

**GUJARAT BOROSIL**

**GUJARAT BOROSIL LIMITED**

***TWENTY-SIXTH ANNUAL REPORT  
2014-2015***

## **BOARD OF DIRECTORS**

B. L. Kheruka - Chairman  
P. K. Kheruka - Vice Chairman  
Shashi Kumar Mehra  
Jagdish M Joshi  
Ashok Kumar Doda  
Ashok Jain - Whole-time Director  
Shalini Kamath (w.e.f.03/11/2014)

## **CHIEF FINANCIAL OFFICER**

Sunil Kumar Roongta

## **COMPANY SECRETARY**

Kishor Talreja

## **REGISTERED OFFICE & PLANT**

Village - Govali, Taluka - Jhagadia,  
District - Bharuch - 393 001 (Gujarat).  
CIN: L26100GJ1988PLC011663,  
Website: [www.gujaratborosil.com](http://www.gujaratborosil.com)  
Ph: 02645-258100, Fax: 02645-258156

## **CORPORATE OFFICE**

1101, Crescenzo, G Block,  
Opp. MCA Club, Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051.  
Ph: 022- 67406300 • Fax: 022-67406514

## **STATUTORY AUDITORS**

M/s. Singhi & Co.  
Chartered Accountants

## **INTERNAL AUDITORS**

Vikas Runthala

## **BANKERS**

Bank of Baroda

## **REGISTRAR & TRANSFER AGENTS**

Universal Capital Securities Pvt. Ltd.  
Unit : Gujarat Borosil Limited  
21, Shakil Niwas, Mahakali Caves Road,  
Andheri (East), Mumbai - 400 093.  
Ph: 022- 2820 7203 / 2820 7204 / 2820 7205

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The Shareholders are requested to fill up and send back **EMAIL REGISTRATION FORM** as provided in the inner back page of this Annual Report.

**GUJARAT BOROSIL LIMITED**

(CIN: L26100GJ1988PLC011663)

Registered Office: Village – Govali, Taluka – Jhagadia, District – Bharuch 393 001, Gujarat

Ph: 02645-258100, Fax: 02645-258156

Website: www.gujaratborosil.com, Email: gborosil@borosil.com

**NOTICE**

Notice is hereby given that the Twenty-Sixth Annual General Meeting of members of Gujarat Borosil Limited will be held on Tuesday, the August 25, 2015 at 12.00 noon at the Registered Office of the Company at Village – Govali, Taluka – Jhagadia, District – Bharuch 393 001, Gujarat State, to transact the following business:

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2015 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. P K Kheruka (DIN 00016909), 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 M/s. Singhi & Co., Chartered Accountants (Firm Registration No. 110283W), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on a remuneration as may be fixed by the Board of Directors of the Company.”

**SPECIAL BUSINESS****ITEM NO.4: Appointment of Mrs. Shalini Kamath as an Independent Director.**

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 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Shalini Kamath (DIN 06993314), who was appointed by the Board of Directors as an Additional Director of the Company with effect from November 03, 2014 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member along-with a deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to March 31, 2020.”

**ITEM NO.5: Adoption of new set of Articles of Association of the Company**

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

“RESOLVED THAT pursuant to the provisions of Section 5 and 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**ITEM NO.6: Variation in terms & conditions of 90,00,000 9% Cumulative Non- Convertible Redeemable Preference Shares of Rs.100/- each of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Section 48 and all other applicable provisions, if any, of the Companies Act, 2013, approval of the Equity Shareholders of the Company be and is hereby accorded for variation in the rights of Preference Shareholders to the extent and manner given therein:

- (i) 90,00,000 9% Cumulative Non-Convertible Redeemable Preference Shares of Rs.100/- each shall, from the date of passing this resolution, be treated as 90,00,000 9% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs.100/- each.
- (ii) Save as what is mentioned hereinabove, all other terms and conditions of the said Preference Shares shall remain the same.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board  
**For Gujarat Borosil Limited**

Mumbai, May 18, 2015

Kishor Talreja  
Company Secretary

**NOTES**

- (1) The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the Notice is annexed hereto.
- (2) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
- (3) Members / Proxies/ Authorised Representatives should bring the duly filled Attendance Slip at the Annual General Meeting. Corporate Members are requested to send a duly certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
- (4) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and listing agreement, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, August 20, 2015 to Tuesday, August 25, 2015 (both days inclusive).
- (5) Members are requested to note that the Company's shares are under compulsory electronic trading for all investors. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants (DP).
- (6) As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
- (7) Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Universal Capital Securities Private Limited, Registrar & Transfer Agent. Members are requested to note that

dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956) be transferred to the Investor Education and Protection Fund.

During the financial year 2015-16, the Company is required to transfer the unpaid/unclaimed dividend for the financial year 2007-08 to Investor Education and Protection Fund (IEPF).

- (8) Members who have not registered their e-mail address so far are requested to register their e-mail address, by sending an email stating clearly your name, folio no. if you are holding shares in physical form / DP Id & Client Id if you are holding shares in dematerialized form to:- [gbl.grievances@borosil.com](mailto:gbl.grievances@borosil.com).

The Annual Report for the year 2014-15 of the Company circulated to the members of the Company will be made available on the Company's website at [www.gujaratborosil.com](http://www.gujaratborosil.com) and also on the website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com).

- (9) Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
- (10) All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to date of the AGM.
- (11) References to Postal Ballot include votes received electronically.
- (12) The Company has appointed Mr Virendra Bhatt, Company Secretary in practice, to act as the Scrutinizer, to scrutinize the Postal Ballot (including e-voting) process in a fair and transparent manner.
- (13) The details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (Pursuant to Clause 49 of the Listing Agreement) are furnished below:-

<b>Name of Director</b>	<b>Mr. P K Kheruka</b>	<b>*Mrs. Shalini Kamath</b>
DIN	00016909	06993314
Date of birth	July 23, 1951	December 15, 1964
Date of appointment	December 22, 1988	November 03, 2014
Expertise in specific Professional areas	Industrialist having rich business experience of about 40 years particularly in glass industry	Three decades of work experience in three distinct fields- Human Resources, Business Development and Social & Community Development
Qualifications	B.Com	B.Com and MBA from the Edinburgh Business School, UK
List of other Indian Public Limited Companies in which Directorship held	1. Borosil Glass Works Limited 2. Borosil International Limited 3. Window Glass Limited 4. Borosil Glass Limited	NIL
Chairman/Member of the Committee of Board other Public Limited Companies	<b>Share Transfer &amp; Investor Grievance committee:</b> Borosil Glass Works Limited- Member. <b>Nomination &amp; Remuneration Committee:</b> Window Glass Limited - Member	NIL
Number of Shares held in the Company	NIL	NIL

\*Mrs. Shalini Kamath is not related to any directors of the Company.

14. Your Company proposes to pass the resolution at item no. 6 through postal ballot (pursuant to the provisions of section 110 of the Companies Act, 2013 and rules specified thereunder, read with clause 35B of the listing agreement) for which a separate notice of postal ballot is being sent along-with this Notice. Shareholders are requested to refer the same and the instructions thereunder for casting their vote for or against the proposed resolution.

**15. E-Voting - AGM:**

Pursuant to the provisions of Section 108 and other applicable provisions of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing agreement, the Company is pleased to provide its members the facility of 'remote e-voting' (e-voting from a place other than venue of the AGM) to exercise their right to vote at the 26th Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository Services (India) Limited (CDSL). E-voting is optional. A separate e-voting instructions slip has been attached, explaining the process/procedure for e-voting. The e-voting period will commence from Saturday, August 22, 2015 at 9.00 am and will end at 5.00 pm on Monday, August 24, 2015. The e-voting module will be disabled on Monday, August 24, 2015 at 5.00 pm. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date ie. August 19, 2015.

The Company is providing the facility of ballot form except for item no. 6 of the AGM Notice, in terms of Clause 35B of the Listing Agreement, to those shareholders, who do not have access to e-voting facility to sent their assent or dissent in writing in respect of the resolutions as set out in this Notice. The Ballot form along with the instructions is enclosed herewith. The last date for receiving the ballot form will be August 24, 2015 at 5.00 p.m. Ballot forms received after this date shall not be considered.

The members who have not casted their votes either through remote e-voting or through Ballot Form, can exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting /Ballot Form may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed Mr. Virendra G Bhatt, Practising Company Secretary (C.P. No. 124) as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

The Scrutinizer after scrutinizing the votes cast at the meeting, through remote e-voting and ballot form, will not later than three days of conclusion of the meeting, make a consolidated scrutinizer's report in respect of the businesses to be transacted at the 26th AGM except business to be transacted vide agenda item no.6 and submit the same to the Chairman. The Company shall announce the results on or before August 28, 2015 and shall be displayed on the Notice Board of the Company at its registered office as well as Corporate office. The results declared along-with the consolidated scrutinizers report shall be placed on the website of the Company [www.gujaratborosil.com](http://www.gujaratborosil.com) and on the website of CDSL. The results shall simultaneously be communicated to BSE Limited.

By Order of the Board  
**For Gujarat Borosil Limited**

Kishor Talreja  
Company Secretary

Mumbai, May 18, 2015

**ANNEXURE TO THE NOTICE****Statement Pursuant to section 102 (1) of the Companies Act, 2013****ITEM NO.4:**

Mrs. Shalini Kamath who has been appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 effective November 03, 2014 holds office upto the date of this Annual General Meeting, and is eligible for appointment as Director as provided under Article 114(a) of the Articles of Association of the Company. Mrs. Shalini Kamath is a Non-Executive Independent Director of the Company.

In terms of section 149 and other applicable provisions of the Companies Act, 2013 and Clause 49 of Listing Agreement Mrs. Shalini Kamath is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2020.

Mrs. Shalini Kamath is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given her consent to act as Director. The Company has also received a declaration to the effect that she meets the criteria of independence as provided in 149(6) of Companies Act, 2013.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member proposing the candidature of Mrs. Shalini Kamath for the office of Independent Director of the Company.

In the opinion of the Board, Mrs. Shalini Kamath fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder and Clause 49 of the listing Agreement for his appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mrs. Shalini Kamath as an Independent Director setting out the terms and conditions 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.

Mrs. Kamath is MBA from the Edinburgh Business School, UK and having three decades of work experience in three distinct fields- Human Resources, Business Development and Social & Community Development. The Board considers that his continued association would be immense benefit to the Company and it is desirable to continue to avail services of Mrs. Shalini Kamath as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Shalini Kamath as an Independent Director, for the approval by the shareholders of the Company.

Except Mrs. Shalini Kamath, being an appointee, none of the Directors and Key Managerial Personal of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

Brief resume of Mrs. Shalini Kamath, her nature of expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange, is provided above.

**Item No. 5:**

The existing Articles of Association (AOA) of the Company is based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the new Companies Act, 2013.

Hence, with the new Companies Act, 2013 coming into force and considering most of the Sections under the Companies Act, 2013 been notified by the Ministry of Corporate Affairs, it is considered expedient to replace the existing AOA by adopting new set of AOA. Provisions of the existing AOA which are already part of statute in the Act have not been reproduced in the new draft AOA to avoid duplication.

As per provisions of Section 14 of the Companies Act, 2013, a Company cannot, except with the permission of the members alter its Articles of Association. Shareholders' approval is therefore sought to adopt new set of Articles of Association of the Company by substitution of the existing Articles of Association of the Company.

The draft Articles shall be open for inspection by the Members at the Registered Office of the Company on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 a.m to 1.00 p.m upto the date of this Annual General Meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the said Resolution.

The Board of Directors recommend the Special Resolution set out at Item No.5 of the Notice for approval by the Members.

**Item No. 6:**

As per the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Special Resolution set out at item no.6 of this notice is required to be passed by postal ballot.

The equity shareholders of the Company vide their resolution dated 12th March, 2012 had approved the issuance of 90,00,000 9% Cumulative Non- Convertible Redeemable Preference Shares of Rs.100/- each by the Company (hereinafter referred to as "Preference shares"). Accordingly the Company had allotted the Preference shares on March 17, 2012.

The proceeds of the issue of the Preference shares was used by the Company to meet its long term capital requirements and to reduce its debt liability in form of inter-corporate deposits/loans which were taken for setting up Solar Glass Project. The said Project suffered significant losses in the initial period and was able to generate only negligible profits in last three years due to fall in prices and recessionary conditions prevailing in Europe, which was unexpected at the project stage. Further, cheap imports from China have impacted the selling prices with the result that the Company was not able to declare dividend on preference shares till date.

In view of the circumstances explained above, the Company requested Borosil Glass Works Limited (BGW), sole Preference shareholder, for variation in terms and conditions of Preference shares, by changing the terms regarding dividend from Cumulative to Non-cumulative. Consent in writing of the Preference Shareholder as required under the Section 48 of the Companies Act, 2013 has already been obtained to this effect. The letter dated 15th May, 2015 from the said Preference shareholder is available for inspection at the registered office of the Company on all working days between 11.00 am and 1.00 pm.

The above proposal may be considered as affecting the rights of the existing Equity Shareholders of the Company also, and hence their consent is accordingly being sought.

As per Clause 49 of the Listing agreement and other applicable provisions, this transaction may be treated as related party transaction and as such the related parties shall abstain from voting on such resolution. Therefore, none of the promoter group entity will vote on the said resolution.

Except Mr. B L Kheruka & Mr. P K Kheruka, who are also Directors in BGW (sole Preference shareholder), none of the other Directors, Key Managerial Personnel and / or the relatives of the Directors / Key Managerial Personnel are, in anyway, concerned or interested in this resolution.

The Board of Directors of the Company commends the passing of the resolution as set out in the Notice.

By Order of the Board  
**For Gujarat Borosil Limited**

Mumbai, May 18, 2015

Kishor Talreja  
Company Secretary

**DIRECTORS' REPORT**

Dear Members,

The Directors take pleasure in presenting the Twenty-Sixth Annual Report together with the Audited Financial Statements for the year ended March 31, 2015.

**Financial Highlights**

The highlights of the financial results of the Company for the financial year 2014-15 are as follows:

	<b>(Rs. in lacs)</b>	
	<b>Year Ended 31.03.2015</b>	<b>Year Ended 31.03.2014</b>
Net revenue from operations	<b>15192.40</b>	13282.59
Profit/(Loss) before interest, depreciation and tax	<b>2280.84</b>	2724.03
Interest	<b>192.06</b>	292.05
Depreciation	<b>1297.34</b>	1617.71
Net Profit/(loss) before tax and exceptional items	<b>791.44</b>	814.27
Exceptional items- Income/(Expenditure)	<b>(569.25)</b>	472.92
Provision for Taxation	<b>0.35</b>	0.37
Income Tax for earlier years (net)	<b>---</b>	41.38
Provision for deferred tax liability /(Asset) created	<b>68.94</b>	416.80
Profit/(loss) after tax	<b>152.90</b>	828.64
Add: Balance brought forward from last year	<b>(1592.11)</b>	(2420.75)
Add: Adjustment of Depreciation (Refer note 33 - to Accounts)	<b>(38.29)</b>	---
Balance carried to the Balance Sheet	<b>(1477.50)</b>	(1592.11)

**DIVIDEND**

Your Directors do not recommend any dividend for the year ended March 31, 2015 on both Equity and 9% Cumulative Non-Convertible Redeemable Preference Shares, in view of insufficient profit during the year and accumulated losses.

**SHARE CAPITAL**

The paid up Share Capital comprises of 6,82,07,500 Equity shares of Rs.5/- each and 90,00,000 – 9% Cumulative Non- Convertible Redeemable Preference shares of Rs.100/- each. The Preference Shareholder has acquired voting rights due to non-payment of dividend for two years. The Company has requested holders of Preference shares, Borosil Glass Works Limited to vary the nature of said preference shares from cumulative to non-cumulative, which has been approved by them and is being placed for approval of equity shareholders of our Company.

During the year under review, the Company has not issued shares with differential voting rights nor granted stock options nor sweat equity. As on March 31, 2015, none of the Directors of the Company hold shares or convertible instruments of the Company.

**PERFORMANCE**

The company successfully introduced its new product, solar glass with Anti-reflective coating, which resulted in increasing overall sales revenue and volume, as more and more customers, both domestic and international, switched over to this product. The sales prices for this product are naturally higher than for uncoated glass. The selling prices for Patterned glass improved. The net sales grew from Rs. 13283 lacs to Rs. 15192 lacs.

Profit before interest, depreciation and tax as a percentage of net revenue was 15% (before making provision of Rs 569.25 lacs for doubtful export debts) as compared to 20.5% in the previous year. The drop is attributed to increased pressure on prices due to cheap imports of dumped solar glass from China, as well as inordinate rise in fuel and other costs which could not be passed on to customers. The working results show a Profit before tax of

Rs 791.44 lacs (before making provision for doubtful export debts of Rs 569.25 lacs) as compared to Rs 814.27 lacs in the previous year.

In September 2014 gas supplies were abruptly cut by over 50% for some consumers in South Gujarat, including your company, who were obliged to pay exorbitantly higher prices for alternate fuel to meet the demand gap. In November 2014, prices were raised for even the remaining gas which the company was getting. This led to significant hike in power and fuel cost for the company, which could not be passed on in higher prices of Solar Glass due to fierce competition from cheap Chinese imports.

In the budget of July 2014, excise was removed on solar tempered glass against submission of required forms/declarations by the buyers. However, despite repeated promises by the Finance Minister in Parliament, Excise/CVD continues to be levied till today on the inputs for Solar glass thus continuing with the inverted duty structure, whereas imports of solar glass are completely exempt from all kinds of duty, domestically made solar glass suffers duty on its inputs. Inability to avail credit for inputs inevitably increases cost of our product.

Imposition of anti-dumping duty by (European Union) EU on imports of Chinese solar glass allowed prices there to normalize, and helped promote exports of our glass to that market.

The Company has been focusing mainly on the domestic market. However there has been surge in cheap imports in India from China after EU imposed Anti-Dumping Duty on import of solar glass from China. This has led to pressure on domestic prices and margins have eroded further. The matter has been taken up with Ministry for New and Renewable Energy to either impose at least a basic import duty to provide a level playing field to the domestic industry or include Solar glass within the definition of domestic content in the projects being set up by the government with domestic content requirement (DCR). Unfortunately, the Government has been dragging its feet on both the fronts though they verbally sympathize with us and have advised manufacturers to buy Solar glass from local sources in view of a very insignificant impact on the cost of setting up a project.

Dispute with an international customer continued. The Company had been successful in obtaining attachment order on personal properties of directors holding them personally liable. However this decision was overturned by the appeal court which held that there was no personal liability of Directors. Soon after this, the customer filed for bankruptcy and liquidator has been appointed. The civil suit filed by the company has been recently heard by the court only on the subject of personal liability, since another court is monitoring the bankruptcy issue. The judgment of court is awaited. On meeting the liquidator it was discovered that there are secured lenders of sizable amount and recovery if any would first go to pay their dues. In view of these developments the chances of receiving any amount look extremely difficult. Accordingly, provision for the entire amount, net of the claims negotiated earlier and provided for, has been made in the accounts.

## **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

### **A. INDUSTRY STRUCTURE AND DEVELOPMENTS**

The Company is engaged in low iron solar glass production for application in solar power sector. Solar PV market has faced tough times internationally in view of extraordinary capacity increase in China since 2011, resulting in an international market crash. In India, the newly established Government at the Centre has given enormous momentum to the use of solar power, and the Solar energy targets of 100 GW is now proposed to be realized by 2022. In encouraging investments by their own power producers and large PSUs, the Government is providing momentum to the solarisation programme.

Simultaneously, emphasis has been given to meet demands for agricultural pumps and remote habitats by offering off-grid roof-top and stand alone solar power solutions. These are likely to materialize in the near future.

The company expects increase in demand for solar glass. However, considering slim margins due to dumping by China, it continues to produce Patterned glass for Architectural applications and make available a superior product with exclusive designs for shower cubicles, partitions and tabletops etc. The Company has plans to continue to serve this segment in niche applications.