



**EXCEL GLASSES LIMITED**

**45<sup>TH</sup> ANNUAL REPORT  
2016-17**



# **EXCEL GLASSES LIMITED**

## 45<sup>TH</sup> ANNUAL REPORT 2016-17

### **BOARD OF DIRECTORS**

Mr. Surendran Nair  
Mr. Tribhuvan Kashinath Pandey  
Mr. K. Jayakmar Chettiyar  
Mr. Ramdas K. Kamat  
Ms. Reshmi Mol S

### **EXECUTIVES:**

Mr. B. Venugopal – DGM (Marketing)

### **AUDITORS:**

M/s Balakrishnan & Co,  
Chartered Accountants,  
Kochi (Kerala)

### **REGISTRAR & SHARE TRANSFER AGENT:**

Sharex Dynamic (India) Pvt. Ltd.  
1, Luthra Ind. Premises. Andheri Kurla Road,  
Safed Pool, Andheri (E), Mumbai 400 072.  
Tel. Nos.: 91 22 -28515606 / 2851 5644  
Fax No.: 91 22 – 2851 2885  
Email : investor@sharexindia.com

### **Registered Office & Works**

Udayanagar, Pathirapally,  
Allapuzha – 688 521 (Kerala)  
Tel. : (91 477) 2258671 – 5  
Email Address : [eglmumbai18@gmail.com](mailto:eglmumbai18@gmail.com)

### **Corporate Office**

Parijat House, 1<sup>st</sup> Floor,  
1076 Dr. E. Moses Road, Worli,  
Mumbai – 400 018 (Maharashtra)  
Tel. : (91 22) 2282 8543  
Email Address : [eglmumbai18@gmail.com](mailto:eglmumbai18@gmail.com)

**NOTICE**

Notice is hereby given that the 45<sup>th</sup> Annual General Meeting of the Shareholders of the Company will be held on Thursday the 28<sup>th</sup> September, 2017 at Udaya Nagar, Pathirappally, Alappuzha- 688521 (Kerala) at 10.00 A.M. to transact the following business:

**ORDINARY BUSINESS :**

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March 2017 and the Balance Sheet as at that date together with the report of the Directors and report of the Auditors thereon.
2. To appoint a Director in place of, Mr. Ramdas Kamat (DIN: 06978066) who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

**RESOLVED** that pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of Messrs. Balkrishnan & Co. (FRN No. 011890S), Chartered Accountants, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next Annual General Meeting (AGM) of the Company to be held in the year 2018 to examine and audit the accounts of the Company at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.

**SPECIAL BUSINESS:**

4. Appointment of Ms Reshmi Mol S as an Independent Director of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Rules made there under, Ms. Reshmi Mol S (DIN: 07926307), who was appointed as an Additional Director of the Company under Section 161 of the Act with effect from 01<sup>st</sup> February 2017 by the Board of Directors to hold office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in

writing under Section 160 of the Act from a member proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five consecutive years up to February 01, 2022 and whose office shall not be liable to determination by retirement of Directors by rotation”.

**By Order of the Board of Director**

**Surendran Nair**  
**Director**

**Mumbai : 26<sup>th</sup> August, 2017**

**NOTES:**

1. **A Member entitled to attend and vote at Annual General Meeting (AGM) may appoint a proxy to attend and vote on a poll on his behalf. A proxy need not be a member of the Company.** Proxies, in order to be valid, must be received at the registered office / corporate office of the Company not less than 48 hours before the commencement of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

2. Members are requested to bring the admission slips along with their copy of the Annual Report in the Meeting.
3. Members holding shares in physical form are requested to advise any change of address immediately intimate all changes pertaining to their nominations, power of attorney, change of address / name etc. to the company's Share Transfer Registrar.
4. The Register of Members and Share Transfer Register will remain closed from 26th September, 2017 to 28th September, 2017 (both days inclusive).
5. Members seeking any further information about the Accounts and operations of the Company are requested to send their queries to the Company at the Registered Office, at least 7 days before the date of the Meeting.
6. Voting through electronic means:
  - I. In compliance with provisions of Section

108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25<sup>th</sup> September, 2017 (9:00 am) and ends on 27<sup>th</sup> September, 2017 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 21<sup>st</sup> September, 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
    - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and

password/PIN for remote e-voting. Please note that the password is an initial password.

- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "Name of the company".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [cs@gmj.co.in](mailto:cs@gmj.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical

copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/ at the bottom of the Attendance Slip for the AGM:

**EVEN (Remote e-voting Event Number) USER ID PASSWORD/ PIN**

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 21<sup>st</sup> September, 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21<sup>st</sup> September, 2017, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [Issuer/RTA](mailto:Issuer/RTA).

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

- XIII. Mr. Prabhat Maheshwari, Partner, Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will 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 shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer'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 and declare the result of the voting forthwith.

- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

# EXCEL GLASSES LIMITED

## EXPLANATORY STATEMENT:

### Pursuant to section 102 of the Companies Act, 2013

#### Item No. 4

The Board of Directors at its meeting held on 01st February, 2017 appointed Ms. Reshmi Mol S as an Additional Director of the Company with effect from 01st February, 2017 to hold office upto the date of the ensuing Annual General Meeting of the Company under Section 161 of the Companies Act, 2013. In the opinion of the Board, Ms. Reshmi Mol S fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for appointment as Independent Director of the Company and is independent of the management. Accordingly, in compliance of Section 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013, Ms. Reshmi Mol S, being eligible and offering herself for appointment, is proposed to be appointed as Independent Directors of the Company for a term of 5 consecutive years from the date of her appointment.

A Notice pursuant to Section 160 of the Companies Act, 2013, with the required deposit has been received from a shareholder signifying his intention to propose the appointment of Ms. Reshmi Mol S as Director of the Company. Copy of the letter of appointment of Ms. Reshmi Mol S as Independent Director would be available for inspection without any fee by the members at the registered office of the Company during normal business hours on any working day, excluding Saturday. A brief

profile of proposed Independent Director, including nature of their expertise, is provided as Annexure to the Notice.

Your Directors seek your approval to the said resolution. Except Ms. Reshmi Mol S appointee herself and her relatives, none of the Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution.

A brief profile of the Directors seeking Appointment / Reappointment at the Annual General Meeting is given below:

Name Of Directors	Mr. Ramdas K. Kamat	Ms. Reshmi Mol S
Date of Birth	15.05.1950	10.06.1993
Date of Appointment	04.09.2014	01.02.2017
Qualification	Bsc	B.Com
Expertise in Specific Functional Area	Marketing	Finance & Accounts
Directorship in other Public Ltd Companies	Nil	Nil
No. of shares held	Nil	Nil
Relation with other Directors	Nil	Nil

**By Order of the Board of Director**

**Mumbai : 26<sup>th</sup> August, 2017**

**Surendran Nair  
Director**

**DIRECTORS' REPORT TO THE SHAREHOLDERS**

**To,  
The Members**

Your Directors present the Forty Five Annual Report, together with the audited Accounts of your Company for the accounting period ended 31<sup>st</sup> March 2017.

**1. FINANCIAL RESULTS**

The performance of the Company for the financial year : 2016-17 is as under

	(₹ In Lacs)	
	2016-17 (12 Months)	2015-16 (12 Months)
Net Sales & Other Income	-	-
Profit(Loss)Before Interest, Dep. and Extra Ordinary Items	(23)	(156)
Less:		
Interest	-	-
Depreciation	62	60
Provision for Taxation	-	-
Profit (Loss) After Taxation	(85)	(96)

The Management of the Company was compelled to suspend the operations of the Plant at various shifts due to labour unrest & cessation of work by the workers unions from time to time even after signing of LTA and finally the Management declared lock out of the Company w.e.f. 27th December, 2012.

**2. STATE OF AFFAIRS:**

The company could not achieve any production for the period under review due to lock out and conciliation is in progress. We expect to settle the issue at the earliest.

**3. GENERAL OUTLOOK:**

The Company has undertaken modification of the plant to increase Production.

**4. HIGHLIGHTS OF THE YEAR**

The Company has not taken up production during the year due to lockout.

**5. REFERENCE TO B.I.F.R.**

Company has filed a reference u/s 15 (I) of the Sick Industries Companies (Special Provisions) Act 1965 (SICA) before Board for Industrial & Financial Reconstruction (B.I.F.R) informing the said Board that net worth of the Company had been fully eroded fully on 30-09-2012 and the Company has become a Sick Company.

**6. DIVIDEND**

Your Directors regret their inability to recommend any dividend in view of losses incurred.

**7. RESERVES**

The board reports that The Company has not transferred any amount to the reserves during the current financial year.

**8. MATERIAL CHANGES AND COMMITMENTS:**

There have been no material changes that have occurred subsequent to the close of the financial year of the company to which the balance sheet relates and the date of the report.

**9. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE:**

There has been no material or significant orders that have been passed by the regulators or courts or tribunals impacting the going concern status.

**10. DETAILS OF SUBSIDIARY/JOINT VENTURES/ ASSOCIATE COMPANIES:**

The Company doesn't have the subsidiaries and associate companies as on the date of this report.

**11. PUBLIC DEPOSITS:**

The Company has not invited or accepted deposits from the public covered under Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014.

**12. AUDITORS**

At the Annual General Meeting held on 30<sup>th</sup> September, 2015 Messrs. Balkrishnan & Co., (FRN No. 011890S), Chartered Accountants, were appointed as statutory auditors of the company to hold office till the conclusion of the Annual General Meeting to be held in the calendar year 2018.

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder the appointment of the auditors shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of Messrs. Balkrishnan & Co. (FRN No. 011890S), Chartered Accountants, as statutory auditors of the Company is placed for ratification by the shareholders.

**13. AUDITOR'S REPORT :****AUDIT QUALIFICATIONS**

The qualifications in the attached Auditor's Report



read with the notes on accounts are self explanatory except those points which are being explained as below:

The Company has prepared accounts for the year 2016-17 based on the concept of Going Concern. Certain provisions were made on the estimated basis and for known expenses were accounted in full. Your Directors have also noted the observation of the auditors along with the notes on accounts and wish to comment / clarify on the important observations as follows:

- (i) The Company was steadily maintaining its books of accounts on the concept "going concern basis" in spite of losses incurred by the Company. The Company has been referred to BIFR and expect various reliefs and concession. Accordingly the Company continues to follow its decision taken in the previous years to maintain the accounts on the concept of going concern basis.
- (ii) The Company is under lock out since 27.12.2012. Your Board of Directors are also facing the practical difficulty in getting confirmation in respect of Account Receivables from various debtors in a locked out Company. Thus we are not in a position to provide the required information on the realizable value of debtors.
- (iii) The said Creditor though they were appointed as the internal auditor of the Company they have not given proper service as an internal auditor for the period. They have not done any Internal Audit work satisfactorily during the period and did not give any reports which they supposed to give to the Company as an internal Auditor. Your Board of Directors has noted this lack of responsibility from the part of a professional service provider very seriously and Board raised dispute on the amount due to the said creditor. Hence it is not payable by the company and accordingly it is not disclosed ".
- (iv) Due to continued labour unrest, the management was compelled to declare lock out of the unit on 27.12.2012. Since the Company is under lock out there are no skilled workers and management staff available to conduct the stock verifications and thus your Board of directors are not in a position get the stock valuation done.
- (v) Remedial steps are being taken on other adverse remarks raised in the Auditor's Report. However consequent to the lock out of the

Company and continuous shortage of qualified staff, the implementation is delayed.

#### **14. SECRETARIAL AUDIT**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s Makarand Patwardhan & Co., Practicing Company Secretaries as Secretarial Audit of the Company.

The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2017 is annexed herewith as "Annexure 1". Your Directors have also noted the observation of the Secretarial Auditors and wish to comment/ clarify on the important observations as follows:

1. The Company is under lock out since 27.12.2012 and has already applied for Registered with BIFR. The Company is taking remedial steps on remark raised in the Secretarial Audit Report. However consequent to the lock out the Company and continuous shortage of qualified staff, the implementation is delayed.
2. The Company is closed since December 2012 and has already applied for registered for BIFR. The Company is in process of getting appointment of full time Director.
3. Company has not appointed Internal Audit, Cost Auditor and Company Secretary as company is under lock out and there is no operation since 27.12.2012.

#### **15. SHARE CAPITAL:**

The Authorised share capital of the company is ₹ 25 crore comprising equity share capital of ₹ 15 crore and preference share capital of ₹ 10 crore

#### **16. EXTRACT OF ANNUAL RETURN:**

The Board hereby attaches as Annexure 2 an extract of annual return in Form MGT-9 as envisaged under the provisions of the Companies Act, 2013.

#### **17. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Particulars of conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Section 134(3)(m) of the Companies Act, 2013, read with the Companies (Accounts) Rules, 2014 are given in the "Annexure 3" hereto and forms part of this Report.

**18. CORPORATE GOVERNANCE :**

A separate report on the practices followed by the Company on Corporate Governance along with Auditor's certificate on its compliance is annexed and forms part of this report.

**19. MANAGEMENT DISCUSSION & ANALYSIS REPORT:**

Management Discussion and Analysis for the year under review is presented in a separate section forming part of this Annual Report.

**20. DEPOSITORY SYSTEM**

Equity shares of the Company are tradable compulsorily in demat form and your Company has established connectivity with both the depositories, i.e. National Securities Depository Limited and Central Depository Services (India) Limited through share transfer registrar. In view of the numerous advantages offered by the Depository system, members are requested to avail demat facility of the Company's shares.

**21. DIRECTORS:**

The following are the Board of Directors of the Company as on the date of this report:

DIN	Directors	Date of Appointment
06509470	Surendran Nair	06/03/2013
06978066	Ramdas K Kamat	04/09/2014
02808196	Jayakumar Chettiyyar	14/05/2013
06597342	Tribhuvan K Pandey	30/03/2013
07926307	Reshmi Mol S	01/02/2017

**a. Change in Directorship during the year:**

Ms. Reshma Kanade has resigned from the Board of Directors of the Company w.e.f. 01st February, 2017. As per the provisions of Section 149(1) of the Companies Act, 2013, the Company is required to have at least one Woman Director on its Board. Keeping in view of this requirement, Ms. Reshmi Mol S has been appointed as a Director of the Company with effect from 01st February, 2017.

**b. Statement on declaration given by Independent Directors under sub-section (6) of Section 149:**

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, 2013.

**c. Familiarization programme undertaken for Independent Directors :**

The Independent Directors are familiarised 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. On appointment, the Independent Director is issued a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Independent Director is taken through a formal induction program on the Company's operations, marketing, finance and other important aspects. The Company Secretary briefs the Director about their legal and regulatory responsibilities as a director.

**e. Non-independent directors:**

In accordance with the provisions of section 152 of the Companies Act, 2013, Mr. Ramdas Kamat retire by rotation, being eligible have offered themselves for re-appointment as Directors. Your Directors recommend their appointment as Directors of the Company.

**22. NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**

During the financial year ended 31st March, 2017. Six Board Meetings were held, details of which are given in the Corporate Governance Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013.

**23. MEETINGS OF INDEPENDENT DIRECTORS**

During the year under review, a meeting of Independent Directors was held on 07<sup>th</sup> December, 2015 wherein the performance of the Non-Independent Directors and the Board as a whole was reviewed. The Independent Directors at their meeting also assessed the quality, quantity and timeliness of flow of information between the Company's management and the Board of Directors of the Company.

**24. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:**

Your Company did not extend any loans, guarantees or make any investments covered under the ambit of Section 186 of the Companies Act, 2013.

**25. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:**

The particulars of every contract or arrangements