



SEJALTM
GLASS

REFLECTING VALUES

20th
ANNUAL
REPORT
2017-18

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CORPORATE INFORMATION

20th Annual Report 2017-18

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
Ms. Pooja V. Sharma	Independent Director upto 03/11/2017
Mrs. Dipti A. Shah	Additional Director w.e.f. 11/08/2018

CHIEF FINANCIAL OFFICER

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

V. P. OPERATIONS & 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,
Borivali (west), Mumbai – 400 092
Tel.: +91-22- 28642358
Email: motilalassociates@gmail.com

INTERNAL AUDITORS

M/s. KSPM & Associates
108, 1st Floor,
Sujata Niketan Chs. Limited,
Rani Sati Road, Malad (East),
Mumbai 400 097.

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.

TRADING DIVISION

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

KEY HIGHLIGHTS OF 2017-18

Five Year Financial Performance

(₹ in Million)

Financial Performance	2017-2018	2016-2017 Restated as per IND AS	2015-2016	2014-2015	2013-2014
Profit & Loss Account					
Gross Sales	98.55	53.02	141.58	144.03	1263.68
Total Income	126.49	67.98	172.37	228.03	1370.03
Depreciation	27.31	34.09	37.00	48.24	24.59
Finance Cost	21.23	44.96	56.61	92.70	88.22
Profit/(Loss) Before Taxation	(74.75)	(466.86)	(1211.37)	(395.13)	(187.59)
Profit/(Loss) After Taxation	(74.75)	(466.86)	(1211.37)	(619.33)	(187.59)
Earnings Per Share	-	-	-	-	-
Balance Sheet					
Fixed Assets (Net)	443.50	470.33	530.38	588.05	835.87
Investments and Non Current Assets	379.97	1929.30	226.76	846.00	882.07
Net Current Assets	(1434.15)	(1537.35)	(831.92)	(264.04)	(240.85)
Net Deferred Tax Asset	0.00	0.00	0.00	0.00	224.20
Loan Funds	269.26	291.27	330.00	356.90	172.73
Provisions	2.30	6.12	6.95	6.02	7.03
Profit & Loss A/c				-	-
Net Worth	(953.45)	(878.71)	(411.74)	807.08	1523.87
Share Capital	335.50	335.50	335.50	335.50	335.50
Share Warrant / Share	-	-	-	-	-
Application Money	-	-	-	-	-
Reserve and Surplus	(1288.95)	(1214.21)	747.24	471.58	1188.37
Net Worth	(953.45)	(878.71)	(411.74)	807.08	1523.87

NOTICE is hereby given that the 20th Annual General Meeting of the shareholders of the Company will be held on Saturday, September 29, 2018, 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, 2018, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Mitesh K. Gada (DIN: 00148934) 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.

SPECIAL BUSINESS:

3. To appoint statutory auditors of the company to hold office from the conclusion of this Annual General Meeting until the conclusion of the fifth consecutive Annual General Meeting and to fix their remuneration, and if thought fit, to pass, with or without modification(s) the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT, pursuant to Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 and pursuant to the proposal of audit committee and further recommendation of Board of Directors of the Company, M/s. KSPM & Associates., Chartered Accountants, Firm Registration No. 104723W allotted by The Institute of Chartered Accountants of India (ICAI) be and are hereby appointed as the Auditors of the Company in place of the retiring Auditors M/s. Motilal & Associates, Chartered Accountants, Firm Registration No. 106584W allotted by ICAI, who shall hold office from the conclusion of this 20th Annual General Meeting for term of consecutive five years till conclusion of the 25th Annual General Meeting Company to be held in the year 2023, to examine and audit the accounts of the Company on such remuneration plus reimbursement of out-of-pocket expense, as may be mutually agreed between the Board of Directors/Audit Committee of the Company and the Statutory Auditors.”

4. Appointment of Mrs. Dipti Amit Shah (DIN 08201728) as an Independent Director:-

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

‘RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR / Listing Regulations), including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Mrs. Dipti Amit Shah (DIN 08201728), who was appointed as an Additional Director (Independent) of the Company with effect from August 11, 2018, and whose term expires at this AGM, and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive year with effect from August 11, 2018.’

5. 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 188 and all other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI (Listing Obligations and Disclosure requirements) Regulations 2015, governing the Related Party Transactions and such other rules as may be applicable and amended from time to time, consent of the shareholders be and is hereby accorded for entering into transaction(s) with the following related party(ies) up to the maximum amount mentioned there against for the financial year 2018-2019 on such terms and conditions as may be mutually agreed between the Company and the related party(ies):

Sr. No.	Name of the Related Party	Nature of Relationship	Interested Director	Nature of Transaction(s)*	Maximum Value of the Transaction (s) (Estimated Amount Rs. In Crores)
1	Sejal Firebaan Glass Private Ltd	Group Company	Mr. Amrut S. Gada	Rent , Sales and Purchase	0.50
2	Sejal Entertainment & Media India Ltd.	Group Company	Mr. Amrut S. Gada & Mr. Mitesh K. Gada	Sales and Purchase	0.50
3	Sejal Finance Ltd	Group Company	Mr. Amrut S. Gada & Mr. Mitesh K. Gada	Service	0.50
4	Sejal Glass Craft Pvt. Ltd.	Group Company	Mr. Amrut S. Gada & Mr. Mitesh K. Gada	Sales and Purchase	0.50
5	Sejal Glass House (Prop Amrut Gada)	Related Firm	Mr. Amrut S. Gada	Sales and Purchase	1.00
6	Sejal Insurance Broking Ltd.	Group Company	Mr. Amrut S. Gada & Mr. Mitesh K. Gada	Sales	0.25
7	Sejal International Ltd.	Group Company	Mr. Amrut S. Gada & Mr. Mitesh K. Gada	Sales and Purchase	0.25
8	Sejal Realty and Infrastructure Ltd.	Group Company	Mr. Amrut S. Gada & Mr. Mitesh K. Gada	Sales and Purchase	1.00
9	Inventure Sejal Realtors Private Limited	Group Company	-	Sales and Purchase	1.00
10	Sejal Infraprojects Pvt. Ltd.	Group Company	Mr. Mitesh K. Gada	Services	0.25
11	Sejal Realtors and Developers Pvt. Ltd.	Group Company	Mr. Amrut S. Gada & Mr. Mitesh K. Gada	Sales and Purchase	0.25
12	Brizeal Realtors & Developers LLP.	Group Company	Mr. Amrut S. Gada & Mr. Mitesh K. Gada	Sales and Purchase	1.00
13	Sejal Shakti Realtors LLP	Group Company	Mr. Amrut S. Gada	Sales and Purchase	1.00

* Transaction(s) are entered in the ordinary course of business and on arms' length basis.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters & things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to any transaction(s) with the related party(ies) and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto in the best interest of the Company.”

By order of the Board

Place: Mumbai
Date: August 11, 2018

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. 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 Thursday, September 27, 2018 to Saturday, September 29, 2018 (both days inclusive) for the purpose of ensuing Annual General Meeting.
9. Electronic Copy of the Annual Report for the year 2017-18 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 2017-18 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 2017-18 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 20th Annual General Meeting are given separately in the notice.
15. 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.
16. 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.
17. 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 20th 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 20th 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. Mohammed 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.
18. 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 22, 2018 (Saturday).
19. 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.
20. 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. 22/09/2018 only shall be entitled to avail the facility of remote e-voting as well as voting at the Meeting through ballot paper.
21. 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.
22. 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.
23. 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.

24. 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

By order of the Board

Place: Mumbai

Date: August 11, 2018

Ashwin S. Shetty

V. P. Operations & Company Secretary

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 3

The statutory Auditors, M/s. Motilal & Associates, Chartered Accountants, Firm Registration No. 106584W have expressed their unwillingness to be re-appointed as the auditors of the Company. A special notice has been received under section 140(4)(i) of the Companies Act, 2013 from a member proposing appointment of M/s. KSPM & Associates., Chartered Accountants, Firm Registration No. 104723W, as the statutory auditors.

The Audit Committee has considered the qualifications and experience of the proposed auditors and has recommended their appointment. The Board of Directors has also considered the matter and recommends the passing of the said Resolution appointing M/s. KSPM & Associates., Chartered Accountants, as statutory auditors in place of the retiring Auditor M/s. Motilal & Associates, Chartered Accountants. Written consent of the proposed auditors together with a certificate that the appointment, if made, shall be in accordance with the conditions specified in Rule 4 of the Companies (Audit and Auditors) Rules, 2014 has been received.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the Notice.

ITEM NO. 4

The Board of Directors vide its resolution dated August 11, 2018 appointed Mrs. Dipti Amit Shah as Additional Director of the Company with effect from August 11, 2018 pursuant to Section 161 of the Companies Act, 2013 read with Article 152 of the Articles of Association of the Company.

Mrs. Dipti Amit Shah 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 proposing her candidature to be appointed as Independent Director as per the provisions of Sections 149 and 152 of the Companies Act, 2013.

Mrs. Dipti Amit Shah 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, Mrs. Dipti Amit Shah 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 Mrs. Dipti Amit Shah, 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 recommends the Ordinary Resolution at Item No. 4 for approval of the Members

ITEM NO. 5:-

Section 188 of the Companies Act, 2013 read with rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014 prescribe certain procedure for approval of related party transactions. The Listing Regulation which has come into operation with effect from December 1, 2015 has also prescribed seeking of shareholders' approval for material related party transactions. The proviso to Section 188 also states that nothing in section 188(1) will apply to any transaction entered into by the company in its ordinary course of business and at arm's length basis. The transactions of the Company for the financial year 2018-2019 with Material Related Parties are likely to exceed 10% of the annual turnover of the Company as per the last audited financial statements.