsequent measurement

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

Derecognition

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

Offsetting of financial instruments

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

2.12 Leases

The company has adopted IND AS 116, Leases, effective April 1, 2019 using modified retrospective approach of transition without restating the figures for prior periods.

At the date of commencement of the lease, the Company recognises a right-of-use asset ["ROU"] and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less



NOTES forming part of the Financial Statements

[short term leases] and / or leases of low value assets. For these short term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight line basis over the term of the lease. The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently re-measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made. A lease liability is re-measured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The re-measurement normally also adjusts the leased assets. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

2.13 Provisions and Contingencies

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

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

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

2.14 Revenue recognition

Sale of Goods & Services

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

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

Other Operating Income

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

Interest Income

Interest income is recognised in the Statement of Profit and Loss using the effective interest method. Dividend Income Dividend Income is recognised when the right to receive the payment is established.

NOTES forming part of the Financial Statements

2.15 Depreciation

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

Intangible Assets are amortised over its useful life of 3 years on a straight line basis and is generally recognised in the statement of profit and loss. Freehold land is not depreciated.

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

2.16 Foreign currency reinstatement and translation:

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

2.17 Borrowing Costs

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

2.18 Earnings per equity share

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

2.19 Cash Flow statement

Cash flows are reported using the indirect method, whereby profit for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income



NOTES forming part of the Financial Statements

or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

2.20 Employee Benefits

Short Term Employment benefits

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

Post Employment Employee Benefits

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

Defined Contribution Plans

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

Defined Benefit Plans

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

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation by an independent actuary, using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

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

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

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

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

NOTES forming part of the Financial Statements

2.21 Income Taxes

Current Tax

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

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

Minimum alternative tax [MAT] credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay income tax higher than that computed under MAT, during the year that MAT is permitted to be set off under the Income Tax Act, 1961 [specified year]. In the year, in which the MAT credit becomes eligible to be recognized as an asset the said asset is created by way of a credit to the Statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay income tax higher than MAT during the specified year.

Deferred Tax

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

Appendix C to Ind AS 12 Uncertainty over Income Tax Treatment

The interpretation of Appendix C to Ind AS 12 Uncertainty over Income Tax Treatment addresses the accounting for income tax when the tax treatments involved uncertainty that affect the application of Ind AS 12. It does not apply taxes or levies which is outside the scope of Ind AS 12, nor does it specifically include requirements relating to interest or penalties associated with uncertain tax treatment. The interpretation specifically addresses the following.

- Whether an entity considers uncertain tax treatment separately.
- The assumptions an entity makes about the examination of tax treatments by taxation authority
- How an entity determines taxable profit [tax loss], tax bases, unused tax losses, unused tax credits and tax rates.
- How an entity considers changes in facts and circumstances.

The company determines whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments based on the approach that better predicts the resolution of the uncertainty. In determining the approach that better predicts the resolution of the uncertainty. The company has considered [a] how company is filing



NOTES forming part of the Financial Statements

income tax return and supports tax treatment, or [b] Company expect the taxation authority to make its examination and resolved the issue that might arise from their examination.

The interpretation is effective from April 1, 2019. The company has evaluated the requirements of the amendments and conduct that there is no impact on the retained earnings of the company as at April 1, 2019 as a result of this interpretation.

2.22 Fair value measurement

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

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

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

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

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

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

Level 1 – Quoted [unadjusted] market prices in active markets for identical assets or liabilities

Level 2 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 – Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

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

2.23 Current and non-current classification

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

NOTES forming part of the Financial Statements

An asset is classified as current when it is:

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

All other assets are classified as non-current.

A liability is classified as current when it is:

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

All other liabilities are classified as non-current.

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

NOTES forming part of the Financial Statements

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

Particulars	Tangible Assets										Intangible Assets		Grand Total	
	Freehold land #	Buildings	Leasehold Improvements	Plant and machinery @	Office equipments @	Vehicles	Furniture and fixtures @	Computers @	Right of Use [leasehold premises]	Total	Computer Software	Total		Capital Work in Progress
Gross Block														
As at March 31, 2019	309.59	1,675.00	88.87	6,201.11	69.26	211.13	206.50	60.32	-	8,821.78	55.14	55.14	45.84	8,922.76
Additions during the year	-	25.59	-	414.19	0.50	-	5.15	-	272.72	718.14	-	-	2.86	721.01
Deletions / Adjustments during the year	-	-	-	[630.12]	[7.57]	-	[2.35]	[5.42]	-	[545.46]	-	-	-	[545.46]
As at March 31, 2020	309.59	1,700.59	88.87	6,085.18	62.19	211.13	209.30	54.90	272.72	8,994.47	55.14	55.14	48.70	9,098.31
Depreciation and amortisation														
As at March 31, 2019	-	234.06	32.91	2,501.46	50.07	64.86	79.73	41.90	-	3,004.99	12.81	12.81	-	3,017.80
Charge for the year	-	80.30	10.97	992.46	10.66	32.53	25.20	13.12	115.34	1,280.58	17.46	17.46	-	1,298.04
Deletions / Adjustments during the year	-	-	-	[293.88]	[7.27]	-	[1.40]	[5.38]	-	[307.93]	-	-	-	[307.93]
As at March 31, 2020	-	314.36	43.88	3,200.04	53.46	97.39	103.53	49.64	115.34	3,977.63	30.27	30.27	-	4,007.90
Net book value														
As at March 31, 2020	309.59	1,386.23	44.99	2,885.14	8.72	113.74	105.77	5.26	157.39	5,016.84	24.87	24.87	48.70	5,090.41
As at March 31, 2019	309.59	1,440.94	55.96	3,699.65	19.19	146.27	126.77	18.42	-	5,816.79	42.33	42.33	45.84	5,904.96

@ Depreciation on Plant and Machinery amounting to ₹ 4.72 lakhs [As at March 31, 2019 : ₹ 4.73 lakhs] have been added to the Cost of Moulds.

Freehold land includes a plot of Land for 7,492 sq. meters having Gross Block and Net Block of ₹ 15.19 lakhs which is in the process of being registered in the name of the Company

@ The management has carried out physical verification of Property, Plants & Equipments during the year. Arising out of verification, it was observed that Plant and Machinery having gross block amounting to ₹ 530.12 lakhs, accumulated depreciation ₹ 293.88 lakhs and written down value ₹ 236.24 lakhs, Office equipments having gross block amounting to ₹ 7.57 lakhs, accumulated depreciation ₹ 7.27 lakhs and written down value ₹ 0.30 lakhs, Furniture having gross block amounting to ₹ 2.35 lakhs, accumulated depreciation ₹ 1.40 lakhs and written down value ₹ 0.95 lakhs and Computer having gross block amounting to ₹ 5.42 lakhs, accumulated depreciation ₹ 5.38 lakhs and written down value ₹ 0.04 lakhs have been impaired / scrapped / not in use. The written down value of the said assets have been written off to the statement of Profit and loss during the year ended March 31, 2020

Disclosure of estimated amount of contracts remaining to be executed for the acquisition of Property, Plant and Equipment [Refer Note 33].

For Property, Plant and Equipment pledged as security refer to Note 14 and Note 18.

**NOTES** forming part of the Financial Statements

Particulars	[₹ in Lakhs]	
	As at March 31, 2020	As at March 31, 2019
NOTE 4		
Investments measured at Cost		
Unquoted Fully Paid up		
Equity Instruments		
Investment in Jointly Controlled Entity		
Haldyn Heinz Fine Glass Private Limited	3,175.00	3,175.00
[79,37,500 Equity shares of ₹ 10 each fully paid up]		
[As at March 31, 2019 : 79,37,500 Equity Shares of ₹10 each fully paid up]		
Investments measured at Fair Value through Other Comprehensive Income [FVTOCI]		
Quoted Fully Paid up		
A] Equity Instruments		
IDBI Bank Limited	0.40	0.97
[2,080 Equity Shares of ₹ 10 each]		
[As at March 31, 2019 : 2,080 Equity Shares of ₹ 10 each]		
F.D.C Limited of ₹ 1 each	77.98	66.46
[40,000 Equity Shares of ₹ 1 each]		
[As at March 31, 2019 : 40,000 Equity Shares of ₹ 1 each]		
IPCA Laboratories Limited	208.84	147.28
[15,000 Equity Shares of ₹ 2 each]		
[As at March 31, 2019 : 15,000 Equity Shares of ₹ 2 each]		
Larsen & Toubro Limited	24.25	41.56
[3,000 Equity Shares of ₹ 2 each]		
[As at March 31, 2019 : 3,000 Equity Shares of ₹ 2 each]		
B. Mutual Fund Investments [Refer Note 42.1]		
Axis Regular Savings Fund *	-	205.49
[As at March 31, 2020 : Nil units]		
[As at March 31, 2019 : 11,29,695.031 units of ₹ 18.19 each]		
Total	3,486.47	3,636.76
Aggregate Book Value of Quoted Investments	24.66	211.06
Aggregate Market Value of Quoted Investments	311.47	461.76
Aggregate Book Value of Unquoted Investments	3,175.00	3,175.00

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



NOTES forming part of the Financial Statements

Particulars	[₹ in Lakhs]	
	As at March 31, 2020	As at March 31, 2019
Category wise non current investment		
Financial assets measured at cost	3,175.00	3,175.00
Financial assets measured at fair value through other comprehensive income	311.47	461.76
Financial assets measured at fair value through profit & loss account	–	–
Total	3,486.47	3,636.76
*This includes ₹156.50 lakhs made out of amount received by virtue of order of Hon'ble Additional Chief Magistrate as interim custody [Refer Note 42.1]		
NOTE 5		
LOANS		
Loans Receivables considered good - Secured	–	–
Loans Receivables considered good - Unsecured		
– Security Deposits - Related Party	144.23	134.52
Loans Receivables which have significant increase in Credit Risk	–	–
Loans Receivables - Credit Impaired	–	–
Total	144.23	134.52
NOTE 6		
OTHER NON-CURRENT ASSETS		
[Unsecured, Considered Good]		
Capital Advances	223.71	14.95
Security Deposits - Others	247.86	225.20
Prepaid Expenses	10.95	20.61
Total	482.52	260.76
NOTE 7		
INVENTORIES		
Raw Materials	264.06	377.70
Work-in-Progress	43.84	44.28
Finished Goods	1,032.22	1,516.50
Packing Material, Stores and Spares	545.39	328.88
Total	1,885.51	2,267.36

Inventories are hypothecated as security for the working capital facilities.

NOTES forming part of the Financial Statements

[₹ in Lakhs]

Particulars	As at March 31, 2020	As at March 31, 2019
NOTE 8		
TRADE RECEIVABLES		
Trade Receivables considered good - Secured		
Trade Receivables considered good - Unsecured		
– Due for a period exceeding six months	420.34	474.57
– Others	5,005.74	4,562.83
Trade Receivables considered good - Unsecured *	5,426.08	5,037.40
Trade Receivables which have significant increase in Credit Risk	–	–
Trade Receivables - Credit Impaired *	387.20	258.76
– Others	–	–
Less: Provision for Bad and Doubtful Debts	[387.20]	[258.76]
Sub-Total	–	–
Total	5,426.08	5,037.40

* Receivable from related party ₹ 357.94 lakhs [As at March 31, 2019 : ₹ 246 lakhs]

Trade receivables hypothecated as Security for the Working Capital Facilities

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

NOTE 9		
CASH AND BANK BALANCES		
Cash and Cash equivalents		
Cash on hand	3.66	3.02
Balance with Banks		
– In Current Accounts	54.41	35.61
– Fixed Deposits with Banks [§]	1,740.95	400.00
Other Bank Balances		
Earmarked Balance with Banks		
– In Unpaid Dividend Accounts	39.00	–
– Balance with Bank	–	41.92
– Fixed Deposit with bank for maturity period less than 12 months	–	756.87
– Fixed Deposit with bank for maturity period more than 12 months	–	–
Total	1,838.02	1,237.42

[§] As at 31st March, 2020 the fixed deposit with bank consist of ₹ 215.63 lakhs paid out of the amount received by virtue of order of Hon'ble Additional Chief Magistrate as interim custody. This amount has been kept as investment in Axis Mutual Fund in previous year, which was withdrawn from it and invested in the Fixed Deposits with bank during the current year [Refer Note 42.1].



NOTES forming part of the Financial Statements

[₹ in Lakhs]

Particulars	As at March 31, 2019	As at March 31, 2018
NOTE 10		
OTHER FINANCIAL ASSETS		
[Unsecured, Considered Good]		
Interest Accrued on deposits	65.38	27.77
Other Advances recoverable in Cash or in kind or for value to be received*	146.88	165.32
Exports License Benefit	129.00	102.66
[Unsecured, Considered Doubtful]		
Other Advances recoverable in Cash or in kind or for value to be received	147.37	147.37
Less: Provision for Expected credit losses	[147.37]	[147.37]
Sub-Total	-	-
Total	341.26	295.75
*Receivable from related parties ₹ 122.25 lakhs [As at March 31, 2019 : ₹ 126.67 lakhs]		
NOTE 11		
OTHER CURRENT ASSETS		
[Unsecured, Considered Good]		
Other Advances recoverable in Cash or in kind or for value to be received	18.98	5.57
Prepaid Expenses	19.49	16.21
Balance with Government Authorities	156.06	19.28
Assets Held in Trust [Refer Note No. 42.1]	61.97	61.97
[Unsecured, Considered Doubtful]		
Other Advances recoverable in Cash or in kind or for value to be received	118.06	118.06
Less: Provision for Bad and Doubtful Debts	[118.06]	[118.06]
Sub-Total	-	-
Total	256.50	103.03
NOTE 12		
SHARE CAPITAL		
Authorised :		
150000000 Equity Shares of ₹ 1 each	1,500.00	1,500.00
[As at March 31, 2019 : 150000000 Equity shares of ₹ 1 each]		
Issued, Subscribed and Paid Up :		
53751700 Equity Shares of ₹ 1 each	537.52	537.52
[As at March 31, 2019 : 53751700 Equity Shares of ₹ 1 each]		
Total	537.52	537.52

NOTES forming part of the Financial Statements

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

Particulars	As at March 31, 2020		As at April 1, 2019	
	No. of Shares	[₹ in Lakhs]	No. of Shares	[₹ in Lakhs]
No. of Shares at the beginning of the year	53751700	537.52	53751700	537.52
Add : Issue of Shares during the year	–	–	–	–
Less: Shares Bought back during the year	–	–	–	–
No. of Shares at the end of the year	53751700	537.52	53751700	537.52

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

Particulars	As at March 31, 2020		As at April 1, 2019	
	No. of Shares	[₹ in Lakhs]	No. of Shares	[₹ in Lakhs]
– Haldyn Corporation Limited	28831147	53.64%	26621150	49.53%

c. Terms and Rights attached to equity shares

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

Particulars	[₹ in Lakhs]	
	As at March 31, 2020	As at March 31, 2019
NOTE 13		
OTHER EQUITY		
Refer Statement of Changes in Equity for detailed movement in Other Equity balance.		
[a] Summary of Other Equity Balance		
[i] Capital Redemption Reserve	82.00	82.00
[ii] Securities Premium	592.75	592.75
[iii] General Reserve	5,160.09	5,160.09
Add: Transferred from surplus in Statement of Profit and Loss	500.00	–
Sub - Total	5,660.09	5,160.09
[iv] Retained Earnings		
As at Beginning of the year	8,134.92	7,116.20
Add : Profit for the year	1,052.06	1,213.12
Less: Final Equity Dividend payment	[322.51]	[161.26]
Less: Dividend Distribution Tax	[66.30]	[33.14]
Less: Transfer to General Reserves	[500.00]	–
Sub - Total	8,298.17	8,134.92
[v] Other Comprehensive Income [OCI]		
As at Beginning of the year	283.74	254.54
Add : Movements in OCI [net] during the year	67.02	29.20
Sub - Total	350.76	283.74
Total	14,983.77	14,253.50



NOTES forming part of the Financial Statements

[b] Nature and purpose of reserves

[i] Capital Redemption Reserve

The Company has recognised Capital Redemption Reserve on buyback of equity shares from its retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the equity shares bought back.

[ii] Securities Premium

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

[iii] General Reserve

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

[iv] Retained Earnings

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

Particulars	[₹ in Lakhs]	
	As at March 31, 2020	As at March 31, 2019
NOTE 14		
BORROWINGS		
Secured		
Vehicle Loans from Banks	13.18	22.90
Less: Current Maturities of Loan [Refer Note 20]	[8.28]	[9.72]
Total	4.90	13.18
Nature of Security and terms of payment for Loans.		
Secured loans from Banks consisted of three loans for acquisition of Vehicles which are secured by hypothecation of respective vehicle. The loan is for a period of 3 years and carries interest rate ranging from 8.39% to 9.46% .		
Repayment details are as under:		
– F.Y. 2019-20	–	9.72
– F.Y. 2020-21	8.28	8.28
– F.Y. 2021-22	4.90	4.90
Total	13.18	22.90
NOTE 15		
PROVISIONS		
Provision for Employees Benefits -Gratuity & Leave Encashment *	296.13	211.17
Total	296.13	211.17

* The company has provided ₹ 50.12 lakhs [As at March 31, 2019 : ₹ 50.12 lakhs] on account of leave encashment and ₹ 10 lakhs [As at March 31, 2018 : ₹ 10 lakhs] on account of gratuity over and above the liabilities derived from actuarial valuation as shown in Note 37

NOTES forming part of the Financial Statements

[₹ in Lakhs]

Particulars	Balance Sheet		Statement of profit and loss & other comprehensive income	
	As at March 31, 2020	As at March 31, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019
			Expense /	[Income]
NOTE 16				
DEFERRED TAX LIABILITIES [NET]				
Deferred Tax Liability:				
Property Plant and Equipments	393.85	580.99	[187.13]	[297.07]
Other temporary differences - Prepaid Rentals	3.19	6.00	[2.80]	4.10
Sub-Total	397.04	586.99	[189.93]	[292.97]
Deferred Tax Assets:				
Disallowances for Post retirement benefits and other employee benefits	176.44	107.73	[68.70]	30.86
Provisions for advances and bad debts	102.23	64.83	[37.39]	[34.54]
Other temporary differences - Unwinding of Security Deposits	3.43	6.26	2.84	[4.04]
Sub-Total	282.10	178.82	[103.25]	[7.72]
Net deferred tax liability	114.94	408.17	[293.18]	[300.69]
Deferred tax expense / [income]			[293.18]	[300.69]
- Recognised in statement of profit and loss			[305.88]	[299.68]
- Recognised in statement of other comprehensive income			12.70	[1.01]

[₹ in Lakhs]

Particulars	As at March 31, 2020	As at March 31, 2018
NOTE 17		
OTHER NON-CURRENT LIABILITIES		
Security Deposits from Customers & Others	262.19	215.77
Lease liability	163.69	
Total	425.88	215.77
NOTE 18		
BORROWINGS		
Secured Loans		
Loans Repayable on demand		
- Working Capital Loans from Banks \$	138.19	729.82
Total	138.19	729.82

\$ Working Capital facilities from bank are secured by hypothecation of entire current assets of the company present & future, on pari passu basis along with a lien on TDR equivalent to 30% of total expenses by consortium banks.

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



NOTES forming part of the Financial Statements

Particulars	[₹ in Lakhs]	
	As at March 31, 2020	As at March 31, 2019
NOTE 19		
TRADE PAYABLES		
[a] Total outstanding dues of Micro and Small Enterprises		
Total outstanding dues of Micro Enterprises and Small Enterprises	38.07	27.52
Total	38.07	27.52
[b] Total outstanding dues of creditors other than Micro and Small Enterprises		
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises \$	1,422.06	1,187.71
Total	1,422.06	1,187.71

\$ Includes payable to related party ₹ 214.29 lakhs [As at March 31, 2019 : ₹ 194.72 lakhs]

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

Particulars	[₹ in Lakhs]	
	As at March 31, 2020	As at March 31, 2019
[a] Principal amount outstanding	38.07	27.52
[b] Interest due thereon	—	—
[c] Interest paid by the Company in terms of Section 16 of MSMED 2006, alongwith amount of the payment made to the suppliers beyond the appointed day during the year .	—	—
[d] Interest due and payable for the period of delay in making payment [which has been paid but beyond the appointed day during the year] but without adding the interest specified under MSMED 2006.	—	—
[e] Interest accrued and remaining unpaid	—	—
[f] Further interest remaining due and payable in the succeeding years until such date when the interest dues as above are actually paid to the small enterprises	—	—
Total	38.07	27.52

Particulars	[₹ in Lakhs]	
	As at March 31, 2020	As at March 31, 2019
NOTE 20		
OTHER FINANCIAL LIABILITIES		
Current Maturities of Loans [Refer Note 14]	8.28	9.72
Unpaid Dividends @	39.00	41.92
Sundry Creditor for Expenses	135.44	431.78
Other Payables # *	434.52	370.08
Total	617.24	853.50

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

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

* Other payables includes ₹ 248.37 lakhs [As at March 31, 2019 : ₹ 248.37 lakhs] on account of amount received by virtue of order of Hon'ble Additional Chief Magistrate. Refer Note No. 42.1

**NOTES** forming part of the Financial Statements

Particulars	[₹ in Lakhs]	
	As at March 31, 2020	As at March 31, 2019
NOTE 21		
OTHER CURRENT LIABILITIES		
Advance From Customers	108.34	127.31
Statutory Liabilities	153.26	191.17
Total	261.60	318.48
NOTE 22		
PROVISIONS		
Provision for Employee Benefits - Gratuity and Leave Encashment	87.91	98.83
Provision for Sales Tax	22.79	22.79
Total	110.70	121.62



NOTES forming part of the Financial Statements

Particulars	[₹ in Lakhs]	
	Year ended March 31, 2020	Year ended March 31, 2019
NOTE 23		
REVENUE FROM OPERATIONS		
Sale of Products	22,754.23	22,113.69
Other Operating Revenues*	183.05	181.57
Total	22,937.28	22,295.26
*Represents sale of scrap and other sundry materials		
NOTE 24		
OTHER INCOME		
Interest on Fixed Deposits	139.04	36.07
Dividend on Equity Investments	2.36	0.99
Profit on sale of Financial Assets	29.23	-
Foreign Exchange Gain	143.13	60.95
Other Miscellaneous Income*	70.23	197.07
Unwinding of discount on Security Deposits	9.71	9.78
Total	393.70	304.86
*Includes sundry balances / provisions no longer required written back ₹ 0.16 lakhs [Previous Year : ₹ 71.98 lakhs]		
NOTE 25		
COST OF MATERIALS CONSUMED		
Opening Stock of materials	377.74	372.02
Add: Purchases of materials	7,472.62	7,282.43
Less: Closing Stock of materials	[264.06]	[377.74]
Total	7,586.30	7,276.71
Product-wise Summary of Material Consumed		
Cullet	4,039.61	3,113.54
Minerals	880.97	1,024.60
Chemicals	2,665.72	3,138.57
Total	7,586.30	7,276.71
NOTE 26		
PURCHASES OF STOCK-IN-TRADE		
Store Material	0.54	4.96
Total	0.54	4.96
NOTE 27		
CHANGES IN INVENTORY OF FINISHED GOODS AND WORK IN PROGRESS		
[A] At the end of the year		
[i] Finished Goods	1,032.22	1,516.50
[ii] Work-in-Progress	43.84	44.28
Total [A]	1,076.06	1,560.78
[B] At the beginning of the year		
[i] Finished Goods	1,516.50	1,793.26
[ii] Work-in-Progress	44.28	33.80
Total [B]	1,560.78	1,827.10
Total [B-A]	484.72	266.32

NOTES forming part of the Financial Statements

Particulars	[₹ in Lakhs]	
	Year ended March 31, 2020	Year ended March 31, 2019
NOTE 28		
EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages, Bonus and Allowances	1,423.92	1,206.07
Directors' Remuneration	374.29	264.97
Contribution to Provident Fund and Other Funds	124.70	88.98
Expenses related to post employment defined benefit plan - Gratuity	12.03	67.42
Employee's welfare and other amenities	65.72	70.56
Total	2,000.66	1,698.00
NOTE 29		
FINANCE COSTS		
Interest on Borrowings	23.65	20.43
Other Borrowing Costs	32.15	1.10
Total	55.80	21.53
NOTE 30		
DEPRECIATION & AMORTISATION EXPENSE		
Depreciation on Property, Plant and Equipment	1,275.86	1,090.02
Amortisation of Intangible Assets	17.46	8.20
Total	1,293.32	1,098.22
NOTE 31		
OTHER EXPENSES		
[a] Manufacturing Expenses		
Consumption of Packing Material, Stores and Spare Parts	2,633.05	2,803.51
Power and Fuel	4,554.19	4,588.22
Repairs to Machinery	189.19	207.19
Repairs to Buildings	58.94	48.32
Other Manufacturing Expenses - Labour Charges / Freight etc	846.03	772.95
Sub-Total	8,281.40	8,420.19
[b] Selling and Distribution Expenses		
Sales Promotion and Advertisement Expenses	30.97	35.51
Brokerage, Discount and Commission	0.35	3.50
Carriage Outwards	582.48	696.68
Royalty	234.25	226.99
Other Selling and Distribution Expenses	42.68	161.65
Sub-Total	890.73	1,124.33



NOTES forming part of the Financial Statements

Particulars	[₹ in Lakhs]	
	Year ended March 31, 2020	Year ended March 31, 2019
[c] Administrative and General Expenses		
Rent	3.56	131.33
Rates, Taxes and Fees	8.49	8.23
Insurance	35.42	27.19
Auditors Remuneration:		
– Audit Fees	16.60	15.50
– Tax Audit Fees	2.50	2.50
– Out of Pocket Expense	0.37	0.48
– Director's Sitting Fees	9.05	8.55
Travelling and Conveyance	81.82	58.62
Legal and Professional Charges	303.66	281.67
Repair & Maintenance - Others	77.51	70.70
Loss on sale / discard of Property, Plant & Equipments	237.52	162.19
Donation	95.67	29.32
Corporate Social Responsibility Expenses [Refer Note 36]	19.03	24.79
Bank Charges	43.20	28.53
Miscellaneous Expenses	134.78	141.20
Provision for Expected Credit Losses	128.44	135.10
Sub-Total	1,197.62	1,125.90
Total [a+b+c]	10,369.75	10,670.42
NOTE 32		
BASIC AND DILUTED EARNINGS PER EQUITY SHARE		
For the purpose of calculation of Basic and Diluted Earnings Per Share, the following amounts are considered:		
Profit Attributable to Equity Shareholders	1,052.06	1,213.12
Total	1,052.06	1,213.12
[a] Weighted Average No. of Equity Shares Outstanding during the year		
– For Basic EPS	53751700	53751700
– For Diluted EPS	53751700	53751700
[b] Earnings Per Share		
– Basic EPS [in ₹]	1.96	2.26
– Diluted EPS [in ₹]	1.96	2.26
– Face Value Per Equity Share [in ₹]	1.00	1.00
[c] Reconciliation between number of shares used for calculating basic and diluted earnings per share		
– No. of Shares used for calculating Basic EPS	53751700	53751700
– Add: Potential Equity Shares	–	–
– No. of Shares used for calculating Diluted EPS	53751700	53751700

NOTES forming part of the Financial Statements

[₹ in Lakhs]

	As at March 31, 2020	As at March 31, 2019
NOTE 33		
CONTINGENT LIABILITIES [AS CERTIFIED BY MANAGEMENT AND TO THE EXTENT AVAILABLE FROM THE RECORD]		
Estimated amount of Contracts remaining to be Executed on Capital Account	467.85	11.46
Letter of Credits outstanding & Bank Guarantees	615.61	836.61
Sales Tax Demand #	461.14	467.34
Demand for Income Tax appealed by the Company #	4.32	455.36
Claims against company not acknowledged as debts *	–	–
Labour Law Cases / Other Court Cases \$	34.60	34.60

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

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

\$ Estimated amount for cases under labour court.

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

NOTE 34

RELATED PARTY DISCLOSURES

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

[A] Relationships

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

Haldyn Corporation Limited

Category II : Jointly Controlled Entity

Country of incorporation

	As at March 31, 2020	As at March 31, 2019
Haldyn Heinz Fine Glass Private Limited	50%	50%
Category III : Key Management Personnel and their Relatives		
Mr. Narendra D. Shetty		
Mr. Tarun N. Shetty		
Mr. B B Gupta		
Mr. Rohan Y. Ajila		
Mr. Ganesh P. Chaturvedi		
Mr Anwar Lambay		
Mr. Dhruv Mehta		
Mrs. Vinita R. Ajila		
Mrs. Shakuntala N. Shetty		
Mrs. Sadhana G. Chaturvedi		



NOTES forming part of the Financial Statements

B. Transactions with the related parties

[₹ in Lakhs]

Sr. Transactions No.	Name of Related Parties	Category	As at March 31, 2020	As at March 31, 2019
1	Sales of Goods \$	Category I	21.17	4.75
	[Net of sales return]	Category II	2.71	13.30
2	Rending of Services	Category II	74.75	90.02
	[Misc. Income]			
3	Reimbursement of Expenses	Category II	0.66	5.67
	[received] [Misc. Income]			
4	Purchases \$	Category I	2,073.96	2,226.17
	[Net of purchase return]	Category II	4.52	53.88
5	Royalty #	Category I	228.17	226.99
6	Motor Car Hire Charges	Category III	3.60	3.60
7	Rent #	Category I	79.20	81.55
		Category III	48.00	49.33
8	Directors Remuneration @	Category III	183.32	132.93
		Category III	183.29	132.04
		Category III	7.68	–
9	Employee Remuneration @	Category III	46.08	44.01
		Category III	6.26	9.85
		Category III	2.82	–
10	Reimbursement of Expenses [paid]	Category I	6.08	7.27
11	Board Meeting Fees & Out of Pocket Exps	Category III	1.30	1.00
12	Investment in Equity shares of Jointly controlled entity [including security premium]	Category II	–	425.00

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

Exclusive of Service Tax/Goods & Services Tax

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

* Exclusive of Dividend Distribution Tax

[₹ in Lakhs]

Sr. No.	Compensation paid to Key Management Personnel	For the year ended March 31, 2020	For the year ended March 31, 2019
1.	Short-term employee benefits	429.45	318.83
	Total	429.45	318.83

NOTES forming part of the Financial Statements

C. Balances due from/to the related parties:

Sr. Transactions No.	Name of Related Parties	Category	[₹ in Lakhs]	
			As at March 31, 2020	As at March 31, 2019
1.	Security Deposits			
	Haldyn Corporation Limited	Category I	125.47	117.29
	Mr. Tarun N. Shetty	Category III	18.76	17.23
2.	Investment in Equity Shares	Category II	3,175.00	3,175.00
3.	Other Financial Assets	Category I	20.65	20.65
	[Advances Receivables]	Category II	101.60	106.02
4.	Trade Receivables	Category II	333.59	246.00
	Haldyn Corporation Limited		24.35	
5.	Trade Payables	Category I	210.65	193.65
	Haldyn Heinz Fine Glass Private Limited	Category II	3.64	1.07




NOTE 35
LEASES

The company has adopted IND AS 116, Leases, effective April 01, 2019 using modified retrospective approach of transition without restating the figures for prior periods. Consequently, the Company has recognized the lease liability at the present value of the future lease payments discounted at the incremental borrowing rate at the date of initial application and Right of Use [ROU] asset is equal to lease liability adjusted by the amount of any prepaid or accrued lease payments in relation to leases which has been previously classified as operating leases under IND AS 17.

On application of IND AS 116, the nature of expense has changed from lease rent in previous periods to depreciation cost for ROU asset and finance cost for interest accrued on lease liability. IND AS 116 also provides for certain options and exemptions to recognize short-term lease payments and payments for leases of low-value assets which are not included in measurement of the lease liability and ROU asset as expense on a straight line basis over the lease term in statement of profit or loss. Following table summarizes other disclosures including the note references for the expense, asset and liability heads under which certain expenses, assets and liability items are grouped in the financial statements.

Particulars	[₹ in Lakhs]
	For the year ended / As at March 31, 2020
i] Depreciation charge for Right-of-Use assets for Leasehold premises	115.34
ii] Interest expense on lease liabilities	18.17
iii] Carrying amount of right-of-use assets at the end of the reporting period	157.39
iv] Lease liability	163.69

Particulars	[₹ in Lakhs]	
	For the year ended March 31, 2020	For the year ended March 31, 2019
NOTE 36		
Corporate Social Responsibility [CSR] expenditure:		
[a] CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the company during the year is ₹ 27.97 lakhs [Previous Year ₹ 24.76 lakhs].		
[b] Expenditure related to Corporate Social Responsibility remaining unspent is ₹ 8.94 lakhs [Previous Year ₹ Nil lakhs]		
Details of expenditure towards CSR as shown in Note 31 is given below:		
Eradicating hunger, poverty and malnutrition		
Promoting preventive health care	5.12	3.00
Contribution to the Prime Minister's National Relief Fund		15.00
Rural development projects	3.60	5.29
Promoting education	10.31	1.50
Total	19.03	24.79

NOTES forming part of the Financial Statements

Particulars	[₹ in Lakhs]	
	For the year ended March 31, 2020	For the year ended March 31, 2019
NOTE 37		
Employee Benefits		
37.1 As per Ind AS 19 'Employee Benefits', the disclosure of Employee benefits as defined in the Ind AS are given below:		
[a] Defined Contribution Scheme:		
Contribution to Defined Contribution Plan, recognized as expense for the years are as under:		
Employer's Contribution to Provident Fund	102.10	82.03
Employer's Contribution to ESIC	16.89	2.10
Total	118.99	84.13
The contribution to provident fund is made to Employees' Provident Fund managed by Provident Fund Commissioner. The contribution towards ESIC made to Employees State Insurance Corporation. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.		

Particulars	[₹ in Lakhs]			
	As at March 31, 2020		As at March 31, 2019	
	Gratuity [Funded]	Leave Encashment [Unfunded]	Gratuity [Funded]	Leave Encashment [Unfunded]
[b] Defined Benefit Scheme:				
i] The amounts recognised in Balance Sheet are as follows:				
Amount to be recognised in Balance Sheet				
Present Value of Defined Benefit Obligation	259.55	269.65	229.40	207.67
Less: Fair Value of Plan Assets	[205.30]	–	[187.19]	–
	54.25	269.65	42.21	207.67
[ii] The amounts recognised in the Profit and Loss Statement are as follows:				
Current Service Cost	24.74	100.21	21.69	42.49
Net Interest [income]/expenses	3.71	12.40	3.71	12.40
Net periodic benefit cost recognised in the statement of profit & loss [Employee benefit expenses - Note 28]	28.45	112.61	25.41	54.89



NOTES forming part of the Financial Statements

		[₹ in Lakhs]			
Particulars	As at March 31, 2020		As at March 31, 2019		
	Gratuity [Funded]	Leave Encashment [Unfunded]	Gratuity [Funded]	Leave Encashment [Unfunded]	
iii]	The amounts recognised in the statement of other comprehensive income [OCI]				
	19.61	14.69	1.65	[7.07]	
	[8.29]	[13.60]	[2.38]	2.18	
	[1.96]	[16.11]	[0.72]	[51.12]	
	–	–	–	–	
	9.36	[15.02]	[1.44]	[56.01]	
	–	–	–	–	
	9.36	[15.02]	[1.44]	[56.01]	
iv]	Movement in the present value of defined benefit obligation				
	229.40	207.67	201.21	217.95	
	24.74	100.21	21.69	42.49	
	–	–	–	–	
	–	–	–	–	
	17.26	12.26	15.87	12.40	
	[21.21]	[6.32]	[7.94]	[9.15]	
	9.36	[44.17]	[1.44]	[56.01]	
	259.55	269.65	229.40	207.67	
v]	Movement in the fair value of plan assets				
	187.19	–	140.86	–	
	[0.90]	–	–	–	
	13.69	–	12.14	–	
	8.08	–	[0.32]	–	
	18.45	–	42.45	–	
	[21.21]	–	[7.94]	–	
	205.30	–	187.19	–	

		[₹ in Lakhs]
Particulars	As at	
	March 31, 2020	
vi]	The broad categories of plan assets as a percentage of total plan assets as at March 31, 2020 of Employee's Gratuity Scheme are as under:	
	Central Government Securities	0%
	State Government Securities	0%
	High quality Corporate bonds	0%
	Equity Shares of listed companies	0%
	Property	0%
	Special Deposit Scheme	0%
	Policy of Insurance	100%
	Bank Balance	0%
	Other Investments	0%
	Total	100%

Basis used to determine the overall expected return:

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

NOTES forming part of the Financial Statements

Particulars	[₹ in Lakhs]			
	As at March 31, 2020		As at March 31, 2019	
	Gratuity [Funded]	Leave Encashment [Unfunded]	Gratuity [Funded]	Leave Encashment [Unfunded]
vii] Principal actuarial assumptions at the balance sheet date				
Actuarial assumptions				
Mortality Table	IALM	IALM	IALM	IALM
	[2012-14] Ult	[2012-14] Ult	[2006-08] Ult	[2006-08] Ult
Salary escalation rate [%]	8.00%	8.00%	8.00%	8.00%
Discount rate [%]	6.55%	6.53%	7.60%	7.60%
Average Remaining Service [years]	8.00	9.05	12.08	12.7
Employee attrition rate [%]				
– up to 5 years	2.88%	2.88%	5.44%	5.44%
– above 5 years	6.49%	6.49%	1.98%	1.98%

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

viii] General descriptions of defined plans:

Gratuity Plan:

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

[ix] Sensitivity analysis:

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

	Changes in assumptions	Effect on Gratuity obligation	Effect on Leave Encashment
For the year ended March 31, 2020			
Salary escalation rate	+1%	275.83	218.57
	-1%	244.85	193.18
Discount rate	+1%	243.54	192.76
	-1%	277.62	219.32
For the year ended March 31, 2019			
Salary escalation rate	+1%	249.89	178.41
	-1%	211.35	151.32
Discount rate	+1%	210.42	151.23
	-1%	251.34	178.79



NOTES forming part of the Financial Statements

NOTE 38

Fair Values

38.1 Fair value of financial assets and liabilities:

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

[₹ in Lakhs]

Particulars	As at March 31, 2020		As at April 1, 2019	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets :				
Financial Assets designated at amortised cost & fair value:				
– Investment in Jointly Controlled Entity	3,175.00	3,175.00	3,175.00	3,175.00
– Investments in Listed Equity Instruments and Mutual Funds	24.66	311.47	211.06	461.76
– Loans	156.00	144.23	156.00	134.52
– Trade receivable	5,813.28	5,426.08	5,296.16	5,037.40
– Cash and cash equivalents	1,838.02	1,838.02	1,237.42	1,237.42
– Other financial assets	341.26	341.26	295.75	295.75
Total	11,348.23	11,236.07	10,371.39	10,341.85
Financial Liabilities :				
Financial Liabilities designated at amortised cost & fair value:				
– Long Term and Short Term Borrowings	151.38	151.38	752.72	752.72
– Trade payable	1,460.13	1,460.13	1,215.25	1,215.25
– Other financial liabilities	608.95	608.95	843.78	843.78
Total	2,220.46	2,220.46	2,811.75	2,811.75

38.2 Fair Valuation techniques used to determine fair value:

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

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

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

NOTES forming part of the Financial Statements

38.3 Fair value hierarchy

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

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

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

[₹ in Lakhs]

Particulars	March 31, 2020		
	Level 1	Level 2	Level 3
Financial Assets designated at fair value through profit or loss :			
– Trade receivable	–	–	5,426.08
– Loans	–	–	144.23
Financial Assets designated at fair value through other comprehensive income :			
– Listed equity investments	311.47	–	–

[₹ in Lakhs]

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

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



NOTES forming part of the Financial Statements

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

Following table describes the valuation techniques used and key inputs to valuation for level 3 of the fair value hierarchy as at March 31, 2020 and March 31, 2019 respectively:

[₹ in Lakhs]				
Particulars	As at March 31, 2020	Valuation Technique	Inputs used	Sensitivity
Financial Assets designated at fair value through profit or loss :				
- Trade receivable	5,426.08	General approach as per Ind AS 109	Recognition of expected credit losses	No material impact on fair valuation
- Loans	144.23	Discounted cash flow	Risk adjusted discount rate	No material impact on fair valuation

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

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

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

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

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

NOTE 39

Financial Risk Management - Objectives and Policies

The Company is exposed to market risk, credit risk and liquidity risk. Risk management is carried out by the company under policies approved by the board of directors. This Risk management plan defines how risks associated with the Company will be identified, analysed, and managed. It outlines how risk management activities will be performed, recorded, and monitored by the Company. The basic objective of risk management plan is to implement an integrated risk management approach to ensure all significant

NOTES forming part of the Financial Statements

areas of risks are identified, understood and effectively managed, to promote a shared vision of risk management and encourage discussion on risks at all levels of the organization to provide a clear understanding of risk/benefit trade-offs, to deploy appropriate risk management methodologies and tools for use in identifying, assessing, managing and reporting on risks, and to determine the appropriate balance between cost and control of risk and deploy appropriate resources to manage/optimize key risks. Activities are developed to provide feedback to management and other interested parties [e.g. Audit committee, Board etc.]. The results of these activities ensure that risk management plan is effective in the long term.

39.1 Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise of three types of risk: foreign currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and investments. The sensitivity analysis is given relating to the position as at March 31, 2020 and March 31, 2019. The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations, provisions and on the non-financial assets and liabilities. The sensitivity of the relevant statement of profit and loss item is the effect of the assumed changes in the respective market risks. The Company's activities expose it to a variety of financial risks, including the effects of changes in foreign currency exchange rates and interest rates. This is based on the financial assets and financial liabilities held as at March 31, 2020 and March 31, 2019.

[a] Foreign exchange risk and sensitivity

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

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

Particulars	Currency	As at March 31, 2020		As at April 1, 2019	
		Amount in Foreign Currency	[₹ in Lakhs]	Amount in Foreign Currency	[₹ in Lakhs]
Advance to Creditors	USD	1,38,016.80	104.05	17,124.75	11.85
Advance to Creditors	EURO	17,279.26	14.35	6,742.65	5.24
Trade Receivable	USD	11,02,606.00	831.21	15,21,801.76	1,052.65
Trade Receivable	EURO	–	–	6,048.00	4.70
Total			949.61		1,074.43
Trade Payables	USD	19,800.00	14.93		
Trade Payables	EURO	–	–	5,589.36	4.34
Security deposit received	USD	36,991.00	27.89	31,491.00	21.78
Advance received from customers	USD	33,102.00	24.95	23,354.58	16.15
Total			67.77		42.28



NOTES forming part of the Financial Statements

Particulars	2019-20		2018-19	
	1% Increase - Increase/ [Decrease] in PBT	1% Decrease - Increase/ [Decrease] in PBT	1% Increase - Increase/ [Decrease] in PBT	1% Decrease - Increase/ [Decrease] in PBT
USD	8.67	[8.67]	10.20	[10.20]
EURO	0.14	[0.14]	0.01	[0.01]
Increase / [Decrease] in profit before tax	8.82	[8.82]	10.21	[10.21]

[b] Interest rate risk and sensitivity:

[b] Interest rate risk and sensitivity:

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

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

	Interest rates	[₹ in Lakhs]	
		As at March 31, 2020	As at March 31, 2019
Working capital loan / loan repayable on demand			
– Cash credit	Variable	138.19	729.78
– Packing credit	Fixed	–	0.04
Vehicle Loans from Banks	Fixed	13.18	22.90
Total		151.37	752.73

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

Particulars	2019-20		2018-19	
	2% Increase - Increase/ [Decrease] in PBT	2% Decrease - Increase/ [Decrease] in PBT	2% Increase - Increase/ [Decrease] in PBT	2% Decrease - Increase/ [Decrease] in PBT
Working capital loan / loan repayable on demand	2.76	[2.76]	14.60	[14.60]

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

NOTES forming part of the Financial Statements

[c] Commodity price risk:

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

[d] Equity price risk:

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

39.2 Credit risk

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

[a] Trade Receivables:

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

[b] Financial instruments and cash deposits:

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances are maintained. Credit risk from balances with bank is managed by the Company's finance department. Investment of surplus funds are also managed by finance department. The Company does not maintain significant cash in hand. Excess balance of cash other than those required for its day to day operations is deposited into the bank.

For other financial instruments, the finance department assesses and manage credit risk based on internal assessment. Internal assessment is performed for each class of financial instrument with different characteristics.

39.3 Liquidity risk

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

The table below provides undiscounted cash flows towards financial liabilities into relevant maturity based on the remaining



NOTES forming part of the Financial Statements

period at the balance sheet to the contractual maturity date.

Particulars	Maturity				Total
	0 - 12 Months	1 - 2 Years	2 - 5 Years	More than 5 years	
[₹ in Lakhs]					
As at March 31, 2020					
Long term borrowings [including current maturities of long term loans]	8.28	4.90	-	-	13.18
Short term borrowings	138.19	-	-	-	138.19
Trade payable	1,460.13	-	-	-	1,460.13
Other current financial liabilities [excluding current maturities of long term loans]	608.95	-	-	-	608.95
Total	2,215.55	4.90	-	-	2,220.45

Particulars	Maturity				Total
	0 - 12 Months	1 - 2 Years	2 - 5 Years	More than 5 years	
[₹ in Lakhs]					
As at March 31, 2019					
Long term borrowings [including current maturities of long term loans] - Refer Note 14 and 20	9.72	8.28	4.90	-	22.90
Short term borrowings	729.82	-	-	-	729.82
Trade payable	1,215.25	-	-	-	1,215.25
Other current financial liabilities [excluding current maturities of long term loans]	843.78	-	-	-	843.78
Total	2,798.57	8.28	4.90	-	2,811.75

39.4 Competition and price risk

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

NOTE 40

Capital Management

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

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

NOTES forming part of the Financial Statements

Particulars	[₹ in Lakhs]	
	As at March 31, 2020	As at April 1, 2019
Total Debt	151.38	752.73
Less:- Cash and cash equivalent	1,838.02	1,237.42
Net Debt	–	–
Total Equity [Equity Share Capital plus Other Equity]	15,521.29	14,791.02
Total Capital [Total Equity plus net debt]	15,521.29	14,791.02
Gearing ratio	0.00%	0.00%

NOTE 41

Capital Management

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

Particulars	As at April 1, 2019	Cash Flows [Net]	Non Cash Changes		As at March 31, 2020
			Foreign exchange movements	Fair Value changes	
Long Term Borrowings	13.18	[8.28]	–	–	4.90
Other Financial Liabilities - Current Maturities of Long Term Borrowings	9.72	[1.44]			8.28
Short Term Borrowings	729.82	[591.63]	–	–	138.19
Total Liabilities from Financing Activities	752.72	[601.35]	–	–	151.37

Particulars	As at April 1, 2018	Cash Flows [Net]	Non Cash Changes		As at March 31, 2019
			Foreign exchange movements	Fair Value changes	
Long Term Borrowings	10.95	2.23	–	–	13.18
Other Financial Liabilities - Current Maturities of Long Term Borrowings	17.78	[8.06]			9.72
Short Term Borrowings	254.66	475.16	–	–	729.82
Total Liabilities from Financing Activities	283.39	469.33	–	–	752.72

NOTE 42

Other Disclosures:

42.1] During the previous financial year 2016-17, by virtue of order of Hon'ble Additional Chief Magistrate, the Company has received certain valuables and amounts as interim custody. The valuables amounting to ₹ 61.97 lakhs [P. Y. ₹ 61.97 lakhs] has been shown under Other Current Assets in Note 11. The amounts received by the Company which were earlier invested in Mutual Fund amounting to ₹ 186.40 lakhs which were shown in Note No. 4 in the previous year has been withdrawn during the current year and the sales proceeds [including profit of ₹ 29.23 lakhs] has been reinvested in Fixed Deposits with Bank, which has been reflected under Note No. 9 "Cash and Bank Balances". The corresponding liability has been shown in Note 20 "Other Financial Liabilities".



NOTES forming part of the Financial Statements

42.2] The spread of Covid-19 has severely impacted businesses around the globe, including India. There has been disruption to regular business operations during initial period due to lock-down, disruption in transportation, supply chain and other services. The company's offices were under lockdown since March 24, 2020 however, resumed partially in June, 2020 with reduced staff. Production was hampered for first two weeks of lockdown, but resumed the production with lower capacities- as per requisite permission from local administration. As a result the volumes for the last week of month of March, 2020 and period upto June, 2020, have been impacted. The company monitored the situation closely and operations were ramped up in a phased manner taking into account directives from the Government and has resumed full production in the month of June, 2020

The management has considered internal and certain external sources of information up to the date of approval of the financial statements in determining the impact of Covid-19 pandemic on various elements of its financial statements, The management has used the principles of prudence in applying judgments, estimates and assumptions and based on the current estimates, the management expects to fully recover the carrying amount of inventories, trade receivables, investments and other assets. The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these financial statements.

42.3] In the opinion of the management, Current Assets, Loans and Advances are of the value stated, if realised in the ordinary course of business.

42.4] The figures for previous year's have been regrouped, reclassified and rearranged wherever necessary to make them comparable with that of current year's figures.

Signature to notes on accounts

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

S. M. Chitale
Partner
Membership No. 111383

Place : Mumbai
Date : June 29, 2020

For and on behalf of the Board

N. D. Shetty
Executive Chairman
DIN: 00025868

G. P. Chaturvedi
Chief Financial Officer
FCA-27636

T. N. Shetty
Managing Director
DIN: 00587108

Dhruv Mehta
Company Secretary
ACS No. 46874

Independent Auditors' Report

To the Members of Haldyn Glass Limited

Report on the Audit of Consolidated Ind AS Financial Statements

1. Opinion

We have audited the accompanying consolidated Ind AS financial statements of Haldyn Glass Limited ["the Company or Group"] and its Jointly Controlled Entity, which comprise the Consolidated Balance Sheet as at March 31, 2020, the Consolidated Statement of Profit and Loss [including Other Comprehensive Income], the Consolidated Statement of Cash Flows and the Consolidated Statement of Changes in Equity for the year then ended and notes to the consolidated Ind AS financial statements including a summary of significant accounting policies and other explanatory information [hereinafter referred to as "consolidated Ind AS financial statements"].

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Companies Act, 2013 ["the Act"] in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act, read with the Companies [Indian Accounting Standards] Rules, 2015, as amended ["Ind AS"] and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its Jointly Controlled Entity as at March 31, 2020, of consolidated profit, consolidated total comprehensive income, consolidated changes in equity and its consolidated cash flows for the year then ended.

2. Basis for Opinion

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

3. Key Audit Matter

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

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



Sr No.	Key Audit Matter	Auditor's Response
ii.	<p>Reliance on electronic evidence</p> <p>In view of the lockdown pursuant to Covid-19 outbreak in India, our audit teams have conducted certain part of the audit from remote location. As a result, we have relied completely on digital or electronic evidence as a part of our audit process effective from 20.03.2020 till the date of this report. Had we been physically present at the Company premises, we would have otherwise verified the physical copies of critical documents and we would have collected the audit evidence in physical copies.</p>	<p>We have carried out the validation of the digital / electronic evidence provided by the management by performing the following procedures:</p> <ol style="list-style-type: none"> a. Understanding the process implemented by the management to convert physical documents into digital / electronic version. b. Correlating various attributes of the electronic evidence obtained to ensure consistency and integrity. c. Getting representations from the management wherever necessary.

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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



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

7. Emphasis of matter

We draw your attention to Note 43.2 to the financial statement which explain the uncertainties and management's assessment of the financial impact due to the lockdown and other restrictions imposed by the Government and condition related to the Covid-19 pandemic situation, for which definitive assessment of the impact would highly depend upon circumstances as they evolve in the subsequent period. Our opinion is not modified in respect of this matter.

8. Other matters

The Consolidated Ind AS Financial Statements include the Group's share of net loss of ₹ [227.27] lakhs and net Other Comprehensive Income of ₹ 0.33 lakhs for the year ended 31 March 2020, as considered in the consolidated Ind AS financial statements in respect of one jointly controlled entity whose financial statements are unaudited and have been furnished to us as certified by the management. Our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosures included in respect of the jointly controlled entity and our report in terms of sub-section 143 of the Act and in so far as it relates to the jointly controlled entity is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

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

9. Report on Other Legal and Regulatory Requirements

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

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of consolidated Ind AS Financial Statements.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and on the basis of management certification in respect of the jointly controlled entity.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss [including consolidated other comprehensive income], the Consolidated statement of changes in equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.
- d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Ind AS specified under section 133 of the Act, read with Rule 7 of the Companies [Accounts] Rules, 2014.
- e) On the basis of written representations received from the directors of the Company as on March 31, 2020, taken on record by the Board of Directors of the company none of the directors of the Company, is disqualified as on March 31, 2020, from being appointed as a director in terms of section 164 [2] of the Act. In respect of the Jointly controlled entity, since the financial statements are unaudited and certified by the management, we have relied on the management certification stating that none of the Directors of the jointly controlled entity is disqualified as on March 31, 2020, from being appointed as a director in terms of section 164 [2] of the Act

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

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

S. M. Chitale
Partner

M. No. 111383

UDIN : 20111383AAAAHJ7753

Place : Mumbai
Date : June 29, 2020



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

Referred to in paragraph [9[f]] under Report on Other Legal and Regulatory Requirements of our report of even date

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

1. We have audited the internal financial controls over financial reporting of Haldyn Glass Limited ["the Company"] as of March 31, 2020 in conjunction with our audit of the consolidated Ind AS financial statements of the Company and its Jointly Controlled Entity, which are companies incorporated in India for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

6. In our opinion, the 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, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. The Financial Statements of the Jointly controlled entity are unaudited and thus we are unable to comment on the compliance of the jointly controlled entity with respect to adequate internal financial controls system over financial reporting.

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

S. M. Chitale
Partner
M. No. 111383

Place: Mumbai
Date : June 29, 2020



Consolidated Balance Sheet as at March 31, 2020

Particulars	Note No.	[₹ in Lakhs]	
		As at March 31, 2020	As at April 1, 2019
I] ASSETS			
A] Non-Current Assets			
[i] Property, Plant & Equipment	3	5,016.84	5,816.79
[ii] Capital Work in Progress	3	48.70	45.84
[iii] Other Intangible Assets	3	24.87	42.33
[iv] Financial Assets			
[a] Investments	4	1,848.67	2,225.90
[b] Loans	5	144.23	134.52
[v] Other Non-Current Assets	6	482.52	260.76
Total Non-Current Assets [A]		7,565.83	8,526.14
B] Current Assets			
[i] Inventories	7	1,885.51	2,267.36
[ii] Financial Assets			
[a] Trade Receivables	8	5,426.08	5,037.40
[b] Cash and Bank Balances	9	1,838.02	1,237.42
[c] Other Financial Assets	10	341.26	295.75
[iii] Other Current Assets	11	256.50	103.03
Total Current Assets - [B]		9,747.37	8,940.96
Total Assets [A + B]		17,313.20	17,467.10
II] EQUITY AND LIABILITIES			
C] Equity			
[i] Equity Share Capital	12	537.52	537.52
[ii] Other Equity	13	13,345.96	12,842.64
Total Equity [C]		13,883.48	13,380.16
Liabilities			
D] Non-Current Liabilities			
[i] Financial Liabilities			
[a] Borrowings	14	4.90	13.18
[ii] Provisions	15	296.13	211.17
[iii] Deferred Tax Liabilities [Net]	16	114.94	408.17
[iv] Other Non-Current Liabilities	17	425.88	215.77
Total Non-Current Liabilities [D]		841.85	848.29
E] Current Liabilities			
[i] Financial Liabilities			
[a] Borrowings	18	138.19	729.82
[b] Trade Payable			
Total outstanding dues of Micro and Small Enterprises	19[a]	38.07	27.52
Total outstanding dues of creditors other than Micro and Small Enterprises	19[b]	1,422.06	1,187.71
[c] Other Financial Liabilities	20	617.24	853.50
[ii] Other Current Liabilities	21	261.60	318.48
[iii] Provisions	22	110.70	121.62
Total Current Liabilities [E]		2,587.87	3,238.65
Total Equity and Liabilities [C+D+E]		17,313.20	17,467.10
The notes form an integral part of these financial statements	1 to 43		

As per our Report of even date

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

S. M. Chitale
 Partner
 Membership No. 111383

 Place : Mumbai
 Date : June 29, 2020

For and on behalf of the Board

N. D. Shetty
 Executive Chairman
 DIN: 00025868

G. P. Chaturvedi
 Chief Financial Officer
 FCA-27636

T. N. Shetty
 Managing Director
 DIN: 00587108

Dhruv Mehta
 Company Secretary
 ACS No. 46874

Consolidated Statement of Profit and Loss for the Year Ended March 31, 2020

[₹ in Lakhs]

Particulars	Note No.	Year Ended March 31, 2020	Year Ended March 31, 2019
I] INCOME			
Revenue from Operations	23	22,937.28	22,295.26
Other Income	24	393.70	304.86
Total Revenue - [I]		23,330.98	22,600.12
II] EXPENSES			
Cost of Materials Consumed	25	7,586.30	7,276.71
Purchases of Stock-in-Trade	26	0.54	4.96
Changes In Inventory of Finished Goods and Work In Progress	27	484.72	266.32
Employee Benefits Expense	28	2,000.66	1,698.00
Finance Costs	29	55.80	21.53
Depreciation and Amortisation Expense	30	1,293.32	1,098.22
Other Expenses	31	10,369.75	10,670.42
Total Expenses [II]		21,791.09	21,036.16
III] Profit Before Tax [I-II]		1,539.89	1,563.96
Less :			
IV] Tax Expenses			
Current Tax		802.00	685.00
Deferred Tax Expense / [Income]		[305.88]	[299.68]
Short / [Excess] Provision of Income Tax		[8.29]	[34.48]
		487.83	350.84
V] Profit After Tax for the year [III-IV]		1,052.06	1,213.12
VI] Share in profit / [loss] of Joint Venture		[227.27]	[658.41]
VII] Profit after tax and share of profit /loss of Joint venture [V-VI]		824.79	554.71
VIII] Other Comprehensive Income			
Items that will not be reclassified subsequently to Profit and Loss			
- Remeasurements of Defined Benefit Plan - Gain / [Loss]		43.60	[3.46]
- Fair Value change in Equity Instruments - Gain / [Loss]		36.12	31.65
- Income Tax relating to remeasurements of Defined Benefit Liability / [asset]		[12.70]	1.01
- Share of other Comprehensive Income for the period net of tax of Joint venture		0.33	2.39
IX] Other Comprehensive Income for the year [Net of tax] [VI]		67.35	31.59
X] Total Comprehensive Income for the year [VII+VIII]		892.14	586.30
Earnings Per Equity Share: [Amount in ₹]	32		
[1] Basic		1.53	1.03
[2] Diluted		1.53	1.03
The notes form an integral part of these financial statements.	1 to 43		

As per our Report of even date

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

S. M. Chitale
 Partner
 Membership No. 111383

 Place : Mumbai
 Date : June 29, 2020

For and on behalf of the Board

N. D. Shetty
 Executive Chairman
 DIN: 00025868

G. P. Chaturvedi
 Chief Financial Officer
 FCA-27636

T. N. Shetty
 Managing Director
 DIN: 00587108

Dhruv Mehta
 Company Secretary
 ACS No. 46874

Consolidated Statement of Changes in Equity as at March 31, 2020

Particulars	[₹ in Lakhs]			
	As at April 1, 2018	Changes during 2018-19	As at March 31, 2019	As at March 31, 2020
Equity Share Capital	537.52	-	537.52	537.52
Equity Share Capital	537.52	-	537.52	537.52
Other Equity				
Particulars	Reserves and Surplus			Total Other Equity
	Capital Redemption Reserve	Securities Premium	General Reserve	Retained Earnings
Balance as at April 1, 2018	82.00	592.75	5,160.09	6,361.35
Changes in Other equity for the year ended March 31, 2019				254.55
Profit for the year			554.71	554.71
Final Equity Dividend			[161.26]	[161.26]
Dividend Distribution Tax			[33.14]	[33.14]
Remeasurement gain / [loss] on defined benefit plan including deferred tax thereon				[2.45]
Fair Value change in Equity instruments				31.65
share of other Comprehensive Income for the period net of tax of Joint venture				2.39
Transfer from Surplus in Statement of Profit & Loss Account				-
Transfer to General Reserve				-
Balance as at March 31, 2019	82.00	592.75	5,160.09	6,721.66
Changes in Other equity for the period ended March 31, 2020				286.14
Profit for the year			824.79	824.79
Final Equity Dividend			[322.51]	[322.51]
Dividend Distribution Tax			[66.30]	[66.30]
Remeasurement gain / [loss] on defined benefit plan including deferred tax thereon				30.90
Fair Value change in Equity instruments				36.12
share of other Comprehensive Income for the period net of tax of Joint venture				0.33
Transfer from Surplus in Statement of Profit & Loss Account				-
Transfer to General Reserve			500.00	[500.00]
Balance as at March 31, 2020	82.00	592.75	5,660.09	6,657.64
Refer Note 13 for the nature and purpose of reserves.				353.49
The Notes to Accounts form integral part of the Financial Statements				1,345.97

As per our Report of even date
For Mukund M. Chitale & Co.
 Chartered Accountants
 Firm Registration No. 106655W

S. M. Chitale
 Partner
 Membership No. 111383
 Place : Mumbai
 Date : June 29, 2020

For and on behalf of the Board

N. D. Shetty
 Executive Chairman
 DIN: 00025868

G. P. Chaturvedi
 Chief Financial Officer
 FCA-27636

T. N. Shetty
 Managing Director
 DIN: 00587108

Dhruv Mehta
 Company Secretary
 ACS No. 46874

Consolidated Cash Flow Statement for the year ended March 31, 2020

Particulars	[₹ in Lakhs]	
	For the year ended March 31, 2020	For the year ended March 31, 2019
I. Cash Flow from Operating Activities		
Profit Before Tax as per the Statement of Profit and Loss	1,312.63	905.55
Adjustment for :		
Depreciation and Amortisation Expenses	1,293.32	1,098.22
Interest on Fixed Deposits	[139.04]	[36.07]
Dividend on Investments	[2.36]	[0.99]
Profit on sale of Financial Assets	[29.23]	–
Finance Costs	55.80	21.53
Loss / [Profit] on sale / discard of Property, Plant & Equipments	[1.93]	162.19
Foreign Exchange [Gain] / Loss	[143.13]	[60.95]
Operating Profit before Working Capital Changes	2,346.06	2,089.48
Adjustment for :		
[Increase] / Decrease in Trade Receivables	[254.04]	[1,509.49]
[Increase] / Decrease in Inventories	381.85	296.38
[Increase] / Decrease in Non Current Loans and Advances	[9.71]	15.06
[Increase] / Decrease in Other Non Current Assets	[221.76]	6.09
[Increase] / Decrease in Other Current Financial Assets	[7.90]	[94.99]
[Increase] / Decrease in Other Current Assets	[5.64]	[12.64]
Increase / [Decrease] in Other Non Current Liabilities	210.12	21.15
Increase / [Decrease] in Other Current Financial Liabilities	[236.25]	166.65
Increase / [Decrease] in Other Current Liabilities	[56.87]	68.61
Increase / [Decrease] in Non Current Provisions	116.69	[52.09]
Increase / [Decrease] in Current Provisions	0.94	20.21
Increase / [Decrease] in Trade Payables	253.38	101.98
Increase / [Decrease] in Current Tax Liabilities	–	[0.76]
Cash generated from operations	2,516.87	1,115.64
Income Tax [paid] / refund - net	[941.54]	[455.13]
Net cash generated from / [used in] Operating Activities [A]	1,575.33	660.51



Consolidated Cash Flow Statement for the year ended March 31, 2020

Particulars	[₹ in Lakhs]	
	For the year ended March 31, 2020	For the year ended March 31, 2019
II. Cash Flow from Investing Activities		
[Purchase] / Sale of Property, Plant & Equipments [Net]	[476.87]	[438.56]
[Purchase] / Sale of Investments [Net]	442.89	233.41
Dividend on Investments	2.36	0.99
Interest Received	101.43	21.72
Net Cash generated from / [used in] Investing Activities [B]	69.80	[182.44]
III. Cash Flow from Financing Activities		
Proceeds from / [Repayment of] Non Current Borrowings [Net]	[8.29]	2.24
Proceeds from / [Repayment of] Current Borrowings [Net]	[591.64]	475.16
Finance Costs paid	[55.80]	[21.53]
Equity Dividend paid	[322.51]	[161.26]
Dividend Distribution Tax paid	[66.30]	[33.14]
Net Cash generated from / [used in] Financing Activities [C]	[1,044.54]	261.47
Net increase in Cash and Cash Equivalents [A+B+C]	600.60	739.54
Cash and Cash Equivalents as at the beginning of the year	1,237.42	497.88
Cash and Cash Equivalents as at the end of the year	1,838.02	1,237.42

As per our Report of even date

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

S. M. Chitale
Partner
Membership No. 111383

Place : Mumbai
Date : June 29, 2020

For and on behalf of the Board

N. D. Shetty
Executive Chairman
DIN: 00025868

G. P. Chaturvedi
Chief Financial Officer
FCA-27636

T. N. Shetty
Managing Director
DIN: 00587108

Dhruv Mehta
Company Secretary
ACS No. 46874

NOTES forming part of the Consolidated Financial Statements

Company Overview

1. Company Overview

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

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

The consolidated financial statements for the year ended March 31,2020, were approved by the Company’s Board of Directors and authorised for issue on August 7, 2020.

The company has following Jointly controlled entity

Company and Country of Incorporation	Holding %	Relationship
Haldyn Heinz Fine Glass Private Limited	50%	Jointly controlled entity

2. Significant Accounting Policies

2.1 Basis of Preparation of financial statements

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

2.2 Basis of accounting

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

2.3 Presentation of Financial Statements

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

2.4 Significant Accounting Judgements, Estimates And Assumptions

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

This note provides an overview of the areas that involved a higher degree of judgement or complexity and of items



NOTES forming part of the Consolidated Financial Statements

which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in the relevant note.

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

A. Judgements in applying accounting policies

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

B. Key source of estimation uncertainty

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

a] Property, Plant and Equipment

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

b] Recognition and measurement of Defined Benefit Obligations

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

c] Recognition of Deferred Tax Assets / Liabilities

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

d] Recognition and measurement of Other Provision

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

NOTES forming part of the Consolidated Financial Statements

e] Discounting of long-term Financial Instrument

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

2.5 Basis of Consolidation

Investment in the Joint venture has been accounted under the equity method as per Ind AS 28- Investments in Associates and Joint Venture.

Under the Equity method, on initial recognition, the investments in Joint Venture is recognised at cost and the carrying amount is increased or decreased to recognise the investor's share of profit / loss of the investee after the date of acquisition. The investor's share of investee's profit / loss is recognised in the investor's profit or loss. Distribution received from an investee reduced the carrying amount of the investments. Adjustments to the carrying amount may also be necessary for the changes in investor's proportionate interest in the investee arising from changes in the investee's other comprehensive income. The investor's share of those adjustments is recognised in the investor's other comprehensive income.

The consolidated financial statements have been prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented, to the extent possible, in the same manner as the Company's separate financial statements.

2.6 Functional and presentation currency

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

2.7 Property, Plant and Equipment

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

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

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

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

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

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

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

2.8 Intangible Assets

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



NOTES forming part of the Consolidated Financial Statements

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

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

2.9 Inventories

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

2.10 Impairment of non-financial assets

The Company assesses at each balance sheet date whether there is any indication that an asset or cash generating unit [CGU] may be impaired. If any such indication exists, the company estimates the recoverable amount of the asset. The recoverable amount is the higher of an asset's or CGU's net selling price or its value in use. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

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

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

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

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

2.11 Financial Instruments

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

a] Financial Assets

Initial Recognition

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

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

Subsequent measurement

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

- a] Financial assets at fair value
- b] Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit

NOTES forming part of the Consolidated Financial Statements

and loss [i.e fair value through profit or loss], or recognised in other comprehensive income [i.e. fair value through other comprehensive income].

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

b] Equity investments in Subsidiaries, Associates and Joint venture

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

Derecognition

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

Impairment of financial asset

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

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

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

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

c] Financial liabilities

Initial recognition

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

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

Subsequent measurement

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



NOTES forming part of the Consolidated Financial Statements

Derecognition

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

Offsetting of financial instruments

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

2.12 Leases

The company has adopted IND AS 116, Leases, effective April 1, 2019 using modified retrospective approach of transition without restating the figures for prior periods.

At the date of commencement of the lease, the Company recognises a right-of-use asset ["ROU"] and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less [short term leases] and leases of low value assets. For these short term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight line basis over the term of the lease. The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset. The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently re-measured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made. A lease liability is re-measured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The re-measurement normally also adjusts the leased assets. Lease liability and ROU asset have been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

2.13 Provisions and Contingencies

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

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

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

NOTES forming part of the Consolidated Financial Statements

2.14 Revenue recognition

Sale of Goods & Services

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

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

Other Operating Income

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

Interest Income

Interest income is recognised in the Statement of Profit and Loss using the effective interest method. Dividend Income Dividend Income is recognised when the right to receive the payment is established.

2.15 Depreciation

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

Intangible Assets are amortised over its useful life of 3 years on a straight line basis and is generally recognised in the statement of profit and loss. Freehold land is not depreciated.

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

2.16 Foreign currency reinstatement and translation:

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

2.17 Borrowing Costs

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



NOTES forming part of the Consolidated Financial Statements

2.18 Earnings per equity share

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

2.19 Cash Flow statement

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

2.20 Employee Benefits

Short Term Employment benefits

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

Post Employment Employee Benefits

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

Defined Contribution Plans

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

Defined Benefit Plans

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

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation by an independent actuary, using the projected unit credit method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

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

Remeasurement of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets [excluding interest] and the effect of the asset ceiling [if any, excluding interest], are recognised immediately in Other

NOTES forming part of the Consolidated Financial Statements

Comprehensive Income. Net interest expense [income] on the net defined liability [assets] is computed by applying the discount rate, used to measure the net defined liability [asset], to the net defined liability [asset] at the start of the financial year after taking into account any changes as a result of contribution and benefit payments during the year. Net interest expense and other expenses related to defined benefit plans are recognised in Statement of Profit and Loss.

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

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

2.21 Income Taxes

Current Tax

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

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

Minimum alternative tax [MAT] credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay income tax higher than that computed under MAT, during the year that MAT is permitted to be set off under the Income Tax Act, 1961 [specified year]. In the year, in which the MAT credit becomes eligible to be recognized as an asset the said asset is created by way of a credit to the Statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay income tax higher than MAT during the specified year.

Deferred Tax

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

Appendix C to Ind AS 12 Uncertainty over Income Tax Treatment

The interpretation of Appendix C to Ind AS 12 Uncertainty over Income Tax Treatment addresses the accounting for income tax when the tax treatments involved uncertainty that affect the application of Ind AS 12. It does not apply taxes or levies which is outside the scope of Ind AS 12, nor does it specifically include requirements relating to interest or penalties associated with uncertain tax treatment. The interpretation specifically addresses the following.



NOTES forming part of the Consolidated Financial Statements

- Whether an entity considers uncertain tax treatment separately.
- The assumptions an entity makes about the examination of tax treatments by taxation authority
- How an entity determines taxable profit [tax loss], tax bases, unused tax losses, unused tax credits and tax rates.
- How an entity considers changes in facts and circumstances.

The company determines whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments based on the approach that better predicts the resolution of the uncertainty. In determining the approach that better predicts the resolution of the uncertainty. The company has considered [a] how company is filing income tax return and supports tax treatment, or [b] Company expect the taxation authority to make its examination and resolved the issue that might arise from their examination.

The interpretation is effective from April 1,2019. The company has evaluated the requirements of the amendments and conduct that there is no impact on the retained earnings of the company as at April 1,2019 as a result of this interpretation.

2.22 Fair value measurement

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

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

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

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

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

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

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

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

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

NOTES forming part of the Consolidated Financial Statements

2.23 Current and non-current classification

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

An asset is classified as current when it is:

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

All other assets are classified as non-current.

A liability is classified as current when it is:

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

All other liabilities are classified as non-current.

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

NOTES forming part of the Consolidated Financial Statements

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

Particulars	Tangible assets										Other Intangible Assets	Capital Work in Progress	Grand total	
	Tangible assets													
	Freehold land #	Buildings	Leasehold Improve-ments	Plant and machinery @	Office equip-ments@	Vehicles	Furniture and fixtures@	Computers @	Right of use [lease hold]	Total				Computer Software
a) Gross Block														
As at March 31, 2019	309.59	1,675.00	88.87	6,201.11	69.26	211.13	206.50	60.32	-	8,821.78	55.14	55.14	45.84	8,922.76
Additions during the year	-	25.59	-	414.19	0.50	-	5.15	-	272.72	718.14	-	-	2.86	721.01
Deletions / Adjustments during the year	-	-	-	[530.12]	[7.57]	-	[2.35]	[5.42]	-	[545.46]	-	-	-	[545.46]
As at March 31, 2020	309.59	1,700.59	88.87	6,085.18	62.19	211.13	209.30	54.90	272.72	8,994.47	55.14	55.14	48.70	9,098.31
b) Depreciation and amortisation														
As at March 31, 2019	-	234.06	32.91	2,501.46	50.07	64.86	79.73	41.90	-	3,004.99	12.81	12.81	-	3,017.80
Charge for the year	-	80.30	10.97	992.46	10.66	32.53	25.20	13.12	115.34	1,280.58	17.46	17.46	-	1,298.04
Deletions / Adjustments during the year	-	-	-	[293.88]	[7.27]	-	[1.40]	[5.38]	-	[307.93]	-	-	-	[307.93]
As at March 31, 2020	-	314.36	43.88	3,200.04	53.46	97.39	103.53	49.64	115.34	3,977.63	30.27	30.27	-	4,007.90
c) Net book value														
As at March 31, 2020	309.59	1,386.23	44.99	2,885.14	8.72	113.74	105.77	5.26	157.39	5,016.84	24.87	24.87	48.70	5,090.41
As at March 31, 2019	309.59	1,440.94	55.96	3,699.65	19.19	146.27	126.77	18.42	-	5,816.79	42.33	42.33	45.84	5,904.96

@ Depreciation on Plant and Machinery amounting to ₹ 4.72 lakhs [As at March 31, 2019 : ₹ 4.73 lakhs] have been added to the Cost of Moulds.

Freehold land includes a plot of Land for 7,492 sq. meters having Gross Block and Net Block of ₹ 15.19 lakhs which is in the process of being registered in the name of the Company

@ The management has carried out physical verification of Property, Plants & Equipments during the year. Arising out of verification, it was observed that Plant and Machinery having gross block amounting to ₹ 530.12 lakhs, accumulated depreciation ₹ 293.88 lakhs and written down value ₹ 236.24 lakhs, Office equipments having gross block amounting to ₹ 7.57 lakhs, accumulated depreciation ₹ 7.27 lakhs and written down value ₹ 0.30 lakhs, Furniture having gross block amounting to ₹ 2.35 lakhs, accumulated depreciation ₹ 1.40 lakhs and written down value ₹ 0.95 lakhs and Computer having gross block amounting to ₹ 5.42 lakhs, accumulated depreciation ₹ 5.38 lakhs and written down value ₹ 0.04 lakhs have been impaired / scrapped / not in use. The written down value of the said assets have been written off to the statement of Profit and loss during the year ended March 31, 2020

Disclosure of estimated amount of contracts remaining to be executed for the acquisition of Property, Plant and Equipment [Refer Note 33].

For Property, Plant and Equipment pledged as security refer to Note 14 and Note 18.

**NOTES** forming part of the Consolidated Financial Statements

Particulars	[₹ in Lakhs]	
	As at March 31, 2020	As at March 31, 2019
NOTE 4		
Investments measured at Cost		
Unquoted Fully Paid up		
Equity Instruments		
Investment in Jointly Controlled Entity		
Haldyn Heinz Fine Glass Private Limited	1,537.20	1,764.14
[79,37,500 Equity shares of ₹ 10 each fully paid up]		
[As at March 31, 2019 : 79,37,500 Equity Shares of ₹ 10 each fully paid up]		
Investments measured at Fair Value through Other Comprehensive Income [FVTOCI]		
Quoted Fully Paid up		
A] Equity Instruments		
IDBI Bank Limited		
[2,080 Equity Shares of ₹10 each]	0.40	0.97
[As at March 31, 2019 : 2,080 Equity Shares of ₹10 each]	77.98	66.46
F.D.C Limited of ₹1 each		
[As at March 31, 2019 : 40,000 Equity Shares of ₹1 each]		
IPCA Laboratories Limited	208.84	147.28
[15,000 Equity Shares of ₹2 each]		
[As at March 31, 2019 : 15,000 Equity Shares of ₹2 each]		
Larsen & Toubro Limited	24.25	41.56
[3,000 Equity Shares of ₹ 2 each]		
[As at March 31, 2019 : 3,000 Equity Shares of ₹2 each]		
B. Mutual Fund Investments [Refer Note No. 43.1]		
Axis Regular Savings Fund*	—	205.49
[As at March 31, 2019 : 11,29,695.031 units of ₹18.19 each]		
Total	1,848.67	2,225.90
Aggregate Book Value of Quoted Investments	24.66	211.06
Aggregate Market Value of Quoted Investments	311.47	461.76
Aggregate Book Value of Unquoted Investments	1,537.20	1,764.14
Category wise non current investment		
Financial assets measured at cost	1,537.20	1,764.14
Financial assets measured at fair value through other comprehensive income	311.47	461.76
Financial assets measured at fair value through profit & loss account	—	—
Total	1,848.67	2,225.90

* This includes ₹Nil [PY ₹156.50 lakhs] made out of amount received by virtue of order of Hon'ble Additional Chief Magistrate as interim custody [Refer Note 43.1]



NOTES forming part of the Consolidated Financial Statements

Particulars	[₹ in Lakhs]	
	As at March 31, 2020	As at March 31, 2019
NOTE 5		
LOANS		
Loans Receivables considered good - Secured	—	—
Loans Receivables considered good - Unsecured	—	—
— Security Deposits - Related Party	144.23	134.52
Loans Receivables which have significant increase in Credit Risk	—	—
Loans Receivables - Credit Impaired	—	—
Total	144.23	134.52
NOTE 6		
OTHER NON-CURRENT ASSETS		
[Unsecured, Considered Good]		
Capital Advances	223.71	14.95
Security Deposits - Others	247.86	225.20
Prepaid Expenses	10.95	20.61
Total	482.52	260.76
NOTE 7		
INVENTORIES		
Raw Materials	264.06	377.70
Work-in-Progress	43.84	44.28
Finished Goods	1,032.22	1,516.50
Packing Material, Stores and Spares	545.39	328.88
Total	1,885.51	2,267.36

Inventories are hypothecated as security for the working capital facilities.

NOTES forming part of the Consolidated Financial Statements

[₹ in Lakhs]

Particulars	As at March 31, 2020	As at March 31, 2019
NOTE 8		
TRADE RECEIVABLES		
Trade Receivables considered good - Secured		
Trade Receivables considered good - Unsecured		
– Due for a period exceeding six months	420.34	474.57
– Others	5,005.74	4,562.83
Trade Receivables considered good - Unsecured*	5,426.08	5,037.40
Trade Receivables which have significant increase in Credit Risk	–	
Trade Receivables - Credit Impaired*	387.20	258.76
– Others	–	–
Less: Provision for Bad and Doubtful Debts	[387.20]	[258.76]
Sub-Total	–	–
Total	5,426.08	5,037.40

* Receivable from related party ₹357.94 lakhs [As at March 31, 2019 : ₹246 lakhs]

Trade receivables hypothecated as Security for the Working Capital Facilities

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

NOTE 9		
CASH AND BANK BALANCES		
Cash and Cash equivalents		
Cash on hand	3.66	3.02
Balance with Banks		
– In Current Accounts	54.41	35.61
– Fixed Deposits with Banks [§]	1,740.95	400.00
Other Bank Balances		
Earmarked Balance with Banks	39.00	–
– In Unpaid Dividend Accounts		41.92
– Balance with Bank	–	756.87
– Fixed Deposit with bank for maturity period less than 12 months		
Total	1,838.02	1,237.42

[§] As at 31st March, 2020 the fixed deposit with bank consist of ₹ 215.63 lakhs paid out of the amount received by virtue of order of Hon'ble Additional Chief Magistrate as interim custody. This amount has been kept as investment in Axis Mutual Fund in previous year, which was withdrawn from it and invested in the Fixed Deposits with bank during the current year [Refer Note 43.1].



NOTES forming part of the Consolidated Financial Statements

Particulars	[₹ in Lakhs]	
	As at March 31, 2020	As at March 31, 2019
NOTE 10		
OTHER FINANCIAL ASSETS		
[Unsecured, Considered Good]		
Interest Accrued on deposits	65.38	27.77
Other Advances recoverable in Cash or in kind or for value to be received*	146.88	165.32
Exports License Benefit	129.00	102.66
	-	-
[Unsecured, Considered Doubtful]		
Other Advances recoverable in Cash or in kind or for value to be received	147.37	147.37
Less: Provision for Bad and Doubtful Debts	[147.37]	[147.37]
Sub-Total	-	-
Total	341.26	295.75
*Receivable from related parties ₹ 122.25 lakhs [As at March 31, 2019 : ₹ 126.67 lakhs]		
NOTE 11		
OTHER CURRENT ASSETS		
[Unsecured, Considered Good]		
Other Advances recoverable in Cash or in kind or for value to be received	18.98	5.57
Prepaid Expenses	19.49	16.21
Balance with Government Authorities	156.06	19.28
Assets Held in Trust [Refer Note No. 43.1]	61.97	61.97
[Unsecured, Considered Doubtful]		
Other Advances recoverable in Cash or in kind or for value to be received	118.06	118.06
Less: Provision for Bad and Doubtful Debts	[118.06]	[118.06]
Sub-Total	-	-
Total	256.50	103.04
NOTE 12		
SHARE CAPITAL		
Authorised :		
15,00,00,000 Equity Shares of ₹ 1 each	1,500.00	1,500.00
[As at March 31, 2019 : 15,00,00,000 Equity shares of ₹ 1 each]		
Total	1,500.00	1,500.00
Issued, Subscribed and Paid Up :		
5,37,51,700 Equity Shares of ₹ 1 each	537.52	537.52
[As at March 31, 2019 : 5,37,51,700 Equity Shares of ₹ 1 each]		
Total	537.52	537.52

NOTES forming part of the Consolidated Financial Statements

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

Particulars	As at March 31, 2020		As at April 1, 2019	
	No. of Shares	[₹ in Lakhs]	No. of Shares	[₹ in Lakhs]
No. of Shares at the beginning of the year	53751700	537.52	53751700	537.52
Add : Issue of Shares during the year	–	–	–	–
Less: Shares Bought back during the year	–	–	–	–
No. of Shares at the end of the year	53751700	537.52	53751700	537.52

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

Particulars	As at March 31, 2020		As at April 1, 2019	
	No. of Shares	[₹ in Lakhs]	No. of Shares	[₹ in Lakhs]
– Haldyn Corporation Limited	28831147	53.64%	26576255	49.44%

c. Terms and Rights attached to equity shares

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

Particulars	[₹ in Lakhs]	
	As at March 31, 2020	As at March 31, 2019
NOTE 13		
OTHER EQUITY		
Refer Statement of Changes in Equity for detailed movement in Other Equity balance.		
(a) Summary of Other Equity Balance		
[i] Capital Redemption Reserve	82.00	82.00
[ii] Securities Premium	592.75	592.75
[iii] General Reserve	5,160.09	5,160.09
Add: Transferred from surplus in Statement of Profit and loss	500.00	–
Sub - Total	5,660.09	5,160.09
[iv] Retained Earnings		
As at Beginning of the year	6,721.66	6,361.35
Add : Profit / [Loss] for the year	824.79	554.71
Less: Final Equity Dividend payment	[322.51]	[161.26]
Less: Dividend Distribution Tax	[66.30]	[33.14]
Less: Transfer to General Reserves	[500.00]	–
Sub - Total	6,657.64	6,721.66
[v] Other Comprehensive Income [OCI]		
As at Beginning of the year	286.13	254.54
Add : Movements in OCI [net] during the year	67.35	31.59
Sub - Total	353.47	286.13
Grand Total [i+ii+iii+iv+v]	13,345.96	12,842.64



NOTES forming part of the Consolidated Financial Statements

[b] Nature and purpose of reserves

- [i] Capital Redemption Reserve
The Company has recognised Capital Redemption Reserve on buyback of equity shares from its retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the equity shares bought back.
- [ii] Securities Premium
Securities premium account comprises of premium on issue of shares. The reserve is utilised in accordance with the specific provision of the Companies Act, 2013.
- [iii] General Reserve
The General reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the General Reserve will not be reclassified subsequently to the statement of profit and loss. Mandatory transfer to general reserve is not required under the Companies Act, 2013.
- [iv] Retained Earnings
Retained Earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders.

Particulars	[₹ in Lakhs]	
	As at March 31, 2020	As at March 31, 2019
NOTE 14		
BORROWINGS		
Secured		
Vehicle Loans from Banks	13.18	22.90
Less: Current Maturities of Loan [Refer Note 20]	[8.28]	[9.72]
Total	4.90	13.18
Nature of security and terms of payment for loans		
Secured loans from Banks consisted of three loans for acquisition of Vehicles which are secured by hypothecation of respective vehicle. The loan is for a period of 3 years and carries interest rate ranging from 8.39% to 9.46%.		
Repayment details are as under:		
F.Y. 2019-20	-	9.72
F.Y. 2020-21	8.28	8.28
F.Y. 2021-22	4.90	4.90
Total	13.18	22.90
NOTE 15		
PROVISIONS		
Provision for Employees Benefits -Gratuity & Leave Encashment*	296.13	211.17
Total	296.13	211.17

* The company has provided ₹50.12 lakhs [As at March 31, 2019 : ₹50.12 lakhs] on account of leave encashment and ₹10 lakhs [As at March 31, 2019 : ₹10 lakhs] on account of gratuity over and above the liabilities derived from actuarial valuation as shown in Note 37

NOTES forming part of the Consolidated Financial Statements

[₹ in Lakhs]

Particulars	Balance Sheet		Statement of profit and loss & other comprehensive income	
	As at March 31, 2020	As at March 31, 2019	For the year ended March 31, 2020	For the year ended March 31, 2019
NOTE 16				
Deferred Tax Liability:				
Property Plant and Equipments	393.85	580.99	[187.13]	[297.07]
Other temporary differences - Prepaid Rentals	3.19	6.00	[2.80]	4.10
Sub-Total	397.04	586.99	[189.93]	[292.97]
Deferred Tax Assets:				
Disallowances for Post retirement benefits and other employee benefits	176.44	107.73	[68.70]	30.86
Provisions for advances and bad debts	102.23	64.83	[37.39]	[34.54]
Other temporary differences - Unwinding of Security Deposits	3.43	6.26	2.84	[4.04]
Sub-Total	282.10	178.82	[103.18]	[7.72]
Net deferred tax liability	114.94	408.17	[293.18]	[300.69]
Deferred tax expense / [income]			[293.18]	[300.69]
- Recognised in statement of profit and loss			[305.88]	[299.68]
- Recognised in statement of other comprehensive income			12.70	[1.01]

[₹ in Lakhs]

Particulars	As at March 31, 2020	As at March 31, 2019
NOTE 17		
OTHER NON-CURRENT LIABILITIES		
Security Deposits from Customers & Others	262.19	215.77
Lease liability	163.69	-
Total	425.88	215.77



NOTES forming part of the Consolidated Financial Statements

Particulars	[₹ in Lakhs]	
	As at March 31, 2020	As at March 31, 2019
NOTE 18		
BORROWINGS		
Secured Loans		
Loans Repayable on demand		
– Working Capital Loans from Banks \$	138.19	729.82
Total	138.19	729.82

\$ Working Capital facilities from bank are secured by hypothecation of entire current assets of the company present & future, on pari passu basis along with a lien on TDR equivalent to 30% of total expenses by consortium banks.

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

NOTE 19		
TRADE PAYABLES		
[a] Total outstanding dues of Micro and Small Enterprises		
Total payables for Goods		
Total outstanding dues of Micro Enterprises and Small Enterprises	38.07	27.52
Total	38.07	27.52
[b] Total outstanding dues of creditors other than Micro and Small Enterprises		
Total payables for Goods & Services		
Total outstanding dues of creditors other than Micro Enterprises and Small Enterprises \$	1,422.06	1,187.71
Total	1,422.06	1,187.71

\$ Includes payable to related party ₹214.29 lakhs [As at March 31, 2019 : ₹194.72 lakhs]

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

Particulars	[₹ in Lakhs]	
	As at March 31, 2020	As at March 31, 2019
[a] Principal amount outstanding	38.07	27.52
[b] Interest due thereon	–	–
[c] Interest paid by the Company in terms of Section 16 of MSMED 2006, alongwith amount of the payment made to the suppliers beyond the appointed day during the year .	–	–
[d] Interest due and payable for the period of delay in making payment [which has been paid but beyond the appointed day during the year] but without adding the interest specified under MSMED 2006.	–	–
[e] Interest accrued and remaining unpaid	–	–
[f] Further interest remaining due and payable in the succeeding years until such date when the interest dues as above are actually paid to the small enterprises	–	–
Total	38.07	27.52

**NOTES** forming part of the Consolidated Financial Statements

Particulars	[₹ in Lakhs]	
	As at March 31, 2020	As at March 31, 2019
NOTE 20		
OTHER FINANCIAL LIABILITIES		
Current Maturities of Loans [Refer Note 14]	8.28	9.72
Unpaid Dividends @	39.00	41.92
Sundry Creditor for Expenses	135.44	431.78
Other Payables # *	434.52	370.08
Total	617.24	853.50

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

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

* Other payables includes ₹ 248.37 lakhs [As at March 31, 2019 : ₹ 248.37 lakhs] on account of amount received by virtue of order of Hon'ble Additional Chief Magistrate. Refer Note No. 43.1

Particulars	[₹ in Lakhs]	
	As at March 31, 2020	As at March 31, 2019
NOTE 21		
OTHER CURRENT LIABILITIES		
Advance From Customers	108.34	127.31
Statutory Liabilities	153.26	191.17
Security Deposits	—	—
Total	261.60	318.48
NOTE 22		
PROVISIONS		
Provision for Employee Benefits - Gratuity and Leave Encashment	87.91	98.83
Provision for Sales Tax	22.79	22.79
Total	110.70	121.62



NOTES forming part of the Consolidated Financial Statements

Particulars	[₹ in Lakhs]	
	Year ended March 31, 2020	Year ended March 31, 2019
NOTE 23		
REVENUE FROM OPERATIONS		
Sale of Products	22,754.23	22,113.69
Other Operating Revenues*	183.05	181.57
Total	22,937.28	22,295.26
* Represents sale of scrap and other sundry materials		
NOTE 24		
OTHER INCOME		
Interest on Fixed Deposits	139.04	36.07
Dividend on Equity Investments	2.36	0.99
Profit on sale of Financial Assets	29.23	-
Foreign Exchange Gain	143.13	60.95
Other Miscellaneous Income*	70.23	197.07
Unwinding of discount on Security Deposits	9.71	9.78
Total	393.70	304.86
* Includes sundry balances / provisions no longer required written back ₹ 0.16 lakhs [Previous Year: ₹ 71.98 lakhs]		
NOTE 25		
COST OF MATERIALS CONSUMED		
Opening Stock of materials	377.74	372.02
Add: Purchases of materials	7,472.62	7,282.43
Less: Closing Stock of materials	[264.06]	[377.74]
Total	7,586.30	7,276.71
Product-wise Summary of Material Consumed		
Cullet	4,039.61	3,113.54
Minerals	880.97	1,024.60
Chemicals	2,665.72	3,138.57
Total	7,586.30	7,276.71
NOTE 26		
PURCHASES OF STOCK-IN-TRADE		
Store Material	0.54	4.96
Total	0.54	4.96

**NOTES** forming part of the Consolidated Financial Statements

Particulars	[₹ in Lakhs]	
	Year ended March 31, 2020	Year ended March 31, 2019
NOTE 27		
CHANGES IN INVENTORY OF FINISHED GOODS AND WORK IN PROGRESS		
[A] At the end of the year		
[i] Finished Goods	1,032.22	1,516.50
[ii] Work-in-Progress	43.84	44.28
Total [A]	1,076.06	1,560.78
[B] At the beginning of the year		
[i] Finished Goods	1,516.50	1,793.26
[ii] Work-in-Progress	44.28	33.80
Total [B]	1,560.78	1,827.10
Total [B-A]	484.72	266.32
NOTE 28		
EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages, Bonus and Allowances	1,423.92	1,206.07
Directors' Remuneration	374.29	264.97
Contribution to Provident Fund and Other Funds	124.70	88.98
Expenses related to post employment defined benefit plan - Gratuity	12.03	67.42
Employee's welfare and other amenities	65.72	70.56
Total	2,000.66	1,698.00
NOTE 29		
FINANCE COSTS		
Interest on Borrowings	23.65	20.43
Other Borrowing Costs	32.15	1.10
Total	55.80	21.53
NOTE 30		
DEPRECIATION & AMORTISATION EXPENSE		
Depreciation on Property, Plant and Equipment	1,275.86	1,090.02
Amortisation of Intangible Assets	17.46	8.20
Total	1,293.32	1,098.22



NOTES forming part of the Consolidated Financial Statements

Particulars	[₹ in Lakhs]	
	Year ended March 31, 2020	Year ended March 31, 2019
NOTE 31		
OTHER EXPENSES		
[a] Manufacturing Expenses		
Consumption of Packing Material, Stores and Spare Parts	2,633.05	2,803.51
Power and Fuel	4,554.19	4,588.22
Repairs to Machinery	189.19	207.19
Repairs to Buildings	58.94	48.32
Other Manufacturing Expenses - Labour Charges / Freight etc.	846.03	772.95
Sub-Total	8,281.40	8,420.19
[b] Selling and Distribution Expenses		
Sales Promotion and Advertisement Expenses	30.97	35.51
Brokerage, Discount and Commission	0.35	3.50
Carriage Outwards	582.48	696.68
Royalty	234.25	226.99
Other Selling and Distribution Expenses	42.68	161.65
Sub-Total	890.73	1,124.33
[c] Administrative and General Expenses		
Rent	3.56	131.33
Rates, Taxes and Fees	8.49	8.23
Insurance	35.42	27.19
Auditors Remuneration:		
– Audit Fees	16.60	15.50
– Tax Audit Fees	2.50	2.50
– Out of Pocket Expense	0.37	0.48
Director's Sitting Fees	9.05	8.55
Travelling and Conveyance	81.82	58.62
Legal and Professional Charges	303.66	281.67
Repair & Maintenance - Others	77.51	70.70
Loss on sale / discard of Property, Plant & Equipments	237.52	162.19
Donation	95.67	29.32
Corporate Social Responsibility Expenses [Refer Note 36]	19.03	24.79
Bank Charges	43.20	28.53
Miscellaneous Expenses	134.78	141.20
Provision for Expected Credit Losses	128.44	135.10
Sub-Total	1,197.62	1,125.90
Total [a+b+c]	10,369.75	10,670.42

NOTES forming part of the Consolidated Financial Statements

Particulars	[₹ in Lakhs]	
	Year ended March 31, 2020	Year ended March 31, 2019
NOTE 32		
BASIC AND DILUTED EARNINGS PER EQUITY SHARE		
For the purpose of calculation of Basic and Diluted Earnings Per Share, the following amounts are considered :		
Profit Attributable to Equity Shareholders	824.79	554.71
Total	824.79	554.71
[a] Weighted Average No. of Equity Shares Outstanding during the year		
– For Basic EPS	53751700	53751700
– For Diluted EPS	53751700	53751700
[b] Earnings Per Share		
– Basic EPS [in ₹]	1.53	1.03
– Diluted EPS [in ₹]	1.53	1.03
– Face Value Per Equity Share [in ₹]	1	1
[c] Reconciliation between number of shares used for calculating basic and diluted earnings per share		
No. of Shares used for calculating Basic EPS	53751700	53751700
Add: Potential Equity Shares	–	–
No. of Shares used for calculating Diluted EPS	53751700	53751700

NOTES forming part of the Financial Statements

Particulars	[₹ in Lakhs]	
	As at March 31, 2020	As at March 31, 2019
NOTE 33		
CONTINGENT LIABILITIES [AS CERTIFIED BY MANAGEMENT AND TO THE EXTENT AVAILABLE FROM THE RECORD]		
Estimated amount of Contracts remaining to be Executed on Capital Account	467.85	11.46
Letter of Credits outstanding & Bank Guarantees	615.61	836.61
Sales Tax Demand #	461.14	467.34
Demand for Income Tax appealed by the Company #	4.32	455.36
Claims against company not acknowledged as debts *	—	—
Labour Law Cases / Other Court Cases \$	34.60	34.60

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

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

\$ Estimated amount for cases under labour court.

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

NOTE 34

RELATED PARTY DISCLOSURES

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

A. Relationships

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

Haldyn Corporation Limited



NOTES forming part of the Financial Statements
Category II : Jointly Controlled Entity

	Country of incorporation	% of equity interest	
		As at March 31, 2020	As at March 31, 2019
Haldyn Heinz Fine Glass Private Limited	India	50%	50%
Category III : Key Management Personnel and their Relatives			
Mr. Narendra D. Shetty	Executive Chairman		
Mr. Tarun N. Shetty	Managing Director		
Mr. B B Gupta	Executive Director [from February 13, 2020]		
Mr. Rohan Y. Ajila	Director		
Mr. Ganesh P. Chaturvedi	Chief Financial Officer		
Mr. Anwar Lambay	Company Secretary [till November 30, 2019]		
Mr. Dhruv Mehta	Company Secretary [from December 01, 2019]		
Mrs. Vinita R. Ajila	Relative of Director		
Mrs. Shakuntala N. Shetty	Relative of Director		
Mrs. Sadhana G. Chaturvedi	Relative of Chief Financial Officer		

B. Transactions with the related parties

Sr. No.	Transactions	Name of Related Parties	Category	[₹ in Lakhs]	
				As at March 31, 2020	As at March 31, 2019
1.	Sales of Goods \$ [Net of sales return]	Haldyn Corporation Limited	Category I	21.17	4.75
2.	Rending of Services [Misc. Income]	Haldyn Heinz Fine Glass Private Limited	Category II	2.71	13.30
3.	Reimbursement of Expenses [received] [Misc. Income]	Haldyn Heinz Fine Glass Private Limited	Category II	74.75	90.02
4.	Purchases \$ [Net of purchase return]	Haldyn Corporation Limited	Category I	0.66	5.67
5.	Royalty #	Haldyn Heinz Fine Glass Private Limited	Category II	2,073.96	2,226.17
6.	Motor Car Hire Charges	Haldyn Corporation Limited	Category I	4.52	53.88
7.	Rent #	Mrs. Sadhana G. Chaturvedi	Category III	228.17	226.99
		Haldyn Corporation Limited	Category I	3.60	3.60
8.	Directors Remuneration @	Mr. Tarun N. Shetty	Category III	79.20	81.55
		Mr. Narendra D. Shetty	Category III	48.00	49.33
		Mr. Tarun N. Shetty	Category III	183.32	132.93
		Mr. B B Gupta	Category III	183.29	132.04
9.	Employee Remuneration @	Mr. Ganesh P. Chaturvedi	Category III	7.68	44.01
		Mr. Anwar A. Lambay	Category III	46.08	9.85
		Mr. Dhruv Mehta	Category III	6.26	2.82
10.	Reimbursement of Expenses [paid]	Haldyn Corporation Limited	Category I	2.82	7.27
11.	Board Meeting Fees & Out of Pocket Exps	Mr. Rohan Y. Ajila	Category III	6.08	1.00
12.	Investment in Equity shares of Jointly controlled entity [including security premium]	Haldyn Heinz Fine Glass Private Limited	Category II	1.30	425

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

Exclusive of Service Tax/Goods & Services Tax

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

* Exclusive of Dividend Distribution Tax



NOTES forming part of the Financial Statements

[₹ in Lakhs]

Sr. No.	Compensation paid to Key Management Personnel	For the year ended March 31, 2020	For the year ended March 31, 2019
1.	Short-term employee benefits	429.45	318.83
	Total	429.45	318.83

C. Balances due from/to the related parties:

Sr. No.	Transactions	Name of Related Parties	Category	As at March 31, 2020	As at March 31, 2019
1.	Security Deposits	Haldyn Corporation Limited	Category I	125.47	117.29
		Mr. Tarun N. Shetty	Category III	18.76	17.23
2.	Investment in Equity Shares	Haldyn Heinz Fine Glass Private Ltd	Category II	1,537.20	1,764.14
3.	Other Financial Assets	Haldyn Corporation Limited	Category I	20.65	20.65
	[Advances Receivables]	Haldyn Heinz Fine Glass Private Limited	Category II	101.60	106.02
4.	Trade Receivables	Haldyn Heinz Fine Glass Private Limited	Category II	333.59	246.00
		Haldyn Corporation Limited		24.35	
5.	Trade Payables	Haldyn Corporation Limited	Category I	210.65	193.65
		Haldyn Heinz Fine Glass Private Limited	Category II	3.64	1.07



NOTES forming part of the Consolidated Financial Statements

NOTE 35

LEASES

The company has adopted IND AS 116, Leases, effective April 1, 2019 using modified retrospective approach of transition without restating the figures for prior periods. Consequently, the Company has recognized the lease liability at the present value of the future lease payments discounted at the incremental borrowing rate at the date of initial application and Right of Use [ROU] asset is equal to lease liability adjusted by the amount of any prepaid or accrued lease payments in relation to leases which has been previously classified as operating leases under IND AS 17.

On application of IND AS 116, the nature of expense has changed from lease rent in previous periods to depreciation cost for ROU asset and finance cost for interest accrued on lease liability. IND AS 116 also provides for certain options and exemptions to recognize short-term lease payments and payments for leases of low-value assets which are not included in measurement of the lease liability and ROU asset as expense on a straight line basis over the lease term in statement of profit or loss. Following table summarizes other disclosures including the note references for the expense, asset and liability heads under which certain expenses, assets and liability items are grouped in the financial statements.

Particulars	[₹ in Lakhs]
	For the year ended / As at March 31, 2020
i] Depreciation charge for Right-of-Use assets for Leasehold premises	115.34
ii] Interest expense on lease liabilities	18.17
iii] Carrying amount of right-of-use assets at the end of the reporting period	157.39
iv] Lease liability	163.69

Particulars	[₹ in Lakhs]	
	For the year ended March 31, 2020	For the year ended March 31, 2019
NOTE 36		
Corporate Social Responsibility [CSR] expenditure:		
[a] CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the company during the year is ₹ 27.97 lakhs [Previous Year ₹ 24.76 lakhs].		
[b] Expenditure related to Corporate Social Responsibility remaining unspent is ₹ 8.94 lakhs [Previous Year ₹ Nil lakhs]		
Details of expenditure towards CSR as shown in Note 31 is given below:		
Eradicating hunger, poverty and malnutrition	–	
Promoting preventive health care	5.12	3.00
Contribution to the Prime Minister's National Relief Fund	–	15.00
Rural development projects	3.60	5.29
Promoting education	10.31	1.50
Total	19.03	24.79



NOTES forming part of the Consolidated Financial Statements

Particulars	[₹ in Lakhs]	
	For the year ended March 31, 2020	For the year ended March 31, 2019
NOTE 37		
Employee Benefits		
37.1 As per Ind AS 19 'Employee Benefits', the disclosure of Employee benefits as defined in the Ind AS are given below:		
[a] Defined Contribution Scheme:		
Contribution to Defined Contribution Plan, recognized as expense for the years are as under:		
Employer's Contribution to Provident Fund	102.10	82.03
Employer's Contribution to ESIC	16.89	2.10
Total	118.99	84.13
The contribution to provident fund is made to Employees' Provident Fund managed by Provident Fund Commissioner. The contribution towards ESIC made to Employees State Insurance Corporation. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.		

Particulars	[₹ in Lakhs]			
	As at March 31, 2020		As at March 31, 2019	
	Gratuity [Funded]	Leave Encashment [Unfunded]	Gratuity [Funded]	Leave Encashment [Unfunded]
[b] Defined Benefit Scheme:				
i] The amounts recognised in Balance Sheet are as follows:				
Amount to be recognised in Balance Sheet				
Present Value of Defined Benefit Obligation	259.55	269.65	229.40	207.67
Less: Fair Value of Plan Assets	[205.30]	-	[187.19]	-
Amount to be recognised as liability or [asset]	54.25	269.65	42.21	207.67
[ii] The amounts recognised in the Profit and Loss Statement are as follows:				
Current Service Cost	24.74	100.21	21.69	42.49
Net Interest [income]/expenses	3.71	12.40	3.71	12.40
Net periodic benefit cost recognised in the statement of profit & loss [Employee benefit expenses - Note 28]	28.45	112.61	25.41	54.89

NOTES forming part of the Consolidated Financial Statements

[₹ in Lakhs]

Particulars	As at March 31, 2020		As at March 31, 2019	
	Gratuity [Funded]	Leave Encashment [Unfunded]	Gratuity [Funded]	Leave Encashment [Unfunded]
iii] The amounts recognised in the statement of other comprehensive income [OCI]				
Due to Change in financial assumptions	19.61	14.69	1.65	[7.07]
Due to change in demographic assumption	[8.29]	[13.60]	[2.38]	2.18
Due to experience adjustments	[1.96]	[16.11]	[0.72]	[51.12]
Return on plan assets excluding amounts included in interest income	–	–	–	–
Total Remeasurements Cost/[Credit] for the year recognised in OCI	9.36	[15.02]	[1.44]	[56.01]
Less: Accumulated balances transferred to retained earnings	–	–	–	–
Closing balances remeasurement [gain]/loss recognised OCI	9.36	[15.02]	[1.44]	[56.01]
iv] Movement in the present value of defined benefit obligation				
Obligation at the beginning of the year	229.40	207.67	201.21	217.95
Current service cost	24.74	100.21	21.69	42.49
Past service cost	–	–	–	–
Short Term Compensated Absences	–	–	–	–
Interest cost	17.26	12.26	15.87	12.40
Benefits paid	[21.21]	[6.32]	[7.94]	[9.15]
Actuarial [Gain]/loss on obligation	9.36	[44.17]	[1.44]	[56.01]
Obligation at the end of the year	259.55	269.65	229.40	207.67
v] Movement in the fair value of plan assets				
Fair value at the beginning of the year	187.19	–	140.86	–
Adjustment to Opening Fair Value of Plan Asset	[0.90]	–	–	–
Interest Income	13.69	–	12.14	–
Expected Return on Plan Assets	8.08	–	[0.32]	–
Contribution by employer	18.45	–	42.45	–
Benefits paid	[21.21]	–	[7.94]	–
Fair value at the end of the year	205.30	–	187.19	–

[₹ in Lakhs]

Particulars	As at March 31, 2020
vi] The broad categories of plan assets as a percentage of total plan assets as at March 31, 2019 of Employee's Gratuity Scheme are as under:	
Central Government Securities	0%
State Government Securities	0%
High quality Corporate bonds	0%
Equity Shares of listed companies	0%
Property	0%
Special Deposit Scheme	0%
Policy of Insurance	100%
Bank Balance	0%
Other Investments	0%
Total	100%

Basis used to determine the overall expected return:

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



NOTES forming part of the Consolidated Financial Statements

[₹ in Lakhs]

Particulars	As at March 31, 2020		As at March 31, 2019	
	Gratuity [Funded]	Leave Encashment [Unfunded]	Gratuity [Funded]	Leave Encashment [Unfunded]
vii] Principal actuarial assumptions at the balance sheet date				
Actuarial assumptions				
Mortality Table	IALM [2012-14] Ult	IALM [2012-14] Ult	IALM [2006-08] Ult	IALM [2006-08] Ult
Salary escalation rate [%]	8.00%	8.00%	8.00%	8.00%
Discount rate [%]	6.55%	6.53%	7.60%	7.60%
Average Remaining Service [years]	8.00	9.05	12.08	12.7
Employee attrition rate [%]				
– up to 5 years	2.88%	2.88%	5.44%	5.44%
– above 5 years	6.49%	6.49%	1.98%	1.98%

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

viii] General descriptions of defined plans:

Gratuity Plan:

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

[ix] Sensitivity analysis:

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

	Changes in assumptions	Effect on Gratuity obligation	Effect on Leave Encashment
For the year ended March 31, 2020			
Salary escalation rate	+1%	275.83	218.57
	-1%	244.85	193.18
Discount rate	+1%	243.54	192.76
	-1%	277.62	219.32
For the year ended March 31, 2019			
Salary escalation rate	+1%	249.89	178.41
	-1%	211.35	151.32
Discount rate	+1%	210.42	151.23
	-1%	251.34	178.79

NOTES forming part of the Consolidated Financial Statements

NOTE 38

Fair Values

38.1 Fair value of financial assets and liabilities:

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

[₹ in Lakhs]

Particulars	As at March 31, 2020		As at April 1, 2019	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets :				
Financial Assets designated at amortised cost & fair value:				
- Investment in Jointly Controlled Entity	1,537.20	1,537.20	1,764.14	1,764.14
- Investments in Listed Equity Instruments and Mutual Funds	24.66	311.47	211.06	461.76
- Loans	156.00	144.23	156.00	134.52
- Trade receivable	5,813.28	5,426.08	5,296.16	5,037.40
- Cash and cash equivalents	1,838.02	1,838.02	1,237.42	1,237.42
- Other financial assets	341.26	341.26	295.75	295.75
Total	9,710.42	9,598.26	8,960.53	8,930.99
Financial Liabilities :				
Financial Liabilities designated at amortised cost & fair value:				
- Long Term and Short Term Borrowings	151.38	151.38	752.72	752.72
- Trade payable	1,460.13	1,460.13	1,215.25	1,215.25
- Other financial liabilities	608.95	608.95	843.78	843.78
Total	2,220.46	2,220.46	2,811.75	2,811.75

38.2 Fair Valuation techniques used to determine fair value:

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

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

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



NOTES forming part of the Consolidated Financial Statements

vii] Equity Investments in jointly controlled entities is stated at cost.

38.3 Fair value hierarchy

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

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

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

[₹ in Lakhs]

Particulars	March 31, 2020		
	Level 1	Level 2	Level 3
Financial Assets designated at fair value through profit or loss :			
– Trade receivable	–	–	5,426.08
– Loans	–	–	144.23
Financial Assets designated at fair value through other comprehensive income:			
– Listed equity investments	311.47	–	–

[₹ in Lakhs]

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

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

NOTES forming part of the Consolidated Financial Statements

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

Following table describes the valuation techniques used and key inputs to valuation for level 3 of the fair value hierarchy as at March 31, 2020 and March 31, 2019 respectively:

[₹ in Lakhs]				
Particulars	As at March 31, 2020	Valuation Technique	Inputs used	Sensitivity
Financial Assets designated at fair value through profit or loss :				
– Trade receivable	5,426.08	General approach as per Ind AS 109	Recognition of expected credit losses	No material impact on fair valuation
– Loans	144.23	Discounted cash flow	Risk adjusted discount rate	No material impact on fair valuation

[₹ in Lakhs]				
Particulars	As at March 31, 2020	Valuation Technique	Inputs used	Sensitivity
Financial Assets designated at fair value through profit or loss :				
– Trade receivable	5,037.40	General approach as per Ind AS 109	Recognition of expected credit losses	No material impact on fair valuation
– Loans	134.52	Discounted cash flow	Risk adjusted discount rate	No material impact on fair valuation

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

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

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

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

NOTE 39

Financial Risk Management - Objectives and Policies

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



NOTES forming part of the Consolidated Financial Statements

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

39.1 Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise of three types of risk: foreign currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and investments. The sensitivity analysis is given relating to the position as at March 31, 2020 and March 31, 2019. The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations, provisions and on the non-financial assets and liabilities. The sensitivity of the relevant statement of profit and loss item is the effect of the assumed changes in the respective market risks. The Company's activities expose it to a variety of financial risks, including the effects of changes in foreign currency exchange rates and interest rates. This is based on the financial assets and financial liabilities held as at March 31, 2020 and March 31, 2019.

[a] Foreign exchange risk and sensitivity

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

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

Particulars	Currency	[₹ in Lakhs]			
		As at March 31, 2020		As at March 31, 2019	
		Gratuity [Funded]	Leave Encashment [Unfunded]	Gratuity [Funded]	Leave Encashment [Unfunded]
Advance to Creditors	USD	1,38,016.80	104.05	17,124.75	11.85
Advance to Creditors	EURO	17,279.26	14.35	6,742.65	5.24
Trade Receivable	USD	11,02,606.00	831.21	15,21,801.76	1,052.65
Trade Receivable	EURO	–	–	6,048.00	4.70
Total			949.61		1,074.43
Trade Payables	USD	19,800.00	14.93		
Trade Payables	EURO	–	–	5,589.36	4.34
Security deposit received	USD	36,991.00	27.89	31,491.00	21.78
Advance received from customers	USD	33,102.00	24.95	23,354.58	16.15
Total			67.77		42.28

Foreign currency sensitivity:

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

NOTES forming part of the Consolidated Financial Statements

[₹ in Lakhs]

Particulars	As at March 31, 2020		As at March 31, 2019	
	1% Increase - Increase/ [Decrease] in PBT	1% Decrease - Increase/ [Decrease] in PBT	1% Increase - Increase/ [Decrease] in PBT	1% Decrease - Increase/ [Decrease] in PBT
USD	8.67	[8.67]	10.20	[10.20]
EURO	0.14	[0.14]	0.01	[0.01]
Increase / [Decrease] in profit before tax	8.82	[8.82]	10.21	[10.21]

[b] Interest rate risk and sensitivity:

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

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

Particulars	Interest rates	[₹ in Lakhs]	
		As at March 31, 2020	As at March 31, 2019
Working capital loan / loan repayable on demand			
– Cash credit	Variable	138.19	729.78
– Packing credit	Fixed	–	0.04
Vehicle Loans from Banks	Fixed	13.18	22.90
Total		151.37	752.73

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

Particulars	2019-20		2018-19	
	1% Increase - Increase/ [Decrease] in PBT	1% Decrease - Increase/ [Decrease] in PBT	1% Increase - Increase/ [Decrease] in PBT	1% Decrease - Increase/ [Decrease] in PBT
Working capital loan / loan repayable on demand	2.76	[2.76]	14.60	[14.60]

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

[c] Commodity price risk:

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



NOTES forming part of the Consolidated Financial Statements

[d] Equity price risk:

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

39.2 Credit risk

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

[a] Trade Receivables:

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

[b] Financial instruments and cash deposits:

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances are maintained. Credit risk from balances with bank is managed by the Company's finance department. Investment of surplus funds are also managed by finance department. The Company does not maintain significant cash in hand. Excess balance of cash other than those required for its day to day operations is deposited into the bank.

For other financial instruments, the finance department assesses and manage credit risk based on internal assessment. Internal assessment is performed for each class of financial instrument with different characteristics.

39.3 Liquidity risk

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

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

NOTES forming part of the Consolidated Financial Statements

[₹ in Lakhs]

Particulars	Maturity				Total
	0 - 12 Months	1 - 2 Years	2 - 5 Years	More than 5 years	
As at March 31, 2020					
Long term borrowings [including current maturities of long term loans]	8.28	4.90	–	–	13.18
Short term borrowings	138.19	–	–	–	138.19
Trade payable	1,460.13	–	–	–	1,460.13
Other current financial liabilities [excluding current maturities of long term loans]	608.95	–	–	–	608.95
Total	2,215.51	4.90	–	–	2,220.45

[₹ in Lakhs]

Particulars	Maturity				Total
	0 - 12 Months	1 - 2 Years	2 - 5 Years	More than 5 years	
As at March 31, 2019					
Long term borrowings [including current maturities of long term loans]	9.72	8.28	4.90	–	22.90
Short term borrowings	729.82	–	–	–	729.82
Trade payable	1,215.25	–	–	–	1,215.25
Other current financial liabilities [excluding current maturities of long term loans]	843.78	–	–	–	843.78
Total	2,798.57	8.28	4.90	–	2,811.75

39.4 Competition and price risk

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

NOTE 40

Capital Management

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

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



NOTES forming part of the Consolidated Financial Statements

Particulars	[₹ in Lakhs]	
	As at March 31, 2020	As at April 1, 2019
Total Debt	151.38	752.72
Less:- Cash and cash equivalent	1,838.02	1,237.42
Net Debt	-	-
Total Equity [Equity Share Capital plus Other Equity]	13,883.48	13,380.15
Total Capital [Total Equity plus net debt]	13,883.48	13,380.15
Gearing ratio	0.00%	0.00%

NOTE 41

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

Particulars	As at April 1, 2019	Cash Flows [Net]	Non Cash Changes		[₹ in Lakhs]
			Foreign exchange movements	Fair Value changes	As at March 31, 2020
Long Term Borrowings	13.18	[8.28]	-	-	4.90
Other Financial Liabilities - Current Maturities of Long Term Borrowings	9.72	[1.44]	-	-	8.28
Short Term Borrowings	729.82	[591.63]	-	-	138.19
Total Liabilities from Financing Activities	752.72	[601.35]	-	-	151.37

Particulars	As at April 1, 2018	Cash Flows [Net]	Non Cash Changes		[₹ in Lakhs]
			Foreign exchange movements	Fair Value changes	As at March 31, 2019
Long Term Borrowings	10.95	2.23	-	-	13.18
Other Financial Liabilities - Current Maturities of Long Term Borrowings	17.78	[8.06]	-	-	9.72
Short Term Borrowings	254.66	475.16	-	-	729.82
Total Liabilities from Financing Activities	283.39	469.33	-	-	752.72

NOTES forming part of the Consolidated Financial Statements

NOTE 42

Additional Information, as required under Schedule III to the Companies Act, 2013, of entity consolidated as Jointly Controlled Entity.

Sr. No.	Particulars	For F. Y. 2019-20					
		₹ in Lakhs	As a % of consolidated profit or loss	₹ in Lakhs	As a % of consolidated other comprehensive income	₹ in Lakhs	As a % of consolidated other comprehensive income
1	Parent						
	Haldyn Glass Limited	1,052.06	127.55	67.02	99.51	1,119.08	125.44
2	Jointly Controlled Entity						
	Haldyn Heinz Fine Glass Private Limited	[227.27]	[27.55]	0.33	0.49	[226.94]	[25.44]
	Total	824.79	100.00	67.35	100.00	892.14	100.00

Sr. No.	Particulars	For F. Y. 2018-19					
		₹ in Lakhs	As a % of consolidated profit or loss	₹ in Lakhs	As a % of consolidated other comprehensive income	₹ in Lakhs	As a % of consolidated other comprehensive income
1	Parent						
	Haldyn Glass Limited	1,213.12	218.69	29.20	92.45	1,242.32	211.89
2	Jointly Controlled Entity						
	Haldyn Heinz Fine Glass Private Limited	[658.41]	[118.69]	2.39	7.55	[656.03]	[111.89]
	Total	554.71	[100.00]	31.59	100.00	586.30	100.00

NOTE 43

Other Disclosures:

43.1 During the previous financial year 2016-17, by virtue of order of Hon'ble Additional Chief Magistrate, the Company has received certain valuables and amounts as interim custody. The valuables amounting to ₹ 61.97 lakhs [P. Y. ₹ 61.97 lakhs] has been shown under Other Current Assets in Note 11. The amounts received by the Company which were earlier invested in Mutual Fund amounting to ₹ 186.40 lakhs which were shown in Note No. 4 in the previous year has been withdrawn during the current year and the sales proceeds [including profit of ₹ 29.23 lakhs] has been reinvested in Fixed Deposits with Bank, which has been reflected under Note No. 9 "Cash and Bank Balances". The corresponding liability has been shown in Note 20 "Other Financial Liabilities".

43.2 The spread of Covid-19 has severely impacted businesses around the globe, including India. There has been disruption to regular business operations during initial period due to lock-down, disruption in transportation, supply chain and other services.

The group has considered internal and certain external sources of information up to the date of approval of the financial statements in determining the impact of Covid-19 pandemic on various elements of its financial statements, The group has used the principles of prudence in applying judgments, estimates and assumptions and based on the current estimates, the group expects to fully recover the carrying amount of inventories, trade receivables, investments and other assets. The eventual outcome of impact of the global health pandemic may be different from those estimated as on the date of approval of these consolidated financial results and the group will continue to closely monitor any material changes to future economic conditions.



NOTES forming part of the Consolidated Financial Statements

- 43.3** In the opinion of the management, Current Assets, Loans and Advances are of the value stated, if realised in the ordinary course of business.
- 43.4** The figures for previous year's have been regrouped, reclassified and rearranged wherever necessary to make them comparable with that of current year's figures.

As per our Report of even date

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

S. M. Chitale
Partner
Membership No. 111383

Place : Mumbai
Date : June 29, 2020

For and on behalf of the Board

N. D. Shetty
Executive Chairman
DIN: 00025868

G. P. Chaturvedi
Chief Financial Officer
FCA-27636

T. N. Shetty
Managing Director
DIN: 00587108

Dhruv Mehta
Company Secretary
ACS No. 46874

Quality Policy

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

To achieve this, we shall

Provide reliable products at cost efficient prices

Deliver Goods on time

Manufacture products to laid down specifications

www.haldynglass.com



Haldyn® Glass Limited



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

Tel.: 91-22-42878900; Fax: 91-22-42878910; E-mail: info@haldyn.com, bombay@haldyn.com

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

Tel.: 91-2662-242339; Fax: 91-2662-245081; E-mail: baroda@haldyn.com

made
GLASS WITH CARE

NOTICE

29th Annual General Meeting

Nurturing Nature

Wednesday, September 30, 2020

at 11.30 a.m.

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





NOTICE

29th Annual General Meeting

NOTICE is hereby given that the 29th 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 29th Annual General Meeting till the conclusion of the 31st 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 29th 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 29th AGM through VC / OAVM facility and e-voting during the 29th 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
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 29th AGM and facility for those Members participating in the 29th AGM to cast vote through e-voting system during the 29th 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 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 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. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and from the website of CDSL at 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
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. 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 and 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
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.
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.
 - [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 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:

For Shareholders holding shares in Demat Form and Physical Form	
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"> ▪ 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.
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"> ▪ 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].

- [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
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

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

- [i] Members will be provided with a facility to attend the 29th 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. 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. 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 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.
- 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.
- 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 and 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, under help section or write an email to 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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel [East], Mumbai - 400013 or send an email to 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 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 24th 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 29th 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 31st 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 26th 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 26th 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. Brijhushan 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	Vast experience in managing Engg. Management, Maintenance & Planning, Project Management, Erection / Commissioning, Turnaround Management, Process Quality Assurance / Compliance, Cost Management in the Glass Industries. 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	Vast experience over five decades in glass industry	Vast experience over two decades in the manufacturing of exclusive quality glass containers. He has had practical training and gained work experience at American Glass Technologies Inc., USA.
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. Brijhushan 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.	Mr. N. D. Shetty retires by rotation at this AGM and being eligible, seeks re-appointment. 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.	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.	He is related to Mr. T. N. Shetty – Managing Director and Mr. Rohan Ajila – Non-Executive Non-Independent Director of the Company. He is not related to manager and other KMPs of the Company.	He is related to Mr. N. D. Shetty – Executive Chairman and Mr. Rohan Ajila – Non-Executive Non-Independent Director of the Company. He is not related to manager and other KMPs of the Company.

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



Haldyn[®] Glass Limited



Corporate Office: B-1201, Lotus Corporate Park, Off. Western Express Highway,
Goregaon (East), Mumbai - 400 063. Maharashtra, India.
Tel.: 91-22-42878900; Fax: 91-22-42878910; E-mail: info@haldyn.com, bombay@haldyn.com

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

made
GLASS WITH CARE