



**SEJAL<sup>TM</sup>**  
**GLASS**

REFLECTING VALUES

**21<sup>st</sup>**  
**ANNUAL**  
**REPORT**  
**2018-19**

# INDEX

CONTENTS	PAGE
Corporate Information	2
Key Highlights 2018 - 19	4
Notice	5
Directors Report	13
Corporate Governance Report	40
Independent Auditors Report	63
Balance Sheet	83
Statement of Profit and Loss	84
Cash Flow Statement	85
Notes to Financial Statements	86

## CORPORATE INFORMATION

### 21<sup>st</sup> Annual Report 2018-19

#### **BOARD OF DIRECTORS**

<b>BOARD OF DIRECTORS'</b>	<b>DESIGNATION</b>
Mr. Amrut S. Gada	Chairman and Managing Director
Mr. Mitesh K. Gada	Executive Director
Late Mr. R. Rengarajan	Independent Director upto 28. 03. 2019
Mr. Praful B. Nisar	Independent Director
Mrs. Dipti A. Shah	Independent Director upto 01.02.2019

#### **V. P. OPERATIONS & COMPANY SECRETARY**

Mr. Ashwin S. Shetty

#### **STATUTORY AUDITORS**

M/s. KSPM & Associates  
 108, 1st Floor, Sujata Niketan,  
 Rani Sati Road,  
 Next to Railway Station,  
 Malad (East), Mumbai - 400097.  
 Tel: +91-22-28814240  
 Email id: sanjay@kspmundai.com

#### **INTERNAL AUDITORS**

M/s. Motilal & Associates.  
 304, Orchid Plaza, Behind Gokul Shopping Centre,  
 Next to Platform No. 8, Off. S.V. Road,  
 Borivali (west), Mumbai - 400 092  
 Tel.: +91-22- 28642358  
 Email: motilalassociates@gmail.com

#### **BANKERS / FINANCIAL INSTITUTION**

Punjab National Bank  
 Bank Of Maharashtra  
 ICICI Bank Limited  
 SICOM Investments and Finance Limited  
 Edelweiss Asset Reconstruction Company Limited (EARCL)

### **REGISTRAR AND TRANSFER AGENTS**

LINK INTIME INDIA PRIVATE LIMITED  
C 101, 247 Park, L B S Marg, Vikhroli West,  
**Mumbai - 400 083,**  
Tel: 22- 49186000, Fax: +91- 22- 49186060,  
Website: [www.linkintime.co.in](http://www.linkintime.co.in),  
E-mail: [nayna.wakle@linkintime.co.in](mailto:nayna.wakle@linkintime.co.in)

### **REGISTERED OFFICE**

173/174, 3rd Floor, Sejal Encasa, S.V. Road,  
Kandivali (West), **Mumbai - 400 067**  
Tel: 28665100, Fax: 28665102  
Website: [www.sejalglass.co.in](http://www.sejalglass.co.in)

### **FACTORY**

Plot No 259/10/1, Village Dadra  
Union Territory of Dadra  
Nagar Haveli, Dist. Silvassa.

#### **Note:**

The Hon'ble National Company Law Board ("NCLT"), Mumbai Bench, vide order dated February 13, 2019 has admitted the reference for initiation of Corporate Insolvency Resolution Process ("CIRP") under Insolvency and Bankruptcy Code 2016 ("IBC"). The Powers of the Board of Directors stands suspended since then. Further the Hon'ble NCLT, Mumbai Bench, vide order dated April 23, 2019 has appointed Mr. Prashant Jain as the Resolution Professional ("RP") to carry the day to day operations of the Company.

## KEY HIGHLIGHTS OF 2018-19

## Five Year Financial Performance Table

(Rs. in Millions)

Financial Performance	2018-19	2017-18	2016-2017	2015-2016	2014-2015
<b>Profit &amp; Loss Account</b>					
Gross Sales	85.39	98.55	53.02	141.58	144.03
Total Income	90.65	126.49	67.98	172.37	228.03
Depreciation	25.98	27.31	34.09	37.00	48.24
Finance Cost	21.94	21.23	44.96	56.61	92.70
Profit/(Loss) Before Taxation	(146.59)	(74.75)	(466.86)	(1211.37)	(395.13)
Profit/(Loss) After Taxation	(146.59)	(74.75)	(466.86)	(1211.37)	(619.33)
Earnings Per Share	-	-	-	-	-
<b>Balance Sheet</b>					
Fixed Assets (Net)	374.80	443.50	470.33	530.38	588.05
Investments and Non Current Assets	35.25	379.97	1929.30	226.76	846.00
Net Current Assets	(121.32)	(1434.15)	(1537.35)	(831.92)	(264.04)
Net Deferred Tax Asset	0.00	0.00	0.00	-	-
Loan Funds	236.56	269.26	291.27	330.00	356.90
Provisions	2.30	2.30	6.12	6.95	6.02
Profit & Loss A/c					-
<b>Net Worth</b>	<b>(1108.76)</b>	<b>(953.45)</b>	<b>(878.71)</b>	<b>(411.74)</b>	<b>807.08</b>
Share Capital	335.50	335.50	335.50	335.50	335.50
Share Warrant / Share	-	-	-	-	-
Application Money	-	-	-	-	-
Reserve and Surplus	(1444.26)	(1288.95)	(1214.21)	(747.24)	471.58
<b>Net Worth</b>	<b>(1108.76)</b>	<b>(953.45)</b>	<b>(878.71)</b>	<b>(411.74)</b>	<b>807.08</b>

**NOTICE** is hereby given that the 21<sup>st</sup> Annual General Meeting of the shareholders of the Company (a Company undergoing Corporate Insolvency Resolution Process ("CIRP")) will be held on Saturday, September 28, 2019, at 10.00 A.M., at 173/174, Sejal Encasa, S. V. Road, Kandivali (West), Mumbai – 400 067 to transact the following business:

**Note:**

Sejal Glass Limited is undergoing Corporate Insolvency Resolution Process ("CIRP") *as per the provisions* of the Insolvency and Bankruptcy Code 2016 in terms of order dated February 13, 2019, passed by the Hon'ble National Company Law Tribunal, Mumbai Bench. Mr. Prashant Jain, has been appointed as Resolution Professional by the Hon' ble NCLT, Mumbai Bench, vide order dated April, 23, 2019. As per section 17 of IBC, the powers of the Board of Directors stands suspended and such powers have vested with the RP appointed as said. The Company is currently under the control of Resolution Professional deputed by Hon'ble NCLT with effect from February 13, 2019 for a period of 180 days and 180 days of CIRP period of Sejal Glass Limited expired on August 12, 2019. The Committee of Creditors (COC) in its Meeting held on August 07, 2019 approved the extension of the CIRP period for additional 90 days beyond 12th August, 2019 i.e. the end of 180 days from the CIRP date in accordance with the provisions as laid down in Section 12(2) of the IBC, 2016 and Mr. Prashant Jain, the Resolution Professional has filed an application before the NCLT, Mumbai Bench on August 08, 2019, under Section 12(2) of IBC, 2016 read with Regulation 40 of Insolvency And Bankruptcy Board of India (Insolvency Resolution Process For Corporate Persons) Regulations, 2016 for approval of the extension of the period of CIRP. In view thereof, the meeting is being convened by the Insolvency Professional.

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31<sup>st</sup> March, 2019, the Report to the members under section 134 of the Companies Act, 2013 and the Auditors' Report thereon and the audited consolidated financial statement of the Company for the Financial Year ended 31<sup>st</sup> March, 2019.
2. To appoint a director in place of Mr. Amrrut S. Gada (DIN: 00163290) who has consented to retire by rotation for compliance with the requirements of Section 152 of the Companies Act, 2013, and being eligible, offers himself for re-appointment.

Mumbai  
August 14, 2019

By order of the Board  
For Sejal Glass Limited  
(a Company undergoing Corporate Insolvency Resolution Process ("CIRP"))

Sd/-  
Ashwin S. Shetty  
V. P. Operations & Company Secretary

## NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (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 INSTRUMENT APPOINTING PROXIES IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED BY 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 shareholder.

2. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. However, the facility for voting through Ballot Paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-Voting shall be able to exercise their right at the AGM through Ballot Paper. Instructions and other information relating to remote e-Voting are given in this Notice separately. The Company will also send communication relating to e-Voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately.
3. Corporate Members intending to send their authorized representative to attend the Meeting are required to send a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the Meeting, as required under Section 113 of the Companies Act, 2013.
4. Members/ proxies are requested to bring their copies of Annual Report along with the duly-filled Attendance Slips sent herewith to attend the meeting. Members may refer to proxy related provision given in Para 6 of the SS-2 Secretarial Standard on General Meeting issued by ICSI and approved by Central Government.

Members who hold shares in dematerialized form are requested to write their DP ID and Client ID number(s) and those who hold share(s) in physical form are requested to write their Folio Number(s) in the attendance slip for attending the Meeting to facilitate identification of membership at the Meeting.

5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. All documents referred to in the accompanying Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company during the Business hours on all working days, except Saturdays, during business hours up to the date of the Annual General Meeting.

7. The Share Transfer Books and Register of members of the Company will remain closed from Thursday, September 26, 2019 to Saturday, September 28, 2019 (both days inclusive) for the purpose of ensuing Annual General Meeting.
8. Electronic Copy of the Annual Report for the year 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purpose unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode.
9. Members are advised to avail of nomination facility in respect of shares held by them. Nomination forms can be obtained from the Investors Services Department of the Company.
10. Members are requested to:-
  - a. Intimate the Company, changes if any in their registered addresses at an early date for shares held in physical form. For shares held in electronic form, changes, if any may be please communicated to the respective DPs.
  - b. Quote ledger folio numbers/DP ID and Client ID numbers in all their correspondence.
  - c. Approach the Company for consolidation of various ledger folios into one.
  - d. To avoid inconvenience, get the share transferred in joint names, if they are held in single name and/or appoint nominee.
11. Members desirous of obtaining any information concerning the accounts and operation of the Company are requested to address their communication to the Registered Office of the Company, so as to reach at least 10 days before the meeting, so that the information can be made available at the meeting, to the extent possible.
12. The Register of contracts or arrangements maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
13. The Annual Report 2018-19 of the Company circulated to the members of the Company will be made available on the Company's website at [www.sejalglass.co.in](http://www.sejalglass.co.in) and also on the website of the respective stock exchanges at [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com). As per the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 issued by Institute of Company Secretaries of India and notified by Central Government, particulars of Director/s to be appointed / re-appointed at the forth coming Annual General Meeting is/are given separately in the notice.
14. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Share Registrars and Transfer Agents/their Depository Participants, in respect of shares held in physical/electronic mode respectively.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.



#### 16. Voting Through electronic means:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended from time to time, the Company is pleased to provide its members the facility of “remote e-voting” (e-voting from place other than venue of the AGM) to exercise their right to vote at the 21<sup>st</sup> Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by National Securities Depository Limited (NSDL)

The facility for voting through poll paper shall also be made available at the venue of the 21<sup>st</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.

The Company has appointed Mr. Tariq Budgujar of M/s. Tariq Budgujar & Co., Practicing Company Secretaries (CP No. 17462) as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM.

17. 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 i.e. September 21, 2019 (Saturday).
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.evoting.nsdl.com](http://www.evoting.nsdl.com).
19. 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 i.e. 21/09/2019 only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting through ballot paper.
20. The Chairman shall, at the Meeting, 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 “Ballot Paper” for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
21. The Scrutinizer will after the conclusion of voting at the 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 will make, not later than two days of the conclusion of the Meeting, 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 will countersign the same and declare the result of the voting forthwith.
22. The results declared along with the report of the Scrutinizer will be placed on the website of the Company and on the website of CDSL (or NSDL) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results will also be immediately forwarded to the Bombay Stock Exchange Limited, and National Stock Exchange Limited Mumbai.

23. Mr. Ashwin S. Shetty. V. P. Operations & Company Secretary of the Company shall be responsible for addressing all the grievances in relation to this Annual General Meeting including e-voting. His Contact details are E-mail :ashwin@sejalglass.co.in

**Registered Office:**  
**173/174, 3rd Floor, Sejal Encasa, S. V. Road**  
**Kandivali (West), Mumbai- 400067**

**By order of the Board**  
**For Sejal Glass Limited**

**(a Company undergoing Corporate**  
**Insolvency Resolution Process ("CIRP"))**

**Date: August 14, 2019**

**Sd/-**  
**Ashwin S. Shetty**  
**V. P. Operations & Company Secretary**

**Profile of Director being re-appointed/appointed as required under Regulation 36(3) of the Securities And Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.**

<b>Name of Director</b>	<b>Mr. Amrut S. Gada</b>
Date of Birth	03/05/1970
Qualification/Profession	Intermediate
Expertise in Specific Functional Areas	Business Management
Other Directorship in Companies	10
Membership of Committee of the company	Nil
No. of shares held in the company	1450750

**THIS COMMUNICATION FORMS INTEGRAL PART OF THE NOTICE OF 21<sup>st</sup> ANNUAL GENERAL MEETING OF SEJAL GLASS LIMITED**

**The instructions for members for voting electronically are as under:-**

- (I) The voting period begins on Wednesday, September 25, 2019 at 10.00 a.m. and ends on Friday, September 27, 2018 at 5 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21.09.2019 may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.