



# 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

## **NOTICE**

NOTICE is hereby given that the Twenty-Fourth Annual General Meeting of the Members of HALDYN GLASS LIMITED will be held on Tuesday, September 29, 2015 at 11:30 a.m. at the Registered Office of the Company at Village Gavasad, Taluka Padra, Dist. Vadodara-391 430, Gujarat to transact the following business :

### **Ordinary Business**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015, together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a Dividend on Equity Shares.
3. To appoint a Director in place of Mr. N. D. Shetty [DIN: 00025868] who retires by rotation and, being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass the following Resolution, with or without modification, as an Ordinary Resolution:  
"RESOLVED that pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Mukund M. Chitale & Co., Chartered Accountants, having Firm Registration No. 106655W, the retiring Auditors of the Company, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 29<sup>th</sup> Annual General Meeting of the Company to be held in the year 2020 [subject to ratification of their appointment at every Annual General Meeting], on such remuneration plus applicable service tax, and reimbursement of travelling and out of pocket expenses incurred for the purpose of audit as may be mutually agreed between the Board of Directors and the Auditors".

### **Special Business**

5. To consider and, if thought fit, to pass the following Resolution, with or without modification, as an Ordinary Resolution:  
"RESOLVED that Mr. Rolf E. von Bueren [DIN: 01484448], an Additional Director of the Company, who under Section 161 of the Companies Act, 2013 holds office only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under Section 160 and other applicable provisions, if any, of the said Act proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company liable to retire by rotation."
6. To consider and, if thought fit, to pass the following resolution, with or without modification, as a Special Resolution:  
"RESOLVED that in partial modification of the Special Resolution passed by the members of the Company at the Twenty-first Annual General Meeting of the Company held on September 28, 2012, the Company hereby approves confirms and ratifies the change in the terms and conditions of appointment of Mr. N. D. Shetty [DIN: 00025868] as the Company's Executive Chairman for a period of five years commencing from August 16, 2012, namely, that Mr. Shetty [who was not liable to retire by rotation] shall be liable to retirement by rotation through the residual term of his five year period of office in pursuance of the provisions of Section 152 [6] and other applicable provisions, if any, of the Companies Act, 2013, and the Rules prescribed thereunder."

By Order of the Board

**A. A. Lambay**

Company Secretary  
ACS No. 17450

Place : Mumbai

Date : August 14, 2015

### **Registered Office:**

Village Gavasad, Taluka Padra

Dist. Vadodara 391430, Gujarat

## NOTES :

- [a] The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item nos. 5 & 6 set out above in the Notice are annexed hereto.
- [b] 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. THE INSTRUMENT OF PROXY DULY COMPLETED AND SIGNED SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
- [c] A person shall act as a proxy for only 50 members and holding in aggregate not more than 10 percent of the total Share Capital of the Company Voting Rights. Members holding more than 10 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 a proxy for any other Member.
- [d] If a person is appointed as proxy for more than 50 members, he shall choose any 50 members and confirm the same to the Company 24 hours before the commencement of the Meeting. In case the proxy fails to do so, the Company shall consider only the first 50 proxies received in respect of such person as valid.
- [e] Members / Proxies should bring the enclosed Attendance Slip duly filled in, along with the Annual Report for attending the Meeting.
- [f] The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday September 23, 2015 to Tuesday September 29, 2015 [both days inclusive].
- [g] The dividend as recommended by the Board, if approved at the meeting will be paid on or after October 3, 2015 to those Shareholders whose names appear in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company / its Registrar and Share Transfer Agents on or before September 22, 2015 and whose names appear as beneficial owners in the list of beneficial owners as furnished by National Securities Depository Limited and / or Central Depository Services[India] Limited in respect of the shares held in Demat form for this purpose.
- [h] Members are requested to notify any change in their address:
  - [i] to their Depository Participants [DPs] in respect of shares held in Demat form; and
  - [ii] to the Registrar and Share Transfer Agents of the Company, Universal Capital Securities Pvt. Ltd, 21, Shakil Niwas, Mahakali Caves Road, Andheri [East], Mumbai 400 093, in respect of shares held in physical form, quoting their folio numbers.

As per SEBI Circular No. MRD/DOP/Cir-05/2009 dated May 29, 2009, it is mandatory to quote Permanent Account Number [PAN] for transfer of shares in physical form. Therefore, the transferee[s] is required to submit a self attested PAN card copy to the Registrar and Share Transfer Agents of the Company for registration of transfer of shares.
- [i] Members desiring any information on accounts or operations of the Company are requested to forward their queries to the Company at least eight days prior to the date of the Meeting so that the required information is made available at the Meeting.
- [j] Electronic copy of the Annual Report for 2014-15 is being sent to all members whose e-mail IDs are registered with the Registrar and Share Transfer Agents / Depository Participant, unless any member has requested for a hard copy of the same. For members who have not registered their e-mail address, physical copies of the Annual Report is being sent in the permitted mode.
- [k] In order to provide protection against fraudulent encashment of the warrants / dividend drafts, members holding shares in physical form are requested to intimate the Registrar and Share Transfer Agents under the signature of the Sole / First Joint holder, the following information to be incorporated on the Dividend Warrants / Dividend Drafts: [i] Name of the Sole / First joint holder and the folio number, [ii] Particulars of the Bank Accounts viz., [1] Name of the Bank, [2] Name of the Branch, [3] Complete address of the Bank with Pin code number, [4] Account Type, whether Saving Account or Current Account and [5] Bank Account number.
- [l] Pursuant to the provisions of Section 205A[5] and 205C of the Companies Act, 1956 [which are still applicable as the relevant sections 124 and 125 under Companies Act, 2013 are yet to be notified], the Company has transferred the unclaimed dividend for the financial year 2006-07 to the Investor Education and Protection Fund [IEPF] established by the Central Government. Dividends for the financial year ended March 31, 2008 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the date they



become due for payment will be transferred by the Company to IEPF. Members who have not so far encashed dividend warrant[s] / dividend Draft[s] for the aforesaid years are requested to seek issue of duplicate warrants[s] / fresh dividend Draft[s] by writing to the Company's Registrar and Share Transfer Agents, immediately.

Members are requested to note that no claims shall lie against the Company or the IEPF in respect of any amounts which were unclaimed or unpaid for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claim.

[m] The Ministry of Corporate Affairs has undertaken a "Green Initiative in the Corporate Governance" and allowed companies to share documents with its shareholders through the electronic mode. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialised form with their respective Depository participants and in respect of shares in physical form with the Company or its Registrar & Share Transfer Agents M/s. Universal Capital Securities Pvt. Ltd, Unit: Haldyn Glass Limited, 21, Shakil Niwas, Mahakali Caves Road, Andheri [East] Mumbai- 400 093, E-mail: [info@unisec.in](mailto:info@unisec.in).

[n] A proxy form for the Annual General Meeting has been enclosed in the Annual Report

[o] Voting through Electronic means

- a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies [Management and Administration] Rules, 2014, and Clause 35B of the Listing Agreement. The Company has provided 'remote e-voting' [e-voting from a place other than venue of the Annual General Meeting] facility through Central Depository Services [India] Limited [CDSL] as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 24<sup>th</sup> Annual General Meeting [AGM] of the Company. The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com).
- b. The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the 24<sup>th</sup> AGM. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.
- c. The remote e-voting period commences on Friday September 25, 2015 [10.00 a.m.] and ends on Monday, September 28, 2015 05:00 p.m.]. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date September 22, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- d. Mr. Ashish C. Doshi, Partner of SPANJ & ASSOCIATES, Company Secretaries in practice have been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner

**The process and manner for remote e-voting are as under:**

1. Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on "Shareholders" tab.
3. 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.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

6. If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department [Applicable for both demat shareholders as well as physical shareholders]</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
DOB	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> <li>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.</li> </ul>

7. After entering these details appropriately, click on "SUBMIT" tab.
8. 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.
9. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN of "HALDYN GLASS LIMITED" on which you choose to vote.
11. 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.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
13. 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.
14. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
16. 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.
17. 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.com>.

com 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.

18. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ["FAQs"] and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)



## EXPLANATORY STATEMENT

### **Item No. 5**

On the recommendation of the Nomination and Remuneration Committee, Mr. Bueren was appointed as an Additional Director by the Board of Directors at its meeting held on February 10, 2015. As Additional Director, Mr. Bueren's term of office will expire at the forthcoming Annual General Meeting. A Notice has been received under Section 160 of the Companies Act, 2013 from a member of the Company, along with the requisite deposit, proposing his candidature for the office of Director.

Mr. Rolf E. von Bueren is a graduate and the co-founder and managing director of Bangkok Glass Industry Company Limited, which is one of the most efficient manufacturers of hollow glass in the world. Presently, Mr. Bueren is the Chairman of J. V. Control Limited, a consulting company based in Bangkok. Considering Mr. Bueren's knowledge, expertise and experience in glass technology and his past association with the Company since its formation, your Directors feel that it will be in the interest of the Company to appoint Mr. Bueren as an Additional Director so that his advise and guidance would continue to be available to the Board and benefit the Company.

Mr. Rolf E. von Bueren is concerned or interested in the Resolution at item No. 5 of the Notice. Other than Mr. Bueren, no other Director, key managerial personnel or their respective relatives is/are concerned or interested in the Resolution.

Your Directors consider Mr. Bueren's appointment as Director will be in the interest of the Company and, accordingly, commend the Resolution at item No. 5 for approval by the shareholders.

### **Item No. 6**

Members are aware that at the Company's Annual General Meeting held on September 28, 2012, Mr. N. D. Shetty was appointed as the Company's Executive Chairman for a period of 5 years from August 16, 2012 on terms and conditions approved by the members. Mr. Shetty's said period of office as Executive Chairman was not subject to retirement by rotation. Under section 149 [13] of the Companies Act, 2013 ["the Act"], Independent Directors are not liable to retire by rotation and sub-section [6] of section 152 of the Act in respect of retirement of Directors by rotation is not applicable to Independent Directors. In order to comply with and satisfy the provisions of the Act relating to Independent Directors and the Directors required to retire by rotation in the context of the Board's strength [i.e. the total number] of Directors, it was thought fit and proper to change the office of Mr. N. D. Shetty to that of an executive director liable to retire by rotation, thereby complying with sub-section [6] of Section 152 which prescribes that not less than two-thirds of the total number of Directors of a public company shall be persons whose period of office is liable to determination by retirement of Directors by rotation.

Accordingly at its meeting held on May 26, 2014, the Board of Directors changed / altered the residual term of Mr. Shetty's office of 5 years to that of an Executive Director liable to retire by rotation. All other terms and conditions including remuneration of Mr. Shetty remain unchanged.

Mr. N. D. Shetty's Agreement dated October 30, 2012 duly revised as mentioned above under Supplemental Agreement dated September 25, 2014 is available for inspection of members at the registered office of the Company during the Company's normal business hours on all working days [except Saturdays] between 10 a.m. and 1 p.m.

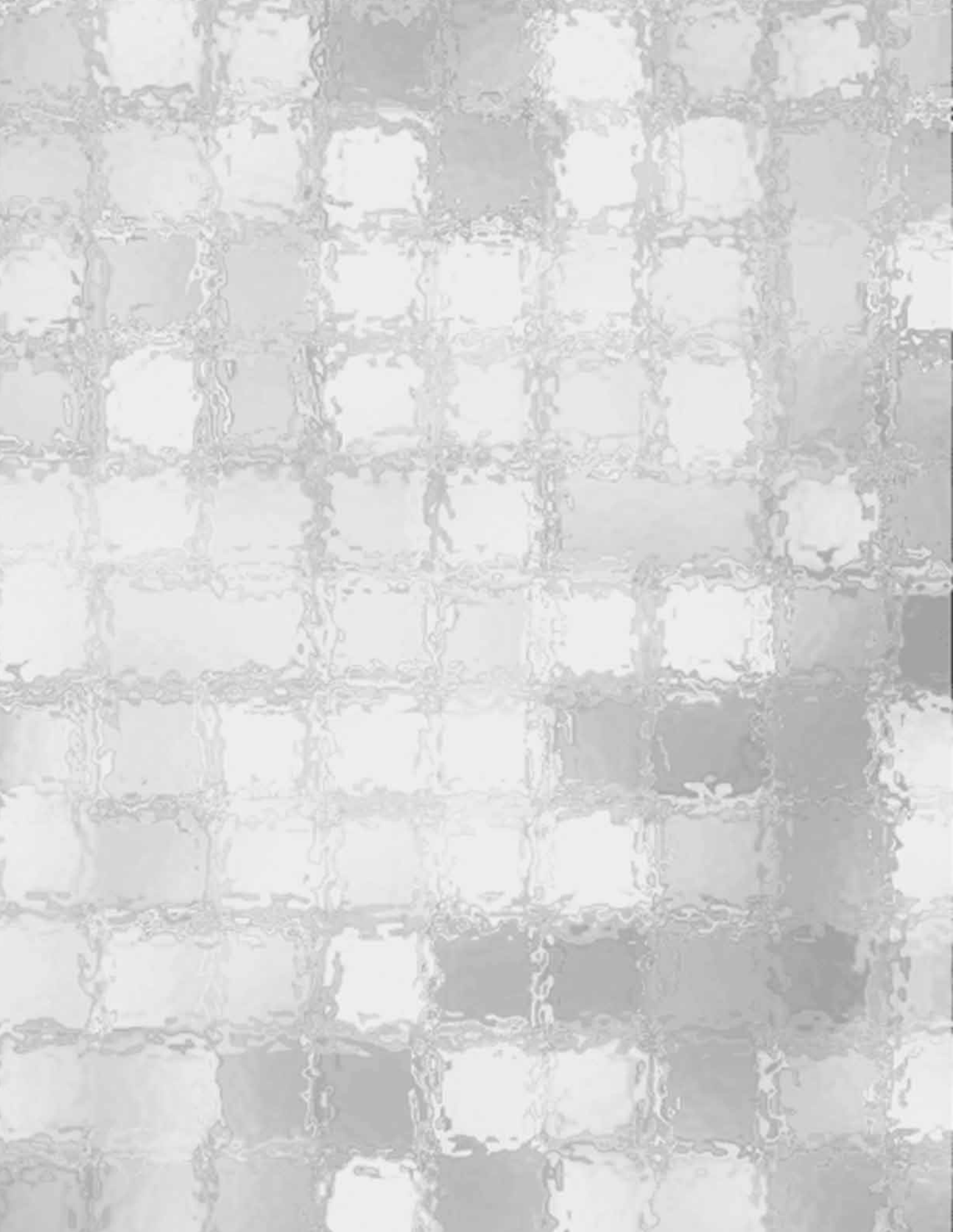
Except Mr. N. D. Shetty and his relatives including Mr. T. N. Shetty and Mr. R. Ajila, none of the other Directors and or key managerial personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item 6 of the Notice.

The Board commends the Special Resolution set out at Item No 6 of the Notice for approval by the shareholders.



**DISCLOSURES RELATING TO DIRECTORS PURSUANT TO CLAUSE 49 OF LISTING AGREEMENT AND SECRETARIAL STANDARDS ON GENERAL MEETING**

<b>Name of the Director</b>	<b>Mr. N. D. Shetty</b>	<b>Mr. Rolf E. von Bueren</b>
Date of Birth	August 12, 1940	August 14, 1940
Date of Appointment	April 25, 1991	February 10, 2015
Relationship between Directors' Inter-se	Promoter-Director related to Mr. T. N. Shetty and Mr. R. Y. Ajila	Not related to any Director of the Company
Qualification and Expertise	Experience of nearly five decades in the Glass Industry	Graduate
Directorship held in other public / private companies	1. Haldyn Corporation Limited 2. Lotus Arts De Vivre [I] Pvt. Ltd.	J. V. Control Limited Lotus Art de vivre[s] Pte Ltd Lotus Art de vivre[India] Private Limited Ecobuilt Packaging [M]Sdn Bhd. Population and Development International Millennium Hilton Bangkok Hotel
Membership / Chairmanship of Committee across other public companies, if any	1. Haldyn Corporation Limited Chairman- Share Transfer Committee,	Nil
Number of Equity Shares of ₹ 1 each held	7,63,960	Nil





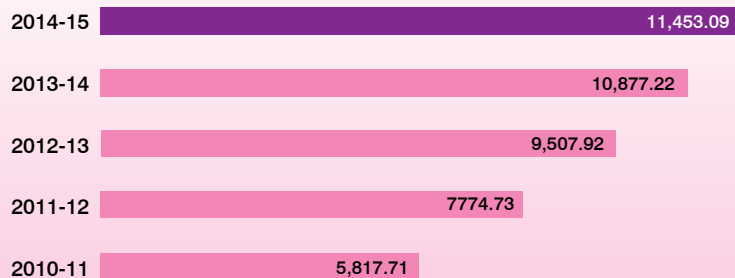


One with the environment.

## Performance at a Glance

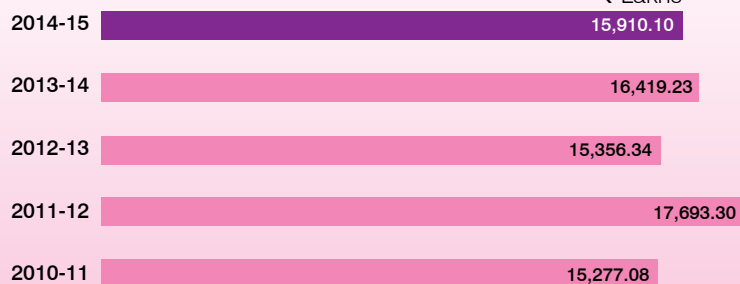
### NET WORTH

₹ Lakhs



### TOTAL INCOME

₹ Lakhs



### PROFIT AFTER TAX

₹ Lakhs

