

Ref: BBY/CS/001/18/18

September 5, 2018

The BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Tower
Dalal Street,
Mumbai 400 023
Fax No. 22723121/22723719

Company Scrip Code: 515147

Dear Sir,

NOTICE OF AGM AND BOOK CLOSURE , RECORD DATE / DECLARATION OF DIVIDEND

We enclose herewith copy of the Notice of the Twenty-Seventh Annual General Meeting of the Members of the Company scheduled to be held on Thursday, September 27 2018 at the Registered Office of the Company at Village Gavasad, Taluka Padra, District Vadodara – 391 430, for the year ended March 31, 2018.

RECOMMENDATION OF DIVIDEND

Pursuant to the Clause 42 of LODR, we wish to inform you that as intimated to you earlier on May 24, 2018, that, the Directors recommended a Dividend of Re. 0.30 per Equity Share of Re.1 each (30%) for the year ended March 31, 2018(in the Board Meeting held on May 24, 2018).

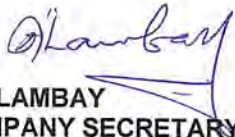
The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 21, 2018 to Thursday, September 27, 2018 (both days inclusive).

The notice of the Annual General Meeting together with the Annual Report is being sent to the members of the Company, and is also available on the website of the Company at www.haldynglass.com

Kindly take this on your record and acknowledge the receipt.

Thanking you,

Yours faithfully
For HALDYN GLASS LIMITED


A.A.LAMBAY
COMPANY SECRETARY



Encl: As above





HALDYN GLASS LIMITED

CIN : L51909GJ1991PLC015522

Notice

27TH Annual General Meeting

Thursday, September 27, 2018

at 11.30 a.m.

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



HALDYN GLASS LIMITED

CIN : L51909GJ1991PLC015522

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

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

NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the Members of HALDYN GLASS LIMITED will be held on Thursday, September 27, 2018 at 11:30 a.m. at the Registered Office of the Company at Village Gavasad, Taluka Padra, Dist. Vadodara - 391 430 to transact the following business :

Ordinary Business

- 1] To consider and adopt [a] the Audited Financial Statement of the Company for the financial year ended March 31, 2018 and the Reports of the Board of Directors and Auditors thereon; and [b] the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 and the Report of the Auditors thereon and, in this regard, to pass the following resolutions, as Ordinary Resolutions :
 - a] "RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2018 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, 2018 and the Report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."
- 2] To declare a dividend on Equity Shares for the financial year ended March 31, 2018 and, in this regard, to pass the following resolution as an Ordinary Resolution :

"RESOLVED THAT a dividend at the rate of 30% i.e. ₹ 0.30 [Thirty Paise only] per Equity Share of ₹ 1.00 [One rupee] each, fully paid of the Company be and is hereby declared for the financial year ended March 31, 2018 and the same be paid, as recommended by the Board of Directors, out of the profits of the Company for the financial year ended March 31, 2018."
- 3] To appoint a Director in place of Mr. N. D. Shetty [DIN: 00025868], who retires by rotation and, being eligible, offers himself for re-appointment.
- 4] To consider and, if thought fit, to pass, the following Resolution as an Ordinary Resolution :

"RESOLVED that, pursuant to sections 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 ["the Act"] read with the Companies [Audit and Auditors] Rules, 2014 [including any modifications or re-enactment thereof for the time being in force] and pursuant to the recommendations of the Audit Committee and the Board of Directors and the resolution passed by the Members at the 24th Annual General Meeting of the Company held on September 29, 2015, the appointment of Messrs Mukund M. Chitale & Co., Chartered Accountants, [Firm Registration No. 106655W] as the Auditors of the Company to hold the office from the conclusion of the 27th Annual General Meeting until the conclusion of the 29th Annual General Meeting of the Company to be held in the year 2020 be and is hereby ratified and confirmed and the Board of Directors be and is hereby authorised to fix the remuneration of the Auditors.

Special Business

- 5] **Continuation of Mr. L. Rajagopalan [DIN 00063935] as the Non-Executive Independent Director of the Company.**

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

"RESOLVED THAT in furtherance of the ordinary resolution passed by the Members at the 23rd Annual General Meeting of the Company held on September 09, 2014 and pursuant to Regulation 17 of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 as amended by SEBI [Listing Obligations and Disclosure Requirements] [Amendment] Regulations, 2018 effective from April 01, 2019 and all applicable provision[s] of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded for the continuance of the directorship of Mr. L. Rajagopalan [DIN 00063935], who had attained the age of 81 years on July 01, 2018, to hold office as a Non-Executive Independent Director of the Company up to the end of his term on September 08, 2019.



RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to do all such acts, deeds, things and matters as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.

6] Continuation of Mr. Farrokh Sorab Broacha [DIN 00198990] as the Non-Executive Independent Director of the Company.

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

"RESOLVED THAT in furtherance of the ordinary resolution passed by the Members at the 23rd Annual General Meeting of the Company held on September 09, 2014 and pursuant to Regulation 17 of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 as amended by SEBI [Listing Obligations and Disclosure Requirements] [Amendment] Regulations, 2018 effective from April 01, 2019 and all applicable provision[s] of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded for the continuance of the directorship of Mr. Farrokh Sorab Broacha [DIN 00198990] who had attained the age of 80 years on June 14, 2018, to hold office as the Non-Executive Independent Director of the Company up to the end of his term on September 08, 2019.

RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorized to do all such acts, deeds, things and matters, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.

7] Continuation of Mrs. Kishori Jayendra Udeshi [DIN 01344073] as the Non-Executive Independent Director of the Company.

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

"RESOLVED THAT in furtherance of the ordinary resolution passed by the Members at the 23rd Annual General Meeting of the Company held on September 09, 2014 and pursuant to Regulation 17 of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 as amended by SEBI [Listing Obligations and Disclosure Requirements] [Amendment] Regulations, 2018 effective from April 01, 2019 and all applicable provision[s] of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded for the continuance of the directorship of Mrs. Kishori Jayendra Udeshi [DIN 01344073], who will attain the age of seventy five years on October 13, 2018, to hold office as the Non-Executive Independent Director of the Company up to end of her term on September 08, 2019.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such acts, deeds, things and matters, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.

8] Continuation of Mr. Rolf Eberhard Von Bueren [DIN 01484448] as the Non-Executive non-Independent Director of the Company.

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

"RESOLVED THAT in furtherance of the ordinary resolution passed by the Members at the 23rd Annual General Meeting of the Company held on September 09, 2014 and pursuant to Regulation 17 of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 as amended by SEBI [Listing Obligations and Disclosure Requirements] [Amendment] Regulations, 2018 effective from April 01, 2019 and all applicable provision[s] of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded for the continuance of the directorship of Mr. Rolf Eberhard Von Bueren [DIN 01484448] who will attain the age of 78 years, on August 14, 2018, to hold office as the Non-Executive Non-Independent Director of the Company and liable to retire by rotation.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and is hereby authorized to do all such acts, deeds, things and matters, as may be required to give effect to this resolution and to do all things incidental and ancillary thereto.

By Order of the Board
A. A. Lambay

Company Secretary
FCS No. 8569

Registered Office:

Village Gavasad, Taluka Padra
Dist. Vadodara 391430, Gujarat

Place : Mumbai

Date : August 10, 2018



NOTES :

- [a] The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Items no 4 to 8 set out above in the Notice is annexed hereto.
- [b] 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 AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY DULY COMPLETED AND SIGNED SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY- EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY CANNOT VOTE ON E-VOTING.
- [c] A person can act as a proxy on behalf of members not exceeding 50 in number and holding in the aggregate not more than 10 percent of the total share capital of the Company carrying voting rights. A member holding more than 10 percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other member.
- [d] If a person is appointed as proxy for more than 50 members, he shall choose any 50 members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case the proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
- [e] Members / Proxies should bring the Attendance Slip enclosed in the Annual Report, duly filled in, along with the Annual Report for attending the Meeting.
- [f] The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, September 21, 2018 to Thursday, September 27, 2018 [both days inclusive].
- [g] The dividend as recommended by the Board, if approved at the meeting, will be paid on or after October 05, 2018 to those shareholders whose names appear in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / its Registrar and Share Transfer Agents on or before Thursday, September 20, 2018 and whose names appear as beneficial owners in the list of beneficial owners as furnished by National Securities Depository Limited and / or Central Depository Services [India] Limited in respect of the shares held in Demat form for this purpose
- [h] Members are requested to notify any change in their address:
 - [i] to their Depository Participants [DPs] in respect of shares held in Demat form; and
 - [ii] to the Registrar and Share Transfer Agents of the Company, Universal Capital Securities Pvt. Ltd, 21, Shakil Niwas, Mahakali Caves Road, Andheri [East], Mumbai 400 093, in respect of shares held in physical form, quoting their folio numbers.

As per SEBI Circular No. MRD/DOP/Cir-05/2009 dated May 29, 2009, it is mandatory to quote Permanent Account Number [PAN] for transfer of shares in physical form. Therefore, the transferee[s] is [are] required to submit a self-attested PAN card copy to the Registrar and Share Transfer Agents of the Company for registration of transfer of shares.

- [i] Members desiring any information on the accounts or operations of the Company are requested to forward their queries to the Company at least eight days prior to the date of the Meeting so that the required information is made available at the Meeting.
- [j] Electronic copy of the Annual Report for 2017-18 is being sent to all members whose e-mail IDs are registered with the Registrar and Share Transfer Agents / Depository Participant, unless any member has requested for a hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the Annual Report are being sent in the permitted mode.
- [k] In order to provide protection against fraudulent encashment of the warrants / dividend drafts, members holding shares in physical form are requested to intimate the Registrar and Share Transfer Agents under the signature of the Sole / First Joint holder, the following information to be incorporated on the Dividend Warrants / Dividend Drafts: [i] Name of the Sole / First joint holder and the folio number, [ii] Particulars of the Bank Accounts viz., [1] Name of the Bank, [2] Name of the Branch, [3]



Complete address of the Bank with Pin code number,[4] Account Type, whether Saving Account or Current Account and [5] Bank Account number.

- [j] The Company has transferred the unpaid or unclaimed dividends declared up to financial year 2009-10, from time to time, to the Investor Education and Protection Fund [IEPF] established by the Central Government. Dividend for the financial year ended March 31, 2011 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred by the Company to IEPF. Members who have not so far encashed dividend warrant(s) / dividend drafts for the year ended March 31, 2011 are requested to seek issue of duplicate warrant(s) / fresh dividend draft(s) by writing to the Company's Registrar and Share Transfer Agents, immediately. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on September 27, 2017 [date of the previous Annual General Meeting] 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.
- [m] 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 2017-18, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. October 31, 2017. 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.
- [n] Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the weblink: <http://iepf.gov.in/IEPFA/refund.html> or contact M/s. Universal Capital Securities Private Limited ["RTA"] for lodging claim for refund of shares and / or dividend from the IEPF Authority.
- [o] **SEBI has decided that securities of listed companies can be transferred only in dematerialised form with effect from December 05, 2018. In view thereof and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.**
- [p] The Ministry of Corporate Affairs has undertaken a "Green Initiative in the Corporate Governance" and allowed companies to share documents with its shareholders through the electronic mode. Members are requested to support this green initiative by registering / updating their e-mail addresses in respect of shares held in dematerialised form with their respective Depository Participants and in respect of shares held in physical form with the Company or its Registrar & Share Transfer Agents M/s. Universal Capital Securities Pvt. Ltd, Unit: Haldyn Glass Limited, 21, Shakil Niwas, Mahakali Caves Road, Andheri [East] Mumbai- 400 093, E-mail: info@unisec.in.
- [q] Attendance Slip and a proxy form for the Twenty-Seventh Annual General Meeting has been enclosed in the Annual Report.
- [r] Voting through Electronic means
- I. Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies [Management and Administration] Rules, 2014, and Regulation 44 of the Securities and Exchange Board of India [Listing Obligations & Disclosures Requirements], Regulations, 2015, the Company is pleased to provide its 'remote e-voting' [e-voting from a place other than the venue of the Annual General Meeting] facility through Central Depository Services [India] Limited [CDSL] as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice for the 27th Annual General Meeting [AGM] of the Company, dated August 10, 2018. The e-voting facility is available at the link www.evotingindia.com.
 - II. The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the 27thAGM. The members attending the meeting who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

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



The instructions to members for voting electronically are as under :

- (i) The remote e-voting period commences on Sunday, September 23, 2018 [09:30 a.m.] and ends on Wednesday, September 26, 2018 [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] Thursday, September 20, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders/ Members
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department [Applicable for both demat shareholders as well as physical shareholders]</p> <ul style="list-style-type: none">▪ Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number which is mentioned in address label as sr no affixed on Annual Report, in the PAN field.▪ In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth [DOB]	<p>Enter the Dividend Bank Details or Date of Birth [in dd/mm/yyyy format] as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">▪ If both the details are not recorded with the depository or the company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction [v].

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



- (xii) Click on the EVSN of Haldyn Glass Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders [i.e. other than Individuals, HUF, NRI etc.] and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account [s] for which they wish to vote on.
 - The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney [POA] which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system and forward one copy of the same documents to the scrutinizer at csdoshiac@gmail.com for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ["FAQs"] and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- (xxii) A copy of this notice has been placed on the website of the Company and the website of CDSL.
- (xxiii) The Scrutinizer shall, immediately after the conclusion of voting at the Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the meeting, a consolidated Scutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same. The Chairman or the person authorized by him in writing shall declare the result of the voting forthwith in the format prescribed under Regulation 44 [3] of the SEBI [LODR] Regulations, 2015.
- (xxiv) The results declared along with the Scrutinizer's Report shall immediately be placed on the Company's website www.haldynglass.com. The said results shall also be communicated to BSE Limited which shall place it on its website thereafter.



EXPLANATORY STATEMENT

Pursuant to Section 102[1] of the Companies Act, 2013["the Act"],

Item No. 4

At the 24th Annual General Meeting [AGM] held on September 29, 2015, Members had approved the appointment of Messrs Mukund M. Chitale & Co., Chartered Accountants, [Firm Registration No. 106655W] as Auditors of the Company to hold office until the conclusion of the 29th Annual General Meeting of the Company to be held in the year 2020, subject to ratification of the appointment by the Members at every AGM held thereafter.

In terms of the requirement of the first proviso to Section 139[1], Members are requested to ratify the appointment of Auditors to hold office until the conclusion of the 29th AGM of the Company to be held in the year 2020.

Item No. 5

Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] [Amendment] Regulations, 2018, has notified on May 09, 2018 which requires every listed company to pass a special resolution for appointing or continuing the directorship of Non-Executive Director on attaining the age of 75 years. This amendment will come into effect from 1st April, 2019.

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

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

Mr. L. Rajagopalan [DIN 00063935] [Age: 81 years] is a Non-Executive Independent Director of the Company.

He has been associated with the Company as Director since 1994. The Company has been benefited by his expertise and extensive exposure and experience in various aspects of corporate management. He has a Master's degree in Economics and a Bachelor's degree in law. He is also a Fellow Member of the Institute of Company Secretaries of India holding a Certificate of Practice from that Institute. He was appointed as a Non-Executive Independent Director by the Members at the 23rd AGM of the Company held on September 09, 2014 for a period of 5 years from September 09, 2014 to September 08, 2019".

The Nomination and Remuneration Committee ["the Committee"] and the Board of Directors of the Company ["the Board"] are of the view that in order to take advantage of Mr. L. Rajagopalan's counsel and advice, especially in the corporate management, it would be appropriate that he continues to serve on the Board till the completion of his present term of appointment as already approved by the Members. Accordingly, the Board at its meeting held on August 10, 2018, on the recommendation of the Committee, recommended for the approval of the Members, continuation of Mr. L. Rajagopalan as an Independent Director of the Company till the completion of his present term i.e. up to September 08, 2019, on the existing terms and conditions.

Except Mr. L. Rajagopalan none of the Director[s] and/or Key Managerial Personnel and their relative[s] is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution as set out at Item No 5 of the Notice.

The Board recommends the Special Resolution for continuation of Directorship of Mr. L. Rajagopalan as a Non-Executive Independent Director up to the end of his current term on 08th September, 2019 for the approval by the Members of the Company.

Item No. 6

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

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

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



Mr. Farrokh Sorab Broacha [DIN: 00198990] [Age 80 years] is a Non-Executive Independent Director of the Company.

He has been associated with the Company as Director since 1991. The Company has been benefited by his expertise in Corporate Law. Mr. Broacha is a corporate lawyer having several years' experience with M/s. Mulla and Mulla and Craigie, Blunt & Caroe, as also with M/E. Crawford Mayley & Co. He is also an Advocate of the High Court, Bombay. He was appointed as a Non-Executive Independent Director by the Members at the 23rd AGM of the Company held on September 09, 2014 for a period of 5 years from September 09, 2014 to September 08, 2019.

The Nomination and Remuneration Committee [the Committee] and the Board of Directors of the Company [the Board] are of the view that in order to take advantage of Mr. Farrokh Sorab Broacha counsel and advice especially in Corporate Law, it would be appropriate that he continues to serve on the Board till the completion of his present term of appointment as already approved by the Members. Accordingly, the Board at its meeting held on August 10, 2018, on the recommendation of the Committee, recommended for the approval of the Members, continuation of Mr. Farrokh Sorab Broacha as an Independent Director of the Company till the completion of his present term i.e. up to September 08, 2019, on the existing terms and conditions.

Except Mr. Farrokh Sorab Broacha none of the Director[s] and/or Key Managerial Personnel and their relative[s] is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution as set out at Item No 6 of the Notice.

The Board recommends the Special Resolution for continuation of Directorship of Mr. Farrokh Sorab Broacha as a Non-Executive Independent Director up to the term end of his current term September 08, 2019 for the approval by the Members of the Company.

Item No.7

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

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

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

Mrs. Kishori Jayendra Udeshi [DIN 01344073] [Age 74 years] is a Non-Executive Independent Director of the Company.

She has been associated with the Company as Director since 2008. The Company has been benefited by her expertise in banking, finance and management. Mrs. Udeshi has expertise in banking, finance and management having worked with the Reserve Bank of India ["RBI"] in various senior positions including as Deputy Governor of RBI. She was appointed as a Non-Executive Independent Director by the Members at the 23rd AGM of the Company held on September 09, 2014 for a period of 5 years from September 09, 2014 to September 08, 2019.

Mrs. Kishori Jayendra Udeshi will attain the age of seventy five years on October 13, 2018

The Nomination and Remuneration Committee [the Committee] and the Board of Directors of the Company [the Board] are of the view that in order to take advantage of Mrs. Kishori Jayendra Udeshi's counsel and advice, especially in banking, finance and management sector, it would be appropriate that she continues to serve on the Board till the completion of her present term of appointment as already approved by the Members. Accordingly, the Board at its meeting held on August 10, 2018, on the recommendation of the Committee, recommended for the approval of the Members, continuation of Mrs. Kishori Jayendra Udeshi's as an Independent Director of the Company till the completion of her present term i.e. up to September 08, 2019, on the existing terms and conditions.

Except Mrs. Kishori Jayendra Udeshi none of the Director[s] and/or Key Managerial Personnel[s] and their relative[s] is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution as set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution for continuation of Directorship of Kishori Jayendra Udeshi as a Non-Executive Independent Director up to the term end of his current term 08th September, 2019 for the approval by the Members of the Company.



Item No.8

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

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

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

Mr. Rolf Eberhard Von Bueren [DIN 01484448] [Age 78 years] is a Non-Executive Non-Independent Director of the Company.

He has been associated with the Company as Director since 1994. The Company has been benefited by his expertise in corporate sector. He is an Industrialist. He was appointed as Non-Executive Non-Independent Director by the Members at the 24th AGM of the Company held on September 29, 2015.

The Nomination and Remuneration Committee [the Committee] and the Board of Directors of the Company [the Board] are of the view that in order to take advantage of Mr. Rolf Eberhard Von Bueren counsel and advice, especially in Corporate sector, it would be appropriate that he continues to serve on the Board till the completion of his present term of appointment as already approved by the Members. Accordingly, the Board at the meeting held on August 10, 2018, on the recommendation of the Committee, recommended for the approval of the Members, continuation of Mr. Rolf Eberhard Von Bueren as a Non Executive Non Independent Director of the company, liable to retire by rotation.

Except Mr. Rolf Eberhard Von Bueren none of the Director[s] and/or Key Managerial Personnel[s] and their relative[s] is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution as set out at Item No 8 of the Notice.

The Board recommends the Special Resolution for continuation of Directorship of Mr. Rolf Eberhard Von Bueren as a Non-Executive non Independent Director liable to retire by rotation.

DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING IN PURSUANT TO REGULATION 36[3] OF THE SEBI [LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS] REGULATIONS 2015

Name of the Director	Mr. N. D. Shetty	Mr. L. Rajagopalan	Mr. Farrokh Sorab Broacha	Mrs. Kishori Jayendra Udeshi	Mr. Rolf Eberhard Von Bueren
Date of Birth	August 12, 1940	July 01, 1937	June 14, 1938	October 13, 1943	August 14, 1940
Director Identification Number	00025868	00063935	00198990	01344073	01484448
Date of Appointment	April 25, 1991	August 08, 2014	April 25, 1991	July 30, 2008	February 10, 2015
Relationship between Directors' Inter-se	Promoter-Director related to Mr. T. N. Shetty and Mr. R. Y. Ajila	Not related to any Director of the Company	Not related to any Director of the Company	Not related to any Director of the Company	Not related to any Director of the Company
Qualification and Expertise	Experience of nearly five decades in the Glass Industry [intermediate]	M.A. [Economics] LL.B. and Fellow Member of ICSI.	Corporate Lawyer, Advocate High Court, Bombay, has several years of experience with Mulla & Mulla and Craigie, Blunt & Caroe and M/s. Crawford Bayley & Co.	M.A. [Economics], CAIIB, DBM. Worked with Reserve Bank of India in various positions and retired as Deputy Governor. Expertise in Banking, Finance and Management	Graduate Industrialist



Name of the Director	Mr. N. D. Shetty	Mr. L. Rajagopalan	Mr. Farrokh Sorab Broacha	Mrs. Kishori Jayendra Udeshi	Mr. Rolf Eberhard Von Bueren
Directorship held in other public / private companies	1. Haldyn Corporation Limited 2. Lotus Arts De Vivre [I] Pvt. Ltd.	1. Transpek- Silox Industry Pvt. Ltd. 2. TML Industries Limited	1. Fouress Engineering [India] Ltd. 2. The Rubber Products Limited	1. Ion Exchange [India] Ltd. 2. Shriram Transport Finance Co. Ltd. 3. Thomas Cook [India] Ltd. 4. HSBC Asset Management [India] Pvt. Ltd. 5. Elantas Beck India Ltd. 6. Shriram Automall India Ltd. 7. SOTC Travel .Ltd. 8. Kalyan Jewellers India Ltd.	1. J. V. Control Limited, Thailand 2. Lotus Art De Vivre[s] Pte Ltd 3. Lotus Art De Vivre [I] Pvt. Ltd. 4. Ecobuilt Packaging[M] Sdn. Bhd, Malaysia 5. Population and Development International 6. Millennium Hilton Bangkok Hotel
Membership / Chairmanship of Committee across other public companies, if any	1. Haldyn Corporation Limited Chairman- Share Transfer Committee	1. Transpek - Silox Industry Pvt Ltd Chairman- Audit Committee Member- Nomination & Remuneration Committee and CSR Committee	1. Fouress Engineering [India] Ltd. Member- Audit Committee 2. The Rubber Products Limited Audit Committee and Remuneration Committee	1. Ion Exchange [India] Ltd Member- CSR Committee & Share transfer Committee 2. Shriram Transport Finance Co. Ltd. Member-Audit Committee CSR Committee Alcu Committee 3. Thomas Cook [India] Ltd. Member- Audit Committee Chairman- Nomination & Remuneration Committee and CSR Committee 4. Elantas Beck India Ltd. Member- CSR Committee	Nil



Name of the Director	Mr. N. D. Shetty	Mr. L. Rajagopalan	Mr. Farrokh Sorab Broacha	Mrs. Kishori Jayendra Udeshi	Mr. Rolf Eberhard Von Bueren
				5. Shriram Automall India Ltd. Chairman- Audit Committee 6. SOTC Travel Ltd. Member- Audit Committee Nomination & Remuneration Committee and CSR Committee	
Number of Equity Shares of ₹ 1 each held	7,63,960	Nil	Nil	Nil	Nil

Route / Venue Map



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