

POSTAL BALLOT

Notice pursuant to Section 110 of Companies Act, 2013 read with Companies [Management and Administration] Rules, 2014

Dear Members,

Notice is hereby given pursuant to Section 110 of Companies Act, 2013 [including any statutory modification[s] or re-enactment[s] thereof, for time being in force], read with the rule 22 and any other applicable rules of the Companies [Management and Administration] Rules, 2014 and other applicable provisions, if any, that the Company is seeking the Members' consent to pass the proposed Special Resolutions as enclosed herewith by way of Postal Ballot, more specifically described in the Statement annexed to the Notice.

Accordingly, the said Resolutions alongwith the Statement annexed to the Notice are being sent to you along with a Postal Ballot Form for your consideration.

The Board has appointed Mr. Ashish C. Doshi, Partner of SPANJ & ASSOCIATES, Company Secretaries, as Scrutinizer for conducting the voting process through Postal Ballot in accordance with the law and in a fair and transparent manner.

The Board has appointed Mr N. D. Shetty, Executive Chairman and Mr. T. N. Shetty, Managing Director, of the Company as the persons responsible for the entire Postal Ballot process.

As per the requirement of the Section 110 of the Companies Act, 2013 read with the Companies [Management and Administration] Rules, 2014 and Clause 35B of the Listing Agreement, the Company has given an option to the members holding shares in demat form and in physical form, to vote on the postal ballot by way of electronic voting / e-voting to enable members to cast their vote electronically. Voting by electronic mode may be a more convenient means for exercising the voting rights and may help to increase members' participation in the decision-making process.

The Company has appointed Central Depository Services [India] Limited to provide e-voting facility to its members. Members having shares in demat form and in physical form may vote either by way of Postal Ballot Form or by way of e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.

You are requested to carefully read the e-Voting instructions attached alongwith the Postal Ballot Form, before casting your vote on e-Voting site: www.evotingindia.com.

You are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed [no other form or photocopy thereof is permitted], in case of physical voting, in the attached self addressed business reply envelope [if posted in India] so as to reach to the Scrutinizer or cast the votes by electronic mode, as applicable, not later than working hours [6.00 p.m.] on 07.10.2015. Upon completion of the scrutiny of the forms, the Scrutinizer shall submit his report to the Company.

Mr. N. D. Shetty, Executive Chairman, and Mr. T.N. Shetty, Managing Director, or any person authorized by the Board of Directors of the Company will announce the result of the postal ballot on October 10, 2015, at the Registered Office of the Company, besides being communicated to the Stock Exchange on which the Company's Equity Shares are listed. The results will also be published in the newspaper circulating in the district in which the Registered Office of the Company is located and will be displayed on the web-site of the Company at www.Haldynglass.com for the information of the Members. The date of declaration of the results of postal ballot will be taken to be the date of passing of the Resolution.

Accordingly, this Notice is hereby given to the Members of the Company, for seeking the approval of the members by way of Postal Ballot, for the following Special Resolutions, together with the Statement as required under Section 102 of the Companies Act, 2013 setting out the material facts and reasons for the Resolutions, along with a Postal Ballot Form for your consideration:

1] To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

"RESOLVED that pursuant to section 186 and other applicable provisions, if any, of the Companies Act, 2013 ["the Act"] read with the Companies [Meetings of Board and its Powers] Rules, 2014 ["the said Rules"], and subject to such approvals consents and permissions as may be required under the provisions of other applicable laws, consent of the members be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person[s] authorized by the Board to exercise the powers conferred on the Board by this Resolution], to:

- a] give loans to any person or body corporate [including subsidiaries and Joint Venture Companies, if any, of the Company],
- b] give guarantees or provide securities in connection with loans to any other body corporate or person [including subsidiaries and Joint Venture Companies, if any, of the Company], and
- c] acquire by way of subscription purchase or otherwise the securities of any other body corporate, [including subsidiaries and Joint Venture Companies, if any, of the Company]

exceeding [i] 60% of its paid-up share capital, free reserves and securities premium account, or [ii] 100% of its free reserves and securities premium account, whichever is more; Provided that the aggregate amount of such loans, guarantees, securities and acquisitions collectively outstanding at any time shall not exceed a sum of Rs. 50 Crores over and above 60% of the paid up share capital, free reserves and securities premium or 100% of free reserves and securities premium as per the Company's last audited Balance Sheet, whichever is more.

RESOLVED FURTHER that so long as the aggregate amount outstanding on the investments, loans, guarantees, securities and acquisitions aforesaid is within the aforesaid limit, nothing herein contained shall be deemed to restrict the power of the Board, Committee or authorized person aforesaid to give new/fresh loans, guarantees, securities or to make new/fresh acquisitions without obtaining any further prior approval for any such new/fresh or additional loans, guarantees, securities or acquisitions or any variation, extension or renewal thereof or any alteration of any term or condition thereof;

AND RESOLVED FURTHER that the Board, Committee or person authorized as aforesaid shall be entitled to exercise all such powers and authorities and to do all such acts, deeds, matters, and things, as may be necessary, proper or desirable for implementing and giving effect to the aforesaid Resolution."

2] To consider and, if thought fit, to pass, with or without modification, the following Resolution as a Special Resolution:

"RESOLVED that in supersession of the resolution passed at the Twenty-third Annual General Meeting of the Company held on September 09 2014 and pursuant to the provisions of section 180[1][a] other applicable provisions, if any, of the Companies Act, 2013 ["the Act"] read with the Companies [Meetings of Board and its Powers] Rules 2014 ["the said Rules"], consent of the Company be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as "the Board"] to sell, lease, mortgage, hypothecate and/or charge, in addition to the existing leases, mortgages, hypothecations and charges created by the Company, on such terms and conditions as the Board may deem fit, on all/any part of the movable and/or immovable properties of the Company, wherever situate, both present and future, and/or the whole or substantially the whole of the undertaking of the Company in favour of Banks, Financial Institutions, Corporate Bodies and/or Lending Agencies or other persons to secure the loans and other credit facilities together with interest, costs, charges, expenses and any other money payable by the Company upto a sum not exceeding ₹ 250.00 crores [Rupees two Hundred Fifty crores only].

RESOLVED FURTHER that the Board be and is hereby authorized to finalize with such Banks, Financial Institutions, Lending Agencies and/or any other person the documents for creating or modifying the aforesaid mortgages, charges and/or hypothecations, including working, amendments, changes, variations thereto from time to time as it may think fit and to do all such acts, deeds, matters and things as may be necessary or expedient for the purpose of giving effect to this resolution."

Place : Mumbai
Date : August 14, 2015

By Order of the Board

Registered Office:
Village Gavasad, Taluka Padra
Dist. Vadodara 391430

A. A. Lambay
Company Secretary
ACS No. 17450

NOTES:

1. The relative Statement under Section 102 of the Companies Act, 2013, as applicable & in force, setting out material facts is annexed hereto.
2. All documents referred to in the accompanying Notice and the Statement are open for inspection at the registered office of the Company by any member, without any fee, during normal business hours on working days between 11:00 a.m. to 6:00 p.m. up to October 07, 2015.
3. A member desiring to exercise vote by e-Voting / physical Postal Ballot Form is requested to carefully read the instructions printed on the Postal Ballot Form, as applicable, and cast their votes in electronic mode / return the duly completed form in the attached self-addressed business reply envelope, so as to reach the Scrutinizer at Universal Capital Securities Private Limited, Unit – Haldyn Glass Limited 21, Shakil Niwas, Mahakali Caves Road, Andheri [East], Mumbai – 400 093 on or before 6:00 p.m., on October 07, 2015. The Postal Ballot Forms received after this date will be treated as if the reply from the member has not been received.
4. Only a Member entitled to vote is entitled to exercise his/her vote through Postal Ballot. Any person other than the member of the Company receives this notice should treat it as intimation only.

Statement pursuant to Section 102 of the Companies Act, 2013 as applicable & in force:

Item No. 1

As per the provisions of Section 186 of the Companies Act, 2013 ["the Act"] the Company cannot directly or indirectly

- a] give loans to any person or body corporate [including subsidiaries and Joint Venture Companies, if any, of the Company],
- b] give guarantees or provide securities in connection with loans to any other body corporate or person [including subsidiaries and Joint Venture Companies, if any, of the Company], and
- c] acquire by way of subscription purchase or otherwise the securities of any other body corporate, [including subsidiaries and Joint Venture Companies, if any, of the Company]

exceeding [i] 60% of its paid-up share capital, free reserves and securities premium account, or [ii] 100% of its free reserves and securities premium account, whichever is more, except with the prior approval of members by means of a special resolution passed at a general meeting.

As at 1st April 2015, the Company's paid-up share capital and free reserves stood at ₹ 537.52 Lakhs and ₹ 10,240.82 Lakhs respectively, while the security premium account stood at ₹ 592.75 Lakhs. The aggregate of actual investments made, loans granted and guarantees given and securities provided as on the date above said stood at ₹ 24.66 Lakhs.

To attain greater financial flexibility and to enable optimal financing structure, your permission is sought to empower the Board of Directors or any duly constituted Committee thereof or any person[s] duly authorized by the Board, to make further investments in any other body corporate, provide loans, give guarantees and provide securities in connection with loans for an aggregate amount shall not exceed a sum of Rs. 50 Crores over and above 60% of the paid up share capital, free reserves and securities premium or 100% of free reserves and securities premium as per the Company's last audited Balance Sheet, whichever is more.

The investment[s], loans[s], guarantee[s] and security [ies], as the case may be, will be made in accordance with the applicable provisions of the Act, and the Rules made hereunder.

In accordance with Section 186[4] of the Act the Company shall disclose to the members in the financial statement full particulars of loans given, investments made, guarantee given and securities provided as also the purpose for which the loan or guarantee or security is proposed to be utilized by the recipient of the loan or guarantee or security shall be disclosed to members in the financial statement

As per the provisions of Rule 22[16][i] of the Companies [Management and Administration] Rules 2014 the resolution for giving loan or extending guarantee or providing security in excess of the limit specified under Section 186[2] of the Act has to be passed through Postal Ballot [which includes e-voting].

The Board recommends the resolution at Item 1 of the Notice for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are in any way concerned or interested in the proposed Special Resolution save and except to the extent of their directorships/ shareholdings, if any, in any of the entities mentioned in the resolution.

Item No. 2

Your Company is exploring various opportunities for all round growth of the Company through expansion, diversification and embarking upon various projects in India. With a view to meet the capital expenditure and other funding requirements for the above purposes, the Company may require to borrow funds from time to time by way of loans and/or issue of Bonds, Debentures or other Securities from various lenders. The borrowing would require to be secured by creation of mortgage, hypothecation and/or charge in favour of the lenders on such movable and immovable properties of the Company, present and future, as may be mutually agreed with the lenders. Therefore, your Directors propose to pass a resolution under Section 180[1][a] of the Companies Act, 2013 for creation of mortgage, hypothecation and/or charge for an amount not exceeding the borrowing limit of Rs. 250.00 crores [Rupees Two Hundred Fifty crores Only]. The Board recommends the Special Resolution for your approval.

None of the Directors or Key Managerial Personnel of the Company and their respective relatives is in any way concerned or interested, financially or otherwise, in the proposed Special Resolutions.

The Board recommends the resolution set forth in Item no. 2 for the approval of the members as a special resolution.

Place : Mumbai
Date : August 14, 2015

By Order of the Board

Registered Office:
Village Gavasad, Taluka Padra
Dist. Vadodara 391430

A. A. Lambay
Company Secretary
ACS No. 17450



Haldyn Glass Limited

CIN No: L51909GJ1991PLC015522

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

Phone: 02662 242339, Fax: 02662 245081, Web: www.haldynglass.com, Email: baroda@haldyn.com

POSTAL BALLOT FORM

[To be returned to the Scrutinizer appointed by the Company]

Sr. No. :

[1] Name and Registered address of the Sole /First named Shareholder :

[2] Name[s] of the joint holder[s] [if any] :

[3] Registered Folio No. / Client ID/ DP ID No.* :
*[Applicable to Members holding shares in dematerialized form]

[4] Number of shares held :

I/We hereby exercise my/our vote in respect of the Special Resolution[s] to be passed through Postal Ballot for the business stated in the notice of the Company dated August 14, 2015 by sending my/our assent or dissent to the said Resolution by placing the tick [√] mark at the appropriate box below. [Tick in both boxes will render the ballot invalid]

Item No.	Description	No. of Shares	For	Against
			I/We assent to the resolution	I/We dissent to the resolution
1	The Board or any person[s] authorized by the Board to exercise the powers conferred on the Board by this Resolution, to: a) give loans to any person or body corporate [including subsidiaries & Joint Venture Companies, if any, of the Company], b) give guarantees or provide securities in connection with loans to any other body corporate or person [including subsidiaries, & Joint Venture Companies, if any, of the Company], and c) acquire by way of subscription purchase or otherwise the securities of any other body corporate, [including subsidiaries, & Joint Venture Companies, if any, of the Company],			
2	Special Resolution to create charge / mortgage / encumbrance and / or hypothecate, sell, transfer, assign or otherwise dispose of property of the company			

Place :

Date :

[Signature of the Shareholder / Power of Attorney holder]

Note: Please read carefully the instructions printed hereunder before exercising the vote.

INSTRUCTIONS

- The voting rights for the shares are one vote per equity share, registered in the name of the shareholders/ beneficial owners as on August 28, 2015.
- Voting by Postal Ballot, in physical form or e-Voting, can be exercised only by the shareholder or his / her duly constituted attorney or, in case of bodies corporate, the duly authorized person by Board Resolution. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
- Voting period commences on and from September 07, 2015 at 10.00 a.m., and ends on October 07, 2015 at 6.00 p.m.
- The result of the voting on the Resolutions will be declared at the registered office of the Company on or before October 10, 2015 at 6.00 p.m.
- A member need not use all his / her votes or cast his/her votes in the same way.
- Shareholders can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case the member has exercised the vote in physical as well as electronic mode, the vote by electronic mode only will be considered.
- The Scrutinizer's decision on the validity of a Postal Ballot shall be final.
- Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to: cosec@haldyn.com

Instructions for voting by Physical Postal Ballot Form

- A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and after signature send it to the Scrutinizer in the attached self-addressed postage pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member but using the postage pre-paid envelope will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar / Depository. In case, shares are jointly held, this Form should be completed and signed [as per specimen signature registered/recorded with the Registrar / Depository] by the first named member and in his/her absence, by the next named member. Holders of Power of Attorney [POA] on behalf of member may vote on the Postal Ballot mentioning the registration No. of the POA or enclosing an attested copy of POA. Unsigned Postal Ballot Form will be rejected.
- Duly completed Postal Ballot Form should reach the Scrutinizer not later than 6.00 p.m. on October 7, 2015. Postal Ballot Forms received after that date will be strictly treated as if reply from such member has not been received. The Members are requested to send the duly completed Postal Ballot Forms well before the last date, providing sufficient time for postal transit.
- In case of shares held by Companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority and preferably with attested specimen signature[s] of the duly authorized signatory [ies] giving requisite authority to the person voting on the Postal Ballot Form. Where the form has been signed by a representative of the President of India or of the Governor of a state, a certified copy of the nomination should accompany the Postal Ballot Form.

14. The consent must be accorded by recording the assent in the column FOR and dissent in the column AGAINST by placing a tick mark [V] in the appropriate column. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the shareholder in the respective column.
15. Shareholders are requested not to send any paper [other than the resolution/authority as mentioned under instruction no. 2 above] along with the Postal Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
16. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member[s]. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
17. A member may request for a duplicate Postal Ballot Form, if so required and the same duly completed should reach the scrutinizer not later than the last date for voting.
18. Incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected.
19. Members from whom no Postal Ballot Form is received or received after the aforesaid stipulated period shall not be counted for the purposes of passing of the resolutions.

INSTRUCTIONS FOR ELECTRONIC VOTING [E-VOTING]

For the Shareholders who wish to cast their votes electronically instead of physical mode of voting, the procedure and instructions are as follows:

In case of members receiving e-mail:

20. Log on to the e-voting website www.evotingindia.com during the voting period.
21. Click on "Shareholders" tab.
22. Now, select the "HALDYN GLASS LIMITED" from the drop down menu and click on "SUBMIT"
23. 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.
24. Next enter the Image Verification as displayed and Click on Login.
25. 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.
26. If you are a first time user follow the steps given below :

For Members 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 first two letters of their name and the last 8 digits of the Sequence number which is mentioned in address Label 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank details in order to login. If the details are not recorded with the depository or Company please enter the member id/ folio number in the Dividend Bank details field.

27. After entering these details appropriately, click on "SUBMIT" tab.
28. Members holding shares in physical form will then reach directly 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.
29. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
30. Click on the EVSN of "HALDYN GLASS LIMITED" on which you choose to vote.
31. 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.
32. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
33. 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.
34. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
35. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
36. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
37. Note for Non-Individual Shareholder and Custodians
 - Non-individual shareholders [i.e. other than Individuals, HUF, NRI etc.] are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a compliance user who would be able to link the account[s] which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney [POA] which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

Please follow all steps from sl. no. 21 to sl. no. 37 above to cast vote.

38. The voting period begins on September 7, 2015 at 10.00 a.m., and ends on October 7, 2015 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 28, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
39. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.