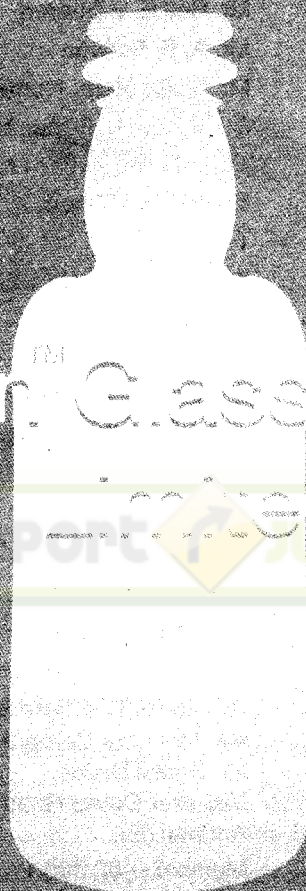




Haldyn Glass Gujarat



Glass *made* with care
Visit us at www.haldynglass.com

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Mr. N. D. Shetty, Chairman & Managing Director
Mr. F. S. Broacha
Mr. Rolf E. v. Bueren
Mr. A. P. Sarwan
Mr. M. G. Shah, Nominee of G. I.I.C.
Dr. Nayan R. Desai, Nominee of G.I.I.C.
Mr. L. Rajagopalan (Alt. to Mr. Rolf E.v. Bueren)
Mr. Tarun N. Shetty, Executive Director

ASST. COMPANY SECRETARY

Ravindra B. More

AUDITORS

Chaturvedi Sohan & Co.
Chartered Accountants

BANKERS

State Bank of India
ICICI Bank Limited

REGISTRAR & SHARE TRANSFER AGENTS

M/s Mondkar Computers Pvt. Ltd.
21, Shakil Niwas,
Mahakali Caves Road,
Andheri (E),
Mumbai - 400 093.

ADMINISTRATIVE OFFICE

Off Western Express Highway,
Goregaon (East),
Mumbai - 400 063.

REGISTERED OFFICE & WORKS

Village Gavasad, Taluka Padra,
District Vadodara,
Pin - 391 430.

**12th ANNUAL GENERAL
MEETING** at the registered
office of the Company, Village
Gavasad, Taluka Padra, District
Vadodara - 391 430 on **Tuesday
9th September, 2003 at 11.00 a.m.**

As a measure of economy copies of the Annual Report will not be distributed at the Annual General Meeting. Shareholders are requested to kindly bring their copies to the Meeting.

12th ANNUAL REPORT**NOTICE**

NOTICE is hereby given that the **12th Annual General Meeting** of the Members of **HALDYN GLASS GUJARAT LIMITED** will be held on Tuesday, the 9th day of September, 2003 at 11.00 A.M. at the Registered Office of the Company at Village Gavasad, Taluka Padra, District Vadodara - 391 430 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2003, Profit and Loss Account for the year ended on that date and the Reports of the Directors' and the Auditors' thereon.
2. To appoint a Director in place of Mr. Rolf E.v. Bueren, who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint a Director in place of Mr. A.P. Sarwan, who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint Auditors to hold office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 2nd September, 2003 to Tuesday, 9th September, 2003 (both days inclusive).
3. Members/Proxies should bring the Attendance Slips sent herewith duly filled in, for attending the Meeting.
4. Members desiring any information on accounts or operations of the Company are requested to forward his/her queries to the Company at least 10 days prior to the date of the Meeting, so that the required information is made available at the Meeting.
5. As members are aware, equity shares of the Company are traded in electronic form. All shareholders, members who hold shares in physical form may get their shares dematerialised. ISIN allotted to the Company for this purpose is INE506DO1012.
6. Members are requested to immediately notify any change in their address to Registrar and Share Transfer Agents namely, M/s Mondkar Computers Pvt. Ltd., 21, Shakil Niwas, Mahakali Caves Road, Andheri (E), Mumbai- 400 093.

By Order of the Board of Directors

Place : Mumbai
Date : June 30, 2003

Ravindra B. More
Asst. Company Secretary

Registered Office:
Village - Gavasad,
Taluka- Padra,
District Vadodara – 391 430.

Haldyn™ Glass Gujarat Limited

DIRECTORS' REPORT

Your Directors present the 12th Annual Report together with the Audited Accounts of the Company for the year ended March 31, 2003.

FINANCIAL HIGHLIGHTS:

	2002-2003	(RS. IN LACS) 2001-2002
Profit before Interest and Depreciation	478.44	513.47
Less : Interest	359.56	396.18
Less : Depreciation	143.84	183.62
Profit / (Loss) before Tax	(24.96)	(66.33)
Less : Provision for Taxation	-	-
Less : Income Tax for earlier years	00.37	-
Add : Deferred Tax Credit	50.94	69.41
Net Profit	25.61	3.08
Balance carried forward to Balance Sheet	25.61	3.08

DIVIDEND:

In view of inadequate profits, your directors are unable to recommend dividend for the year ended March 31, 2003.

COMPANY'S PERFORMANCE:

During the year under review, your Company has registered a turnover of Rs. 35.16 crores against Rs. 39.13 crores in the previous year resulting in a profit after tax of Rs. 25.61 lacs against Rs. 3.08 lacs in 2001-02. In spite of reduction in turnover, the Company has achieved cash profit of Rs. 119 lacs during the year against Rs. 117 lacs in the previous year.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

A. INDUSTRY STRUCTURE AND DEVELOPMENTS

The Company is engaged in the manufacturing of glass bottles / glass containers. Its products are supplied to the beverages, beer, liquor, soft drinks and processed food industry.

B. OPPORTUNITIES

"HALDYN GLASS" is a major player in the glass container industry and owing to the plant's proximity to the mines in Gujarat and Rajasthan and gasfields of ONGC, substantial savings are achieved on freight for raw materials and natural gas. Such savings have given competitive edge to our Company. Demand for white bottles is increasing during the current year.

C. OUTLOOK

The Company had undertaken cold repairs of furnace and repair of plant & machinery during the current year. Directors are confident of better quality product with great efficiency for rest of the accounting year.

D. THREATS, RISK AND CONCERNS

The glass container industry is facing the problem of recycling/ circulating of glass bottles and the Company is in regular touch with the Association of Glass Container Industry in an effort to find solution to the problem.

A proposal of decontrolling the prices of natural gas is under consideration of Government. If the said proposal is cleared, any changes in gas prices, may affect cost structure and or selling price of the product.

E. SEGMENTWISE OR PRODUCTWISE PERFORMANCE

The Company's business activity falls within a single primary business segment viz. glass bottles. As such there are no separate reportable segments as per Accounting Standard 17.

F. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has adequate system of internal controls. A Firm of Chartered Accountants has been engaged to conduct internal audit to ensure that internal controls are in place. These are being reviewed by the Audit Committee of the Board and corrective actions wherever needed, are being taken by the Company.

G. HUMAN RESOURCE AND INDUSTRIAL RELATIONS

The Company considers employees to be the most valuable asset. In spite of difficult economic scenario, dedicated hard work of workforce produced good results. The industrial relations have remained very harmonious and cordial through out the year.

12th ANNUAL REPORT**DEMATERIALISATION OF SHARES:**

The Company has entered into separate agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), for the trading of its equity shares in dematerialised mode, effective from June 6, 2001.

LISTING:

The Equity Shares of the Company are listed on the Vadodara, Mumbai and Ahmedabad Stock Exchanges and all the applicable listing fees have been paid against their bills. The shareholders approved voluntary delisting of shares from Ahmedabad Stock Exchange on 29.09.1999. New Delisting Guidelines of 2003 allows companies to delist shares without an exit opportunity where securities continue to be listed in a stock exchange having nation wide terminals. As the Company's shares continue to be listed at Mumbai Stock Exchange having nation wide terminals, the Company intends to make an application to Ahmedabad Stock Exchange for voluntary delisting of shares under new guidelines.

FIXED DEPOSITS:

The Company has not accepted any deposits from the public within the meaning of Section 58-A of the Companies Act, 1956 in the year under review.

PERSONNEL:

During the year, none of the employees was in receipt of remuneration exceeding Rs. 24,00,000 per annum or Rs. 2,00,000 per month and accordingly, the Company has no information to report to the Members under Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975, as amended from time to time.

DIRECTORS:

In accordance with the provisions of the Companies Act, 1956, Mr. Rolf E. y. Bueren and Mr. A. P. Sarwan, Directors, retire by rotation at the ensuing Annual General Meeting and, being eligible, offer themselves for reappointment.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217 (2AA) of the Companies Act, 1956, your Directors confirm that

- In the preparation of Annual Accounts, the applicable accounting standards have been followed along with proper explanations relating to material departure;
- The Directors have selected standard accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of financial year;
- The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for detecting and preventing frauds and other irregularities; and
- The Directors have prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE:

As per the Listing Agreements with the Stock Exchanges, the Company has complied with the requirements of Corporate Governance. A report on Corporate Governance is attached to this report.

AUDITORS:

The Auditors of the Company, M/s Chaturvedi Sohan & Co., Chartered Accountants, retire at the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

In accordance with the provisions of Section 217 (1) (e) of the Companies Act, 1956, read with Rule 2 of the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988, information relating to conservation of energy, technology absorption, foreign exchange earnings and outgo is furnished in the Annexure forming part of this Report.

ACKNOWLEDGEMENT:

Your Directors are pleased to place on record their sincere appreciation for the continuing co-operation, guidance and support received from our Bankers, Financial Institution, Government of Gujarat and other Government authorities.

The Directors are grateful to our shareholders, customers, suppliers and dealers for their continued support. Further, the Directors record their sincere appreciation of the valuable contribution made by the employees of the Company at all levels.

For and on behalf of the Board

Place : Mumbai
Date : June 30, 2003

N. D. SHETTY
CHAIRMAN & MANAGING DIRECTOR

b Haldyn™ Glass Gujarat Limited

ANNEXURE TO THE DIRECTORS' REPORT

Information as per Section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 and forming part of the Directors' Report for the Financial Year ended 31st March, 2003.

I. CONSERVATION OF ENERGY

1. The Company continues to lay great emphasis on the conservation of energy and has been taking various measures like study, monitoring and modification of all energy consumption centres.

(A) POWER AND FUEL CONSUMPTION		2002-2003	2001-2002
i. Electricity			
a.	Purchased (Units in lacs)	105.96	120.11
	Total Amount (Rs. in lacs)	544.76	631.72
	Average Rate/Unit (Rs.)	5.14	5.26
b.	Own generation (Units in lacs)	0.25	0.27
	Units/litre of HSD (Units)	2.94	2.99
	Average Cost/Unit (Rs.)	7.68	6.54
ii. Natural Gas			
a.	Quantity (1000 SCM)	7597	7756
	Total Amount (Rs. in lacs)	268.14	272.04
	Average Rate (Rs./1000 SCM)	3530	3507
iii. L.D.O.			
a.	Quantity (K.ltr)	-	19.82
b.	Total Amount (Rs. in lacs)	-	1.81
c.	Average Rate (Rs./K.ltr)	-	9132
(ii) CONSUMPTION PER M.T. OF PRODUCTION			
i.	Electricity (Units)	340	340
ii.	Natural Gas (1000 SCM)	0.244	0.219

II. TECHNOLOGY ABSORPTION

The Company has not acquired any imported or indigenous technology.

III. RESEARCH AND DEVELOPMENT

During the year under review, the Company continues to improve the quality of goods through its normal research and development system.

IV. FOREIGN EXCHANGE EARNINGS AND OUTGO

1. Foreign Exchange used:

	2002-2003	2001-2002
		(RS. IN LACS)
a. Raw Materials	12.64	12.99
b. Stores & Spares	14.79	5.75
c. Lubricants	8.97	9.06
d. Others (Travelling, Commission, Technical fees, Foreign Bank charges, etc.)	7.50	5.08
Total	43.90	32.88

2. Foreign Exchange earned:

F.O.B. Value of Direct Export	131.25	136.46
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AUDITORS' REPORT ON CORPORATE GOVERNANCE

To

The Members,

Haldyn Glass Gujarat Ltd.

We have examined the compliance of conditions of Corporate Governance by Haldyn Glass Gujarat Limited, for the year ended on 31st March, 2003, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock exchanges.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India we have to state that no investor grievance were pending for a period of one month against the Company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For CHATURVEDI SOHAN & CO.
Chartered Accountants
Sohan Chaturvedi
Partner

Place : Mumbai
Date : June 30, 2003

12th ANNUAL REPORT

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Securities and Exchange Board of India (SEBI) has introduced a comprehensive code on Corporate Governance. The Code is required to be implemented by us on or before March 31, 2003.

The Company's policies & practices are aimed at efficient conduct of business and effectively meeting its obligations to shareholders. The Company has been consistently improving transparency and accountability to all its stakeholders.

BOARD OF DIRECTORS:

Composition:

The Board of Directors consists of two Executive and six Non-Executive Directors. The Non-Executive Directors are professionals with specialization in their respective fields and bring in a wide range of skills and experience. The composition and attendance at the Board Meetings and the AGM during the year were as under:

Sr. No.	Name	Category	No. of Board Meetings attended	Last AGM attended (Yes/No)
1.	Mr. N. D. Shetty	Chairman & Managing Director	5	No
2.	Mr. F. S. Broacha	Non-Executive	5	No
3.	Mr. N. Ganga Ram	Non-Executive (ceased w.e.f. 25.01.2003)	4	No
4.	Mr. Rolf E. v. Bueren	Non-Executive	-	No
5.	Mr. L. Rajagopalan (alt. to Mr. Bueren)	Non-Executive	4	Yes
6.	Mr. Vikram Tannan	Non-Executive (ceased w.e.f. 26.10.2002)	1	No
7.	Mr. A. P. Sarwan	Non-Executive	1	No
8.	Mr. M. G. Shah	Nominee of GLIC	-	No
9.	Dr. Nayan R. Desai	Nominee of GLIC	3	No
10.	Mr. Tarun N Shetty	Executive	1	No
11.	Mr. N. A. Bhandarkar	Executive (ceased w.e.f. 25.01.2003)	4	Yes

Brief Resume of the Directors being reappointed at the ensuing Annual General Meeting:

1. Mr. Rolf E. v. Bueren :

Date of Birth	:	14.08.1940
Date of Appointment	:	01.11.1993
Expertise in specific Functional Areas	:	Business Consultant
Directorships held in other Companies	:	1) J V Control Ltd 2) Arts de Vivre 3) The Industrial Finance Corp. of Thailand (IFCT) 4) Population & Community Dev. Asso.

2. Mr. A. P. Sarwan :

Date of Birth	:	18.08.1934
Date of Appointment	:	01.11.1993
Expertise in specific Functional Areas	:	Corporate Adviser
Directorships held in other Companies	:	1) Hindustan Paper Corp. Ltd 2) Ester Industries Ltd 3) Nirma Ltd

MEETINGS OF THE BOARD OF DIRECTORS :

During the year, 5 Board Meetings were held on the following dates:

1. 27/04/2002 2. 29/06/2002 3. 31/07/2002 4. 26/10/2002 5. 25/01/2003

At least one Board Meeting was held during every quarter.

AUDIT COMMITTEE :

The Audit Committee constituted by the Board of Directors consists of three Independent Directors, namely, Mr. L. Rajagopalan, Mr. F.S. Broacha, and Dr. Nayan R. Desai, Directors. The Committee meets with the requirement of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement.

-G Haldyn™ Glass Gujarat Limited

Terms of Reference: to oversee the Company's financial reporting process, internal control systems, reviewing the accounting policies and practices, reports of the Company's internal auditors and financial statements audited by the statutory auditors as also to review financial and risk management policies.

During the financial year 2002-2003, the Committee met four times. The Meetings were held on April 27, 2002, June 29, 2002, July 31, 2002 and October 26, 2002.

REMUNERATION & SHAREHOLDERS GRIEVANCE COMMITTEE:

The Remuneration & Shareholders Grievance Committee constituted by the Board of Directors consists of three Independent Directors, namely, Mr. L. Rajagopalan, Mr. F.S. Broacha, and Dr. Navan R. Desai, Directors.

The main objects of shareholders grievance committee are to specifically look into redressal of complaints like transfer of shares, non-receipt of annual report etc. received from investors and improve the efficiency in investors service, wherever possible. The Committee meets with the requirement of Listing Agreement with the Stock Exchanges.

SHARE TRANSFER COMMITTEE:

The Committee comprises of Chairman & Managing Director, one Executive Director and one non-executive Independent Director. During the financial year 2002-2003 the Committee held 12 meetings. The Share Transfer Committee considers transfers/transmission of shares issued by the Company.

GENERAL BODY MEETINGS:

Financial Year	Date	Time	Place
2002	21/09/2002	11.00 a.m.	Gavasad, Vadodara
2001	14/09/2001	11.00 a.m.	Gavasad, Vadodara
2000	09/09/2000	11.00 a.m.	Gavasad, Vadodara

At these General Meetings, no special resolution on matters requiring postal balloting as required u/s 192A of the Companies Act, 1956 were placed for shareholders' approval.

DISCLOSURES:

Disclosures on materially significant related party transactions i.e. transactions of the Company of material nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. that may have potential conflict with the interests of the Company at large.

None of the transactions with any of the related parties was in conflict with the interests of the Company.

Details of non-compliance by the Company, penalties, strictures, imposed on the Company by Stock Exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

There were no instances of non-compliance of any matter related to the capital markets during the last three years.

MEANS OF COMMUNICATION:

Quarterly results are published in prominent daily newspapers viz. Asian Age (in English) & Loksatta – Jansatta (in Gujarathi) in the State of Gujarat. The Company has not made any presentations to Institutional Investors or Analysts.

GENERAL SHAREHOLDERS INFORMATION:

AGM date, time & venue :- 09.09.2003, 11.00 AM, Registered Office

Book Closure date: 02.09.2003 to 09.09.2003 (both days inclusive)

Financial Calendar : Year ending – March 31

Listing on Stock Exchanges with Code :

The Vadodara Stock Exchange – 368
The Stock Exchange, Ahmedabad – 23337
The Stock Exchange, Mumbai – 15147

Demat ISIN Number for Equity Shares : INE506D01012

Market Price Data : High / Low during each month in last financial year

Month	Highest (Rs.)	Lowest (Rs.)	Volume of shares traded
April, 2002	2.00	1.65	700
May, 2002	1.65	1.65	300
June, 2002	4.00	1.95	6905
July, 2002	6.90	3.30	31350
August, 2002	3.50	2.30	1205
September, 2002	4.20	3.50	200
October, 2002	-	-	-
November, 2002	-	-	-
December, 2002	-	-	-
January, 2003	3.00	1.50	4650
February, 2003	1.60	1.25	3750
March, 2003	1.30	1.05	2300