



SEJAL GLASS LIMITED
ANNUAL REPORT 2016-17

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CORPORATE INFORMATION

19th Annual Report 2016-17

BOARD OF DIRECTORS

NAME OF DIRECTOR	DESIGNATION
Mr. Amrut S. Gada	Chairman and Managing Director
Mr. Mitesh K. Gada	Executive Director
Mr. R. Rengarajan	Independent Director
Mr. Praful B. Nisar	Independent Director
Mrs. Leena. Gadit	Independent Director upto 30.05.2017
Mrs. Pooja Sharma	Additional Independent Director (w.e.f 26.08.217)

CHIEF FINANCIAL OFFICER

Mr. A. Venkataramanan (Resigned w.e.f May 30, 2017)

GM COMPLIANCE, COMPANY SECRETARY

Mr. Ashwin S. Shetty

STATUTORY AUDITORS

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

INTERNAL AUDITORS

M/s. Ushik Gala & Associates
B/202, Hetal Arch,
Opp. Natraj Market,
S.V. Road, Malad (West)
Mumbai-400064 .
Email: ushik.gala@gmail.com
Contact Person: Mr. Ushik Gala

BANKERS TO THE COMPANY

Punjab National Bank
Bank Of Maharashtra
ICICI Bank Limited
SICOM Investments and Finance Limited

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,
E-mail: 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

FACTORY

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

RETAIL & TRADING DIVISION

Sejal Encasa, 173/174, S.V. Road,
Opp. Bata Showroom, Kandivali (West)
Mumbai- 400 067

KEY HIGHLIGHTS OF 2016-17

Five Year Financial Performance

(₹ in Million)

Financial Performance	2016-17	2015-16	2014-15	2013-14	2012-13
Profit & Loss Account					
Gross Sales	49.14	141.58	144.03	1263.68	626.77
Total Income	56.78	172.37	228.03	1370.03	742.78
Depreciation	32.51	37.00	48.24	24.59	24.45
Finance Cost	44.17	56.61	92.70	88.22	81.05
Profit/(Loss) Before Taxation	(472.54)	(1211.37)	(395.13)	(187.59)	(89.75)
Profit/(Loss) After Taxation	(472.54)	(1211.37)	(619.33)	(187.59)	(160.00)
Earnings Per Share		-	-	-	-
Balance Sheet					
Fixed Assets (Net)	464.76	530.38	588.05	835.87	915.53
Investments and Non Current Assets	221.43	226.76	846.00	882.07	867.35
Net Current Assets	(1441.33)	(831.92)	(264.04)	(240.85)	(48.96)
Net Deferred Tax Asset		-	-	224.20	224.20
Loan Funds	121.45	330.00	356.90	172.73	238.45
Provisions	7.08	6.95	6.02	7.03	3.53
Profit & Loss A/c			-	-	-
Net Worth	(884.27)	(411.74)	807.08	1523.87	1716.14
Share Capital	335.50	335.50	335.50	335.50	335.50
Share Warrant / Share	-	-	-	-	-
Application Money	-	-	-	-	-
Reserve and Surplus	(1219.77)	(747.24)	471.58	1188.37	1380.64
Net Worth	(884.27)	(411.74)	807.08	1523.87	1716.14

NOTICE is hereby given that the 19th Annual General Meeting of the shareholders of the Company will be held on Thursday, September 28, 2017, at 10.00 A.M., at 173/174, Sejal Encasa, S. V. Road, Kandivali (West), Mumbai – 400 067 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 31st March, 2017, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Amrut 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.
3. Ratification of Appointment of Auditors:

To appoint Auditors and to fix their remuneration by passing the following Resolution with or without modification(s), 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 M/s. Motilal & Associates, Chartered Accountants, having FRN 106584W as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twentieth AGM of the Company to be held in the year 2018 and the Board of Directors be and is hereby authorized to fix such remuneration as may be determined by the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Pooja Sharma having Director Identification Number 07913884 who was appointed as an Additional Director being Non Executive, Independent Director of the Company, by the Board of Directors effective August 26, 2017 and who holds office till the date of 19th Annual General Meeting 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 in terms of Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Pooja Sharma as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from August 26, 2017, to hold office up to August 25, 2022, not liable to retire by rotation.”

By order of the Board

Mumbai
August 26, 2017

Ashwin S. Shetty
G.M. Compliance, 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. The Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Businesses to be transacted at the Meeting, is annexed hereto.
5. 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.
6. 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.
7. 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
8. The Share Transfer Books and Register of members of the Company will remain closed from Tuesday September 26, 2017 to Thursday September 28, 2017 (both days inclusive) for the purpose of ensuing Annual General Meeting.
9. Electronic Copy of the Annual Report for the year 2016-17 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 2016-17 is being sent in the permitted mode.
10. 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.

11. 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.

12. 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
13. 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.
14. The Annual Report 2016-17 of the Company circulated to the members of the Company will be made available on the Company's website at www.sejalglass.co.in and also on the website of the respective stock exchanges at www.nseindia.com and 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 Directors to be appointed / re-appointed at the 19th Annual General Meeting are given separately in the notice.
15. Notice of Annual General Meeting will be sent to those shareholders/beneficial owners whose name will appear in the register of members/list of beneficiaries received from the depositories as on 25.08.2017.
16. 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.
17. 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.

18. 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 19th Annual General Meeting (AGM). The business may be transacted through e-voting services rendered by Central Depository (India) Limited (CDSL).

The facility for voting through poll paper shall also be made available at the venue of the 19th 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. Dharmesh Zaveri of M/s. D. M. Zaveri & Co., Practicing Company Secretaries (CP No. 4363) as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM.

19. 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, 2017 (Thursday).
20. 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
21. 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. September 21, 2017 only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting through ballot paper.
22. 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.
23. 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.

24. 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.
25. Mr. Ashwin S. Shetty, Compliance Officer 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

Date: August 26, 2017

**By order of the Board
Ashwin S. Shetty**

G. M. Compliance
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO. 4**

The Board of Directors vide its resolution dated August 26, 2017 appointed Ms. Pooja Sharma as Additional Director of the Company with effect from August 26, 2017 pursuant to Section 161 of the Companies Act, 2013 read with Article 152 of the Articles of Association of the Company.

Ms. Pooja Sharma is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from a member along with a deposit of ₹ 1 Lakh proposing her candidature to be appointed as Independent Director as per the provisions of Sections 149 and 152 of the Companies Act, 2013.

Ms. Pooja Sharma has given a declaration to the Board of Directors of the Company that she meets the criteria of Independence as required under Section 149 of the Companies Act, 2013. In the opinion of the Board of Directors, Ms. Pooja Sharma fulfils the conditions specified in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and rules made thereunder for her appointment as Independent Director of the Company and she is independent of the management of the Company.

Except Ms. Pooja Sharma, being the appointee, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution at Item No. 4 for approval of the Members.

Registered Office:

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

Date: August 26, 2017

**By order of the Board
Ashwin S. Shetty**

G. M. Compliance & 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.

Name of Director	Mr. Amrut S. Gada	Ms. Pooja Sharma
Date of Birth	03/05/1970	17/08/1983
Date of Appointment	11/12/1998	26/08/2017
Qualification	Intermediate	Chartered Accountant
Expertise in Specific Functional Areas	Business Management	Finance and Accounts
Other Directorship in Limited Companies	4	NIL
Membership of Committee of the company	NIL	NIL
No. of shares held in the company	1450750	NIL

THIS COMMUNICATION FORMS INTEGRAL PART OF THE NOTICE OF 19th ANNUAL GENERAL MEETING OF SEJAL GLASS LIMITED

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

- (I) The voting period begins on Monday, September 25, 2017 at 10.00 a.m. and ends on Wednesday, September 27, 2017 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 21.09.2017 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the remote e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or Details in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio (DOB) number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach 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