



**GUJARAT BOROSIL LIMITED**

**THIRTIETH ANNUAL REPORT  
2018-2019**

# GUJARAT BOROSIL LIMITED

## B. L. Kheruka (DIN:00016861)

Chairman Emeritus (Chairman upto September 18, 2018)

## BOARD OF DIRECTORS

### P. K. Kheruka

Chairman  
(DIN: 00016909)  
(with effect from September 18, 2018)

### Shreevar Kheruka

(DIN: 01802416)  
(with effect from September 18, 2018)

### Haigreave Khaitan

(DIN:00005290)  
(with effect from April 03, 2019)

### Pradeep Vasudeo Bhide

(DIN:03304262)  
(with effect from April 01, 2019)

### Asif Syed Ibrahim

(DIN: 08410266)  
(with effect from April 03, 2019)

### Shalini Kamath

(DIN:06993314)

### Raj Kumar Jain

(DIN:00026544)  
(with effect from February 07, 2019)

### Ramaswami Velayudhan Pillai

Whole Time Director  
(DIN: 00011024)  
(with effect from April 01, 2018)

### Ashok Jain

Whole Time Director  
(DIN:00025125)  
(with effect from August 01, 2019)

### Ashok Kumar Doda

(DIN:00288563)  
(upto March 31, 2019)

### Shashi Kumar Mehra

(DIN: 00032134)  
(upto March 31, 2019)

### Jagdish M. Joshi

(DIN:00276041)  
(upto February 22, 2019)

### CHIEF FINANCIAL OFFICER

Sunil Kumar Roongta

### CHIEF EXECUTIVE OFFICER

Milind Gurjar  
(from September 24, 2018  
to June 14, 2019)

### INTERNAL AUDITORS

Vikas Runthala

### COMPANY SECRETARY & COMPLIANCE OFFICER

Kishor Talreja

### PLANT/ WORKS

Ankleshwar Rajpipla Road, Village - Govali,  
Taluka - Jhagadia,  
District - Bharuch - 393 001 (Gujarat).  
CIN: L26100MH1988PLC316817,  
Website: [www.gujaratborosil.com](http://www.gujaratborosil.com)  
Ph: 02645-258100, Fax: 02645-258235

### REGISTERED OFFICE

1101, Crescenzo, G Block,  
Opp. MCA Club, Bandra Kurla Complex,  
Bandra (East), Mumbai - 400 051.  
Ph: 022- 67406300  
Fax: 022-67406514

### STATUTORY AUDITORS

M/s. Chaturvedi & Shah LLP  
Chartered Accountants

### REGISTRAR AND SHARE TRANSFER AGENT

Universal Capital Securities Pvt. Ltd.  
Unit : Gujarat Borosil Limited  
21, Shakil Niwas,  
Mahakali Caves Road,  
Andheri (East),  
Mumbai - 400 093.  
Ph: 022- 2820 7203 / 2820 7204 / 2820 7205

### BANKERS

Bank of Baroda  
Indusind Bank Limited  
Kotak Mahindra Bank Limited

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The Shareholders are requested to complete and send back **EMAIL REGISTRATION FORM** as provided in the inner back page of this Annual Report

**GUJARAT BOROSIL LIMITED**

(CIN: L26100MH1988PLC316817)

**Registered Office:** 1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East),  
Mumbai -400 051, Maharashtra

**Ph:** 022-67406300, **Fax:** 022-67406514

**Website:** www.gujaratborosil.com, **Email:** gborosil@borosil.com

**NOTICE**

Notice is hereby given that the Thirtieth Annual General Meeting of members of Gujarat Borosil Limited will be held on Thursday, December 26, 2019 at 1.30 PM at Sasmira Auditorium, 3<sup>rd</sup> Floor, Sasmira Marg, Dr. Annie Besant Road, Worli, Mumbai - 400 030, to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2019 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Ashok Jain (DIN 00025125), who retires by rotation and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS:**

**ITEM NO.3: Ratification of Remuneration of the Cost Auditors**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time and such other permissions as may be necessary, the payment of the remuneration of Rs.1,35,000/- (Rupees One lakh thirty five thousand only) plus tax as applicable to M/s. Kailash Sankhlecha & Associates, Cost Accountants (Firm Registration No. 100221), the Cost Auditor appointed by the Board of Directors of the Company, to conduct audit of the cost records of the Company for the financial year ending March 31, 2020, be and is hereby ratified and confirmed.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts, deeds & things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**ITEM NO.4: Appointment of Mr. Shreevar Kheruka (DIN:01802416) as a regular Director of the Company.**

To Consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 152 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, Mr. Shreevar Kheruka (DIN:01802416), who was appointed by the Board of Directors as an Additional Director of the Company with effect from September 18, 2018 and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the “Act”) and Article 85 of the Articles of Association

of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.

**“RESOLVED FURTHER THAT** any one of the Directors of the Company or Mr. Kishor Talreja, Company Secretary and Compliance Officer, be and are hereby severally authorized to file E-form with the Registrar of Companies, Mumbai, Maharashtra and for intimating the same to any other authority.”

**ITEM NO.5: Re-appointment of Mrs. Shalini Kamath (DIN: 06993314) as an Independent Director of the Company, not liable to retire by rotation, for second term of 5 (Five) years with effect from November 03, 2019.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), Mrs. Shalini Kamath (DIN: 06993314), who was appointed as an Independent Director and who holds office of Independent Director up to November 02, 2019 and who is eligible for re-appointment and who meets the criteria for independence as provided in Section 149(6) of the Act alongwith the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five years from November 03, 2019 till November 02, 2024 on the Board of the Company.”

**“RESOLVED FURTHER THAT** any one of the Directors of the Company or Mr. Kishor Talreja, Company Secretary and Compliance Officer, be and are hereby severally authorized to file E-form with the Registrar of Companies, Mumbai, Maharashtra and for intimating the same to any other authority.”

**ITEM NO.6: Appointment of Mr. Raj Kumar Jain (DIN: 00026544) as a Regular Director in Independent Director category, not liable to retire by rotation, for first term of 2 (two) years with effect from February 07, 2019.**

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

**“RESOLVED THAT** Mr. Raj Kumar Jain (DIN 00026544), who was appointed by the Board of Directors as an Additional Director of the Company with effect from February 07, 2019 and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the “Act”) and Article 85 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification

of Directors) Rules, 2014, read with Schedule IV and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), Mr. Raj Kumar Jain (DIN 00026544), who was appointed as an Additional and Independent Director of the Company with effect from February 07, 2019 and who meets the criteria for independence as provided in Section 149(6) of the Act alongwith the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a first term of two years from February 07, 2019 till February 06, 2021 on the Board of the Company.”

**“RESOLVED FURTHER THAT** any one of the Directors of the Company or Mr. Kishor Talreja, Company Secretary and Compliance Officer, be and are hereby severally authorized to file E-form with the Registrar of Companies, Mumbai, Maharashtra and for intimating the same to any other authority.”

**ITEM NO.7: Appointment of Mr. Pradeep V Bhide (DIN: 03304262) as a Regular Director in Independent Director category, not liable to retire by rotation, for first term of 5 (Five) years with effect from April 01, 2019.**

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

**“RESOLVED THAT** Mr. Pradeep Vasudeo Bhide (DIN 03304262), who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 01, 2019 and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the “Act”) and Article 85 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), Mr. Pradeep Vasudeo Bhide (DIN 03304262), who was appointed as an Additional and Independent Director of the Company with effect from April 01, 2019 and who meets the criteria for independence as provided in Section 149(6) of the Act alongwith the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a first term of five years from April 01, 2019 till March 31, 2024 on the Board of the Company.”

**“RESOLVED FURTHER THAT** any one of the Directors of the Company or Mr. Kishor Talreja, Company Secretary and Compliance Officer, be and are hereby severally authorized to file E-form with the Registrar of Companies, Mumbai, Maharashtra and for intimating the same to any other authority.”

**ITEM NO.8: Appointment of Mr. Haigreave Khaitan (DIN: 00005290) as a Regular Director in Independent Director category, not liable to retire by rotation, for first term of 5 (Five) years with effect from April 03, 2019.**

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

**“RESOLVED THAT** Mr. Haigreave Khaitan (DIN: 00005290), who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 03, 2019 and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the “Act”) and Article 85 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), Mr. Haigreave Khaitan (DIN: 00005290), who was appointed as an Additional and Independent Director of the Company with effect from April 03, 2019 and who meets the criteria for independence as provided in Section 149(6) of the Act alongwith the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a first term of five years from April 03, 2019 till April 02, 2024 on the Board of the Company.”

**“RESOLVED FURTHER THAT** any one of the Directors of the Company or Mr. Kishor Talreja, Company Secretary and Compliance Officer, be and are hereby severally authorized to file E-form with the Registrar of Companies, Mumbai, Maharashtra and for intimating the same to any other authority.”

**ITEM NO. 9: Appointment of Mr. Asif Syed Ibrahim (DIN: 08410266) as a Regular Director in Independent Director category, not liable to retire by rotation, for first term of 5 (Five) years with effect from April 03, 2019.**

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

**“RESOLVED THAT** Mr. Asif Syed Ibrahim (DIN 08410266), who was appointed by the Board of Directors as an Additional Director of the Company with effect from April 03, 2019 and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (the “Act”) and Article 85 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV and the applicable provisions of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), any other applicable law(s), regulation(s), guideline(s), Mr. Asif Syed Ibrahim (DIN 08410266), who was appointed as an Additional and Independent Director of the Company with effect from April 03, 2019 and who meets the criteria for independence as provided in Section 149(6) of the Act alongwith the rules framed thereunder and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and who is eligible for appointment as an Independent Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a first term of five years from April 03, 2019 till April 02, 2024 on the Board of the Company.”

**“RESOLVED FURTHER THAT** any one of the Directors of the Company or Mr. Kishor Talreja, Company Secretary and Compliance Officer, be and are hereby severally authorized to file E-form with the Registrar of Companies, Mumbai, Maharashtra and for intimating the same to any other authority.”

**ITEM NO. 10: Appointment and terms of Remuneration of Mr. Ashok Jain (DIN: 00025125) as Whole Time Director and Key Managerial Personnel of the Company.**

To Consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded to the appointment of Mr. Ashok Jain (DIN 00025125), as Whole Time Director and Key Managerial Personnel of the Company, for a period of two years from August 01, 2019 to July 31, 2021, liable to retire by rotation, on the terms and conditions including remuneration as set out in the item no. 10 of the Explanatory Statement, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the ‘Nomination and Remuneration Committee ‘constituted by the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration, subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013 or otherwise as permissible by law for the time being in force.”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of his service as Whole Time Director, Mr. Ashok Jain shall be paid the remuneration as set out in the Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 as the minimum remuneration subject to limits laid down in Schedule V of the Companies Act, 2013 or otherwise as permissible by law for the time being in force.”

**“RESOLVED FURTHER THAT** any one of the Directors of the Company or Mr. Kishor Talreja, Company Secretary and Compliance Officer, be and are hereby severally authorized to file E-form with the Registrar of Companies, Mumbai, Maharashtra and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors,  
For Gujarat Borosil Limited**

**Kishor Talreja**

Company Secretary & Compliance Officer  
Membership No. FCS 7064

Place : Mumbai  
Date : November 13, 2019



**NOTES:**

- (1) The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed hereto and forms part of this Notice.
- (2) A MEMBER ENTITLED TO ATTEND AND VOTE AT 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 PROXY IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.
- (3) Members / Proxies/ Authorised Representatives should bring the duly filled Attendance Slip at the Annual General Meeting. Corporate Members are requested to send a certified copy of the Board Resolution authorising their representative(s) to attend and vote on their behalf at the Meeting.
- (4) Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Transfer Books of the Company shall remain closed from Friday, December 20, 2019 to Thursday, December 26, 2019 (both days inclusive).
- (5) As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. Members are requested to note that the Company's shares are under compulsory electronic trading for all investors. Members are, therefore, requested to dematerialise their shareholding to avoid inconvenience. Members whose shares are in electronic mode are requested to inform change of address and updates of bank account(s) to their respective Depository Participants (DP).
- (6) As per the provisions of Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in demat form, the nomination form may be filed with the respective DP.
- (7) During the year under review, the Company has not transferred any shares to the IEPF Authority.

However, Shareholder can claim from IEPF Authority both unclaimed dividend amount and the shares (for year 2008-09) transferred to IEPF Demat Account, by making an application in Form IEPF-5 online on the website [www.iepf.gov.in](http://www.iepf.gov.in) and by complying with requisite procedure.

- (8) Members who have not registered their e-mail address so far are requested to register their e-mail address, by sending an email stating clearly your name, folio no. if you are holding shares in physical form / DP Id & Client Id if you are holding shares in dematerialized form to:- [gbl.grievances@borosil.com](mailto:gbl.grievances@borosil.com).

The Annual Report for the year 2018-19 of the Company circulated to the members of the Company will be made available on the Company's website at [www.gujaratborosil.com](http://www.gujaratborosil.com) and also on the website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com).

- (9) Route map giving directions to the venue of the meeting is annexed to the Notice.



- (10) All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to date of the AGM.
- (11) The details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations") and Secretarial Standard – 2 issued by The Institute of Company Secretaries of India, are furnished below:-

<b>Name of Director</b>	<b>Mr. Shreevar Kheruka</b>	<b>Mrs. Shalini Kalsi Kamath</b>
DIN	01802416	06993314
Date of Birth	January 04, 1982	December 15, 1964
Date of appointment/re-appointment	September 18, 2018	November 03, 2019.
Expertise in specific functional areas	More than 13 years Corporate experience. He holds position of Managing Director in Borosil Glass Works Limited. He was previously employed in USA with a leading firm of consultants.	Three decades of work experience in three distinct fields – Human Resources, Business Development and Social & Community Development.
Qualifications	BSc in Economics and B.A. in International Relations from University of Pennsylvania, U.S.A.	MBA from the Edinburgh Business School, UK.
List of other Indian Public Limited Companies in which Directorship held	a. Borosil Glass Works Limited b. Borosil Limited c. Klasspack Limited	a. Graphite India Limited b. Abbott India Limited
Chairman/Member of the Committee of the Boards of other Public Limited Companies in which he/she is Director	Borosil Glass Works Limited: a. Corporate Social Responsibility Committee – Member b. Share Transfer Committee – member c. Share Allotment Committee – Member d. Investment Committee – Member Klasspack Limited Audit Committee – Member	Abbott India Limited: a. Audit Committee - Member b. Stakeholder Relationship Committee - Member c. Risk Management Committee - Member
Relationship with other directors / Key Managerial Personnel	Shri. Shreevar Kheruka is son of Shri. P.K. Kheruka. In this way, they are related to each other.	Not related to any Director of the Company
Number of Shares held in the Company	37,66,666 equity shares	NIL
Terms and conditions of appointment/re-appointment	Eligible for appointment as a Director of the Company	As per appointment letter.
Remuneration last drawn (including sitting fees, if any) paid as on March 31, 2019	Rs.1,30,000/-	Rs.2,40,000/-

## GUJARAT BOROSIL LIMITED

Remuneration proposed to be paid	Entitled for sitting fees.	Entitled for sitting fees.
Number of meetings of the Board attended during the year	Three	Six

<b>Name of Director</b>	<b>Mr. Raj Kumar Jain</b>	<b>Mr. Pradeep Vasudeo Bhide</b>
DIN	00026544	03304262
Date of Birth	July 19, 1956	January 08, 1950
Date of appointment	February 07, 2019.	April 01, 2019
Expertise in specific functional areas	He is Practising Chartered Accountant and has wide experience in Statutory Audit, Concurrent Audit, Revenue Audit, Stock Audit and has specialization in Investigation Audit.	Mr. Pradeep V. Bhide, I.A.S. (Retd.) is a Graduate in Science and Law. He also holds a Masters degree in Business Administration with specialisation in Financial Management. In a career spanning 38 years in the Indian Administrative Service, Mr. Bhide has held senior positions at the State and Central levels.
Qualifications	Chartered Accountant	<ul style="list-style-type: none"> <li>B.S.C. (Chemistry – Hons.) [1967-70] from St. Stephens College, Delhi University</li> <li>L.L.B., Faculty of Law, Delhi University [1970-73]</li> <li>Masters in Business Administration (M.BA - 2002), IGNOU with specialization in Financial Management.</li> </ul>
List of other Indian Public Limited Companies in which Directorship held	<ol style="list-style-type: none"> <li>Welspun Corp Limited</li> <li>Welspun Investments and Commercials Limited</li> <li>Welspun Steel Limited</li> <li>MBL(CGRG) Road Limited</li> <li>MBL (GSY) Road Limited</li> <li>Welspun Tradings Limited</li> <li>Klass Pack Limited</li> </ol>	<ol style="list-style-type: none"> <li>Glaxosmithkline Pharmaceuticals Limited</li> <li>Glaxosmithkline Consumer Healthcare Limited</li> <li>Tube Investments of India Limited</li> <li>L&amp;T Finance Holdings Limited</li> <li>NOCIL Limited</li> <li>L&amp;T Housing Finance Limited</li> <li>L&amp;T Finance Limited</li> </ol>
Chairman/Member of the Committee of the Boards of other Public Limited Companies in which he/she is Director	<ol style="list-style-type: none"> <li>Welspun Corp Limited Audit Committee – Member Nomination &amp; Remuneration Committee – Chairman</li> <li>Welspun Investments And Commercials Limited Audit Committee – Chairman, Nomination &amp; Remuneration Committee – Chairman, Share Transfer Committee - Member</li> </ol>	<ol style="list-style-type: none"> <li>Glaxosmithkline Pharmaceuticals Limited – Audit Committee – Member, Stakeholders Relationship Committee – Member, Risk Management Committee – Member</li> <li>Glaxosmithkline Consumer Healthcare Limited Stakeholder Relationship Committee - Member Nomination &amp; Remuneration Committee - Member</li> </ol>

	<p>3. Welspun Tradings Limited Audit Committee – Chairman, Nomination &amp; Remuneration Committee – Chairman</p> <p>4. Klass Pack Limited Audit Committee – Member, Nomination &amp; Remuneration Committee – Member</p>	<p>3. Tube Investments of India Limited Risk Management Committee – Chairman Audit Committee – Chairman</p> <p>4. L&amp;T Finance Holdings Limited Stakeholders Relationship Committee – Chairman, Nomination and Remuneration Committee - Member</p> <p>5. L&amp;T Housing Finance Limited Audit Committee – Chairman Nomination &amp; Remuneration Committee – Member, Corporate Social Responsibility - Member</p> <p>6. L&amp;T Finance Limited Audit Committee – Chairman Nomination &amp; Remuneration Committee – Chairman, Corporate Social Responsibility - Member</p>
Relationship with other directors / Key Managerial Personnel	Not related to any Director of the Company	Not related to any Director of the Company
Number of Shares held in the Company	NIL	NIL
Terms and conditions of appointment / re-appointment	As per appointment letter.	As per appointment letter.
Remuneration last drawn (including sitting fees, if any) paid as on March 31, 2019	Rs.40,000/-	NA. As appointed with effect from April 01, 2019
Remuneration proposed to be paid	Entitled for sitting fees.	Entitled for sitting fees.
Number of meetings of the Board attended during the year	One	NA

Name of Director	Mr. Haigreave Khaitan	Mr. Asif Syed Ibrahim
DIN	00005290	08410266
Date of Birth	July 13, 1970	September 28, 1953
Date of appointment	April 03, 2019	April 03, 2019
Expertise in specific functional areas	He is a partner of Khaitan & Co.'s Mumbai office and also heads the Firm's Merger & Acquisition division. He serves as an Independent Non-Executive Directors on the Board of Directors of several Indian public listed Companies.	Former Director of the Intelligence Bureau, the main internal intelligence agency of India.
	<b>Expertise:</b> Corporate and Commercial Mergers & Acquisitions Private Equity Project Finance	<b>Expertise:</b> General Administration and Management

## GUJARAT BOROSIL LIMITED

Qualifications	L.L.B., South Kolkata Law College (1995)	M.A. in Economic History
List of other Indian Public Limited Companies in which Directorship held	<ul style="list-style-type: none"> <li>a. Torrent Pharmaceuticals Limited</li> <li>b. CEAT Limited</li> <li>c. JSW Steel Limited</li> <li>d. Inox Leisure Limited</li> <li>e. Avtec Limited</li> <li>f. Aditya Birla Sun Life Insurance Company Limited</li> <li>g. Tech Mahindra Ltd</li> <li>h. Mahindra and Mahindra Ltd</li> </ul>	NIL
Chairman/Member of the Committee of the Boards of other Public Limited Companies in which he/she is Director	<ul style="list-style-type: none"> <li>a. Torrent Pharmaceuticals Limited - Audit Committee – Member, Securities Transfer and Stakeholders Relationship Committee – Chairman, Risk Management Committee – Chairman</li> <li>b. JSW Steel Limited - Audit Committee – Member, Share Allotment Committee – Member JSWSL ESOP Committee – Member</li> <li>c. Inox Leisure Limited Audit Committee – Chairman Compensation &amp; Remuneration Committee – Chairman</li> <li>d. Avtec Limited – Audit Committee – Member, Nomination &amp; Remuneration Committee – Member</li> <li>e. Aditya Birla Sun Life Insurance Company Limited Risk Management Committee – Member, Audit Committee – Chairman</li> <li>f. Tech Mahindra Ltd Stakeholders Relationship Committee – Member, Corporate Social Responsibility - Member, Security Allotment Committee - Chairman</li> <li>g. Mahindra and Mahindra Ltd Stakeholders Relationship Committee – Chairman, Governance, Nomination &amp; Remuneration Committee, Loan &amp; Investment Committee and Sale of Assets Committee - Member</li> </ul>	NIL

Relationship with other directors / Key Managerial Personnel	Not related to any Director of the Company	Not related to any Director of the Company
Number of Shares held in the Company	NIL	NIL
Terms and conditions of appointment / re-appointment	As per appointment letter.	As per appointment letter.
Remuneration last drawn (including sitting fees, if any) paid as on March 31, 2019	NA. As appointed with effect from April 03, 2019	NA. As appointed with effect from April 03, 2019
Remuneration proposed to be paid	Entitled for sitting fees.	Entitled for sitting fees.
Number of meetings of the Board attended during the year	NA	NA

<b>Name of Director</b>	<b>Mr. Ashok Jain</b>
DIN	00025125
Date of Birth	February 21, 1958
Date of appointment	January 03, 2003
Expertise in specific Professional areas	39 years in Corporate Sector – Finance, Commercial and General Management.
Qualifications	B.Com, FCA and ACS
List of other Indian Public Limited Companies in which Directorship held	1. Borosil Limited 2. Motilal Oswal Asset Management Company Limited
Chairman/Member of the Committee of Board other Public Limited Companies	Motilal Oswal Asset Management Company Limited - Audit Committee - Member
Relationship with other directors / Key Managerial Personnel	Not related to any Director of the Company
Number of Shares held in the Company	NIL
Terms and conditions of appointment / re-appointment	As per terms of appointment.
Remuneration last drawn (including sitting fees, if any) paid as on March 31, 2019	Rs.2,50,000/- sitting fees (FY 2018-19)
Remuneration proposed to be paid	As per his terms of appointment as Whole Time Director wef August 01, 2019
Number of meetings of the Board attended during the year	Six

## **(12) Voting through electronic means**

In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI Regulations, as amended from time to time, the Company is pleased to offer e-voting facility which will enable the members to cast their votes electronically on all the resolutions set out in the Notice. The Company

has engaged Central Depository Services (India) Limited (CDSL) to offer e-voting facility to all its members to cast their vote electronically. E-voting is optional for members. The facility for voting through ballot/polling will also be made available at the venue of the AGM. Members who have voted electronically through remote e-voting may attend the AGM but shall not be allowed to vote at the Annual General Meeting. The Board of Directors has appointed Mr. Virendra Bhatt, Practising Company Secretary as scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner.

**The instructions for shareholders voting electronically are as under:**

- (i) The remote e-voting period begins on Monday, December 23, 2019 (9.00 a.m.) and ends on Wednesday, December 25, 2019 (5.00 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 i.e. Thursday, December 19, 2019, 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 e-voting website [www.evotingindia.com](http://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](http://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:

	<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 8 digits of the sequence number which is mentioned in address label as sr no 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>

Dividend Bank Details <b>OR</b> 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 in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>
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- (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 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for **Gujarat Borosil Limited** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.



- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same. Further, they are requested to send the scanned copy of the Board Resolution/ Authority letter to the email id of Scrutinizer ([bhattvirendra1945@yahoo.co.in](mailto:bhattvirendra1945@yahoo.co.in)), RTA ([ravi@unisec.in](mailto:ravi@unisec.in)) and Company [investor.relations@gujaratborosil.com](mailto:investor.relations@gujaratborosil.com)

(xxi) In case of any grievances in connection with voting by electronic means the shareholders can contact Mr. Kishor Talreja, Company Secretary at his email [kishor.talreja@borosil.com](mailto:kishor.talreja@borosil.com) or contact him at 022 6740 6502.

(xxii) 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).

(13) The Results shall be declared within 48 hours after the Annual General Meeting (AGM) of the Company and the resolutions will be deemed to be passed on the AGM date, subject to receipt of the requisite number of votes in favor of the Resolutions. The results declared along with the Scrutinizer's Report shall be placed on the company's website [www.gujaratborosil.com](http://www.gujaratborosil.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) and the same shall also be communicated to BSE Limited.

**By order of the Board of Directors,  
For Gujarat Borosil Limited**

**Kishor Talreja**

Company Secretary & Compliance Officer  
Membership No. FCS 7064

Place : Mumbai  
Date : November 13, 2019

**ANNEXURE TO THE NOTICE****Statement Pursuant to section 102 (1) of the Companies Act, 2013****ITEM NO.3:**

The Board, on the recommendation of the Audit Committee, approved the appointment of M/s. Kailash Sankhlecha, Cost Accountants as Cost Auditors of the Company for the financial year ending March 31, 2020, to Conduct the Audit of the cost records of the Company as may be required under the Companies Act, 2013 and Rules made thereunder, at a remuneration of Rs.1,35,000/- plus tax as applicable.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration proposed to be paid to the Cost Auditor is required to be ratified by the members of the Company.

Accordingly, consent of the members is sought by passing an Ordinary Resolution as set out at item no. 3 of the Notice for ratification of the remuneration payable to the Cost Auditors.

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:**

Based on recommendation of Nomination & Remuneration Committee of the Company, the Board of Directors of the Company at its meeting held on September 18, 2018, had appointed Mr. Shreevar Kheruka (DIN 01802416) as an Additional Director with effect from September 18, 2018, pursuant to Section 161(1) of the Companies Act, 2013 ("the Act"), read with the rules framed there under. Mr. Shreevar Kheruka holds office upto the date of this annual general meeting of the Company and is eligible for appointment as a Director.

Mr. Shreevar Kheruka is B.Sc in Economics and B.A. in International Relations from University of Pennsylvania, U.S.A. and has more than 13 years Corporate experience. He holds position of Managing Director & CEO in Borosil Glass Works Limited, Holding / Promoter Company.

A notice under Section 160(1) of the Act has been received from a member proposing the candidature of Mr. Shreevar Kheruka as a Director of the Company.

The Board recommends the ordinary resolution set out at Item No. 4 of this Notice for approval of the Members.

Mr. Shreevar Kheruka and Mr. P. K. Kheruka and their relatives, are concerned or interested in the resolution. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the ordinary resolutions set out at Items No.4 of the Notice.

**ITEM NO.5:**

Mrs. Shalini Kamath (DIN: 06993314) was appointed as an Independent Directors on the Board of the Company on November 03, 2014, pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014. She holds the office of an Independent Directors of the Company upto November 02, 2019, being her first term as per the explanation to Sections 149(10) and 149(11) of the Act.

Based on recommendation of Nomination & Remuneration Committee of the Company, the Board of Directors of the Company in its meeting held on July 29, 2019 approved and recommended the re-appointment of Mrs. Shalini Kamath as an Independent Director, for a second term of five years from November 03, 2019 till November 02, 2024 who shall be not liable to retire by rotation. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a member, proposing her candidature for the office of Director.

Mrs. Shalini Kamath is an MBA graduate from Edinburgh Business School, UK. She has been trained at Harvard Business School in Change and Transformation. She is an alumni of CSC Global leadership program. She is a certified Zenger Folkman Leadership4you trainer & facilitator and runs ZF Extraordinary Leader workshops for organizations. She is an excellent communicator and has addressed several forums and seminars. She is on the Board of Graphite India Limited and Ambit Finvest Private Limited.

The Board, based on the performance evaluation and recommendation of Nomination & Remuneration Committee, considers that her background, experience and contribution, the continued association would be beneficial to the Company, hence it is desirable to re-appoint her as an Independent Director.

The Company has received a declaration from her to the effect that she meet the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). In terms of Regulation 25(8) of SEBI LODR Regulations, she has confirmed that she is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties.

In the opinion of the Board, Mrs. Shalini Kamath fulfills the criteria of independence and is eligible for re-appointment as a Non-Executive Independent Directors as specified in the Act and the SEBI LODR Regulations. She is independent of the management.

Copies of draft letter of appointment of Mrs. Shalini Kamath setting out the terms and conditions of her re-appointment is available for inspection by the members at the registered office of the Company during the normal business hours on any working day (except Saturday). Further details and current directorships have been given in the Annexure to this Notice.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI LODR Regulations and other applicable Regulations, the re-appointment of Mrs. Shalini Kamath as an Independent Director is now being placed before the Members for their approval by way of Special Resolution.

The Board recommends the Special Resolution at Item No. 5 of this Notice for approval of the Members.

Except Mrs. Shalini Kamath and her relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolution set out at Item No. 5 of the Notice.

**ITEM NO.6 to 9:**

Based on recommendation of Nomination & Remuneration Committee of the Company, the Board of Directors of the Company has appointed Mr. Raj Kumar Jain (DIN: 00026544) as an Additional and Independent Director of the Company, not liable to retire by rotation, for a period of two years i.e. from February 07, 2019 to February 06, 2021, subject to approval of the Members.

Based on recommendation of Nomination & Remuneration Committee of the Company, the Board of Directors of the Company has also appointed Mr. Pradeep Vasudeo Bhide (DIN 03304262) as an Additional and Independent Director of the Company, not liable to retire by rotation, for a period of five years i.e. from April 01, 2019 till March 31, 2024, subject to approval of the Members.

Based on recommendation of Nomination & Remuneration Committee of the Company, the Board of Directors of the Company appointed has also Mr. Haigreave Khaitan (DIN: 00005290) and Mr. Asif Syed Ibrahim (DIN 08410266) as the Additional and Independent Directors of the Company, not liable to retire by rotation, for a period of five years i.e. from April 03, 2019 till April 02, 2024, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 85 of the Articles of Association of the Company, each of these Directors shall hold office upto the date of the next annual general meeting or the last date on which the annual general meeting of the Company should have been held and are eligible to be appointed as the Directors. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing their candidature for the office of Directors.

The Company has received declarations from Mr. Raj Kumar Jain, Mr. Pradeep Vasudeo Bhide, Mr. Haigreave Khaitan and Mr. Asif Syed Ibrahim to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"). In terms of Regulation 25(8) of SEBI LODR Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, each of these Directors fulfil the conditions specified in the Act, Rules and SEBI LODR Regulations for appointment as Independent Director and they are independent of the management of the Company. The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday).

A brief profile of the Independent Directors to be appointed is given below:

Mr. Raj Kumar Jain is a Practising Chartered Accountant and has wide experience in Statutory Audit, Concurrent Audit, Revenue Audit, Stock Audit and has specialization in Investigation Audit. He is on the panel of number of public sector banks. Has also conducted divisional audit of some reputed public limited companies. Moreover, he is also Director of companies viz. Welspun Syntex Limited, Welspun Corps Limited etc.

Mr. Pradeep V. Bhide, I.A.S. (Retd.) is a Graduate in Science and Law. He also holds a Masters degree in Business Administration with specialisation in Financial Management. In a career spanning 38 years in the Indian Administrative Service, Mr. Bhide has held senior positions at the State and Central levels. The last position held by him in Government service was Secretary (Revenue), Ministry of Finance, Government of India. He is on the Board of various companies including Glaxo SmithKline Pharmaceuticals Ltd., Heidelberg Cement India Ltd., NOCIL Ltd., L&T Finance Ltd., etc.

Mr. Haigreave Khaitan has done his LL.B. from South Kolkata Law College. Mr. Haigreave Khaitan is a Partner of Khaitan & Co. Mr. Haigreave Khaitan started his career in litigation and over the years has been involved in many M&A and private equity transactions, as well as project finance transactions.

Mr. Haigreave Khaitan has rich experience in all aspects of M&A – due diligence, structuring, documentation involving listed companies, cross-border transactions, medium and small businesses etc., Restructuring –

such as advice and documentation involving creditors restructuring, sick companies, de-mergers, spin-offs, sale of assets etc., Foreign Investment, Joint Ventures and Foreign Collaborations. He advises a range of large Indian conglomerates and multinational clients in various business sectors including infrastructure, power, telecom, automobiles, steel, software and information technology, retail, etc.

Mr. Haigreave Khaitan is consistently recommended by many of the world's leading law chambers and accreditation bodies. Chambers and Partners have ranked him as "Star Individual" for M&A and an "Eminent Practitioner" for Private Equity. Legal 500 has recommended him as a "Leading expert" for Corporate and M&A. IFLR 1000 ranks him as a "Market Leading" lawyer for Corporate M&A. He is ranked amongst top 100 lawyers in India by India Business Law Journal (IBLJ) through an independent survey of General Counsels.

Mr. Haigreave Khaitan has completed 48 years of age. He is on the Board of various public listed companies and often speaks at various industry events.

Mr. Asif Syed Ibrahim is Former Director of the Intelligence Bureau, the main internal intelligence agency of India. He has expertise in General Administration and Management. He holds M.A. degree in Economic History.

Further details and current directorships of the above Directors are provided in the Annexure to this Notice.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI LODR Regulations and other applicable Regulations, the appointment of Mr. Raj Kumar Jain, Mr. Pradeep Vasudeo Bhide, Mr. Haigreave Khaitan and Mr. Asif Syed Ibrahim as the Independent Directors are being placed before the Members for their approval.

The Board recommends the Resolutions at Item nos. 6 to 9 of this Notice for approval of the Members.

Mr. Raj Kumar Jain, Mr. Pradeep Vasudeo Bhide, Mr. Haigreave Khaitan and Mr. Asif Syed Ibrahim and their respective relatives, are concerned or interested, in the Resolutions relating to their own appointment. None of the other Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolutions set out at Item Nos.6 to 9 of the Notice.

**ITEM NO. 10:**

Based on recommendation of Nomination & Remuneration Committee of the Company, the Board of Directors of the Company has appointed Mr. Ashok Jain (DIN: 00025125) as Whole Time Director and Key Managerial Personnel of the Company, liable to retire by rotation, for a period of two years i.e. from August 01, 2019 to July 31, 2021, subject to approval of the Members.

The appointment of Mr. Ashok Jain is subject to the provisions of Section 196, 197 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the rules made thereunder (including any statutory modification(s) for the time being in force), read with Schedule V to the Act. The remuneration in excess of limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013 may be paid by passing a Special Resolution.

The broad particulars of remuneration payable to and the terms of appointment of Mr. Ashok Jain on the basis of factors mentioned in Schedule V of the Companies Act, 2013, as approved by the Nomination and Remuneration Committee are as under:-

**Remuneration****a) Salary:**

Rs.4,50,000/- p.m. in the scale of Rs.4,00,000/- p.m. to Rs.6,00,000/- p.m. with such increments as may be decided by the Board of Directors (which includes any Committee thereof) from time to time.

**b) Allowances:****i) House Rent Allowance:**

Rs.1,35,000/- p.m. which can be raised upto Rs.2,25,000/- p.m. as may be decided by the Board / Nomination and Remuneration Committee.

**ii) Additional Allowance: Rs.2,51,000/- per month.****c) Incentive:**

Performance Linked incentives: upto Rs. 15 lakhs in the first year based on meeting performance criteria (for the next year, it will be decided in due course).

**d) Perquisites & allowances:****i) Medical Expenses / Hospitalisation**

Mr. Ashok Jain and his dependents will be covered by the Company's medical insurance scheme.

**ii) Premium - Personal Accident Insurance, the premium of which shall not exceed Rs. 10,000/- p.a.****iii) Leave Travel Assistance - For Mr. Ashok Jain and his family, once in a year, incurred in accordance with the rules of the Company.****iv) Mr. Ashok Jain will be provided with a Company maintained car with Driver for official purpose.****v) Phone rental and call charges will be paid by the Company at actuals for telephone at the residence/mobile phone. Charges for personal long distance Calls would be borne by Mr. Ashok Jain.****vi) Leave - Leave with full pay or encashment thereof as per the Rules of the Company.****vii) Mr. Ashok Jain will further be entitled to reimbursement of actual entertainment, conveyance and travelling expenses incurred by him for business purposes.****viii) Club fees - Actual subject to ceiling of Rs.6,000/- per annum.**

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II. In case of inadequacy or absence of profits in any financial year(s) during the tenure of his service as Whole Time Director, Mr. Ashok Jain shall be paid the remuneration as set out in the Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 as the minimum remuneration subject to limits laid down in Schedule V of the Companies Act, 2013 or otherwise as permissible by law for the time being in force.

III. Other terms and conditions:

This appointment may be terminated by either party by giving three months' notice in writing.

### Statement of Information as required under Schedule V of the Companies Act, 2013:

1.	Nature of Industry	Manufacture and sale of Flat Glass	
2.	Date or expected Date of commencement of commercial production	Sheet glass –August 1994 and Solar glass - 16 <sup>th</sup> March, 2010.	
3.	In case of new companies, expected date of commencement of new activities as per project approved by the financial institutions appearing in the prospectus	N.A.	
4.	Financial performance based on given indicators	<b>For the year ended 31<sup>st</sup> March 2019:</b>	<b>Rs. in Crores</b>
		Revenue from operations	216.76
		Total Comprehensive Income	10.01
		Networth	122.73
		Effective Capital	230.21
5.	Foreign Investment or collaborations, if any.	None	

II	INFORMATION ABOUT THE APPOINTEE	
1.	Background Details	Mr. Ashok Jain is Fellow member of ICAI & associate member of ICSI. He has 39 years' experience in Corporate Sector – Finance, Commercial and General Management.
2.	Past Remuneration	Rs. 2,50,000/- sitting fees (FY 2018-19)
3.	Recognition or awards	-
4.	Job profile and his suitability	Mr. Ashok Kumar Jain has been a Director on the Board since 03/01/2003. He was Whole Time Director of the Company upto 20/02/2016 (date of his retirement).  In the view of his extensive experience in the Company, the Board of Directors of the Company feel that he is suitable for the position of Whole-time Director to look after the sales and marketing activities of the Company and corporate strategy matters subject to direction, superintendence and control of the Board of Directors.
5.	Remuneration proposed	As given above



6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).	Considering the size of company's operations and its peculiar nature of industry, the proposed remuneration is commensurate with general industry trends.
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	None

<b>III OTHER INFORMATION</b>		
1.	Reasons inadequate profits	During the financial year 2018-19, the Company posted a Net profit of Rs.14.17 crores as against a Net profit of Rs. 6.68 crores during the financial year 2017-18. Reasons for inadequate profits during the financial year 2018-19: a. Carry forward losses. b. Absence of any import duty on Solar Tempered Glass against imports from Malaysia and Dumping of cheap imports from both China and Malaysia. Consequent continued pressure on selling prices and inability to pass on cost increase. c. Ageing of existing furnace with adverse impact on productivity and efficiencies.
2.	Steps taken or proposed to be taken for Improvement	The Company has shown improvement in working over previous year and is expected to generate higher profits during the coming years, in view of brownfield expansion of facility which will add 1.3 times more production as also plans to rebuild the present furnace after shut down of 3 months during the year with increased capacity of 1.3 times. Steps taken: a. Anti-dumping duty on China has been imposed in 2017 for 5 years. b. Application has been made to relevant authority requesting for levy of Anti-Subsidy duty on Malaysia. c. Enhancing production capacity and achieve economies of scale and raise turnover and profits. d. Value added products – fully tempered 2 mm, 2.5 mm and 2.8 mm solar glass introduced and receiving good response. e. Constant effort to reduce costs and increase efficiencies.
3.	Expected increase in productivity and profits in measurable terms.	With the measures already taken, the Company has already started to earn decent profit. The turnover is expected to more than double on achieving full capacity operations in 2020-21 with commensurate increase in profitability on implementation of expansion.

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Although, his remuneration exceeds the limits stated in Section II of Part II of Schedule V of the Companies Act, 2013, in terms of Ministry of Corporate Affairs Notification dated September 12, 2018, the remuneration in excess of limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013 may be paid by passing a Special Resolution. As such Special Resolution is proposed for payment of remuneration to him.

The Board recommends the Resolution at Item no.10 of this Notice for approval of the Members.

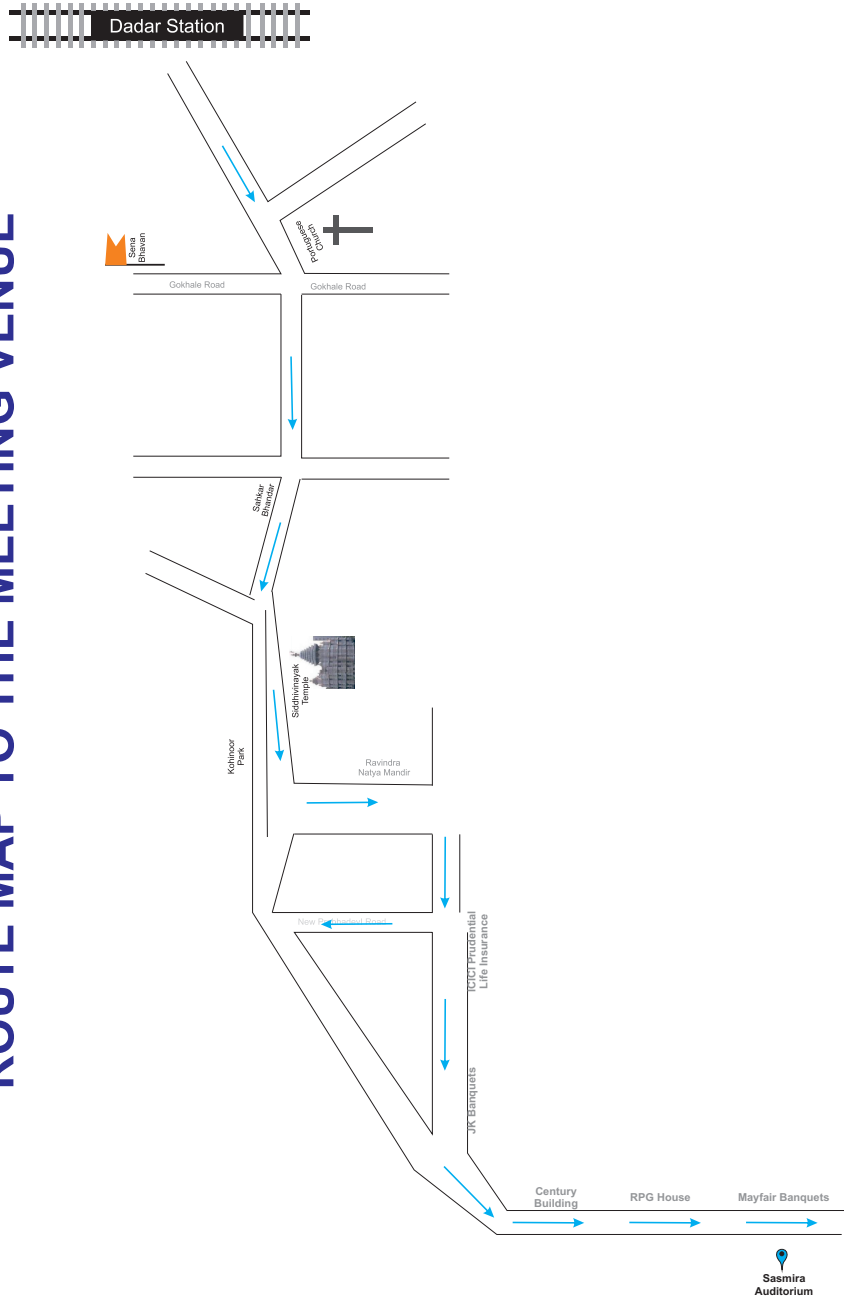
Except, Mr. Ashok Jain, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at item no. 10 of the Notice.

**By order of the Board of Directors,  
For Gujarat Borosil Limited**

Place : Mumbai  
Date : November 13, 2019

**Kishor Talreja**  
Company Secretary & Compliance Officer  
Membership No. FCS 7064

## ROUTE MAP TO THE MEETING VENUE



**DIRECTORS' REPORT**

Dear Members,

The Directors take pleasure in presenting the Thirtieth Annual Report together with the Audited Financial Statements for the year ended March 31, 2019.

**Financial Highlights**

The highlights of the financial results of the Company for the financial year 2018-19 are as follows:

(Rs. in Lakhs)

	<b>Year Ended 31.03.2019</b>	<b>Year Ended 31.03.2018</b>
Revenue from operations	21,676	19,981
Other Income	345	350
Profit before finance cost, depreciation, exceptional items and tax	4,537	3,908
Finance cost	1,330	1,377
Depreciation	1,789	1,668
Exceptional items- Income/(Expenditure)*	0	(195)
Net Profit before tax	1,418	668
Provision for Taxation/MAT/Earlier year Tax	1,089	31
Provision for deferred tax liability /(Asset) **	(680)	(55)
Other Comprehensive income	(8)	4
Total Comprehensive Income	1,001	696
Add: Balance brought forward from last year	(1,089)	(1,781)
Add:- Transitional impact of Ind AS 115	(115)	0
Balance carried to Balance Sheet	(195)	(1,089)

\*Exceptional items in the previous year ended 31<sup>st</sup> March, 2018 represent loss on sale of Captive Power Plant.

\*\*Reduction in income tax rate by the Finance Bill, 2018 resulted into reversal of deferred tax liability earlier recognised, accordingly there is a tax credit in the year ended 31<sup>st</sup> March, 2018.

**DIVIDEND**

Your Directors do not recommend any dividend for the year ended March 31, 2019 on both Equity and 9% Non-Cumulative Non-Convertible Redeemable Preference Shares, in view of carry forward losses and in order to conserve resources for the ongoing capital expenditure project to expand production capacity.

**RESERVE**

During the year under review, no amount was transferred to any reserve.

**TRANSFER OF SHARES/ DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND**

During the year under review, the Company was not required to transfer any dividend/shares to Investor Education & Protection Fund Authority.

**EXTENSION OF DATE OF ANNUAL GENERAL MEETING**

In view of impending Composite Scheme of Amalgamation and Arrangement, the Company had obtained extension of time from the Registrar of Companies, Mumbai vide their letter dated August 16, 2019, for the purpose of holding AGM of the Company for the accounting year ended March 31, 2019, which was due to be held by September 30, 2019, by a period of 3 months.

**SHARE CAPITAL**

The paid up Share Capital comprises of 6,82,07,500 Equity shares of Rs.5/- each and 90,00,000 – 9% Non-Cumulative Non-Convertible Redeemable Preference shares of Rs.100/- each. The Preference Shareholder had acquired voting rights due to non-payment of dividend for more than two years. During the year under review, the Company has not issued shares with differential voting rights nor sweat equity.

**EMPLOYEE STOCK OPTION SCHEME**

During the year under review, the members of the Company at its meeting held on August 08, 2018 had approved 'Gujarat Borosil Employee Stock Option Scheme 2018 and to grant option to employees of the Company. However no stock options have been granted so far.

**VARIATION IN TERMS OF PREFERENCE SHARES**

During the year under review, the members of the Company at their meeting held on August 08, 2018 had approved variation in terms and conditions of preference shares by extension of redemption period of 90,00,000 9% Non-Cumulative Non-Convertible Redeemable Preference Shares of Rs. 100/- each of the Company by 3 years. The said preference shares shall be now due for redemption on March 15, 2022. Undeclared cumulative dividend on the Preference shares shall be payable as and when declared by the Company or otherwise at the time of redemption and all other terms and conditions associated with the aforesaid preference shares shall remain same.

**BORROWINGS**

The Company has borrowed INR 125 crores from Borosil Glass Works Limited (BGWL) to part finance the solar expansion project. As per revised terms, the said Inter Corporate Deposit(s) carries interest at 9.5% per annum, compounded on yearly basis, but payable on maturity.

In addition to the above, the Company has availed secured term loan from its bankers i.e. IndusInd Bank Limited and Kotak Mahindra Bank Limited to the tune of INR 100 Crores to fund the said solar glass expansion project.

**CHANGE IN REGISTERED OFFICE**

During the year under review, the members of the Company at their meeting held on August 08, 2018 had approved change in place of registered office of the Company from the state of Gujarat to the state

of Maharashtra. The Regional Director has approved such change and the Registered Office has been shifted to Maharashtra, with effect from November 05, 2018.

### STATE OF AFFAIRS / PERFORMANCE

Revenue during the year under review grew by 8.48% from Rs. 19,981 Lakhs achieved in the previous year to Rs. 21,676 Lakhs. This was enabled by higher volume of tempered glass sale and better average price realization.

Exports (including to customers in SEZ) during the year under review were higher at Rs. 5,769 lakhs as compared to Rs. 4,260 lakhs during the previous year registering an increase of 35%. Domestic sales on the other hand remained almost flat.

The Company successfully started commercial production and sale of fully tempered 2 mm solar glass for Glass-to-glass modules. The demand for this segment in the Photovoltaic solar market is expected to grow in the near future in both export as well as domestic market. Moreover, the Company is offering solar glass in intermediate thicknesses, e.g. 2.8mm and 2.5mm, which allows manufacturers to make completely new, lighter and more efficient Photovoltaic modules. The Company expects to enhance the sale of thinner glass to cater to the growing demand within the overall sale of solar tempered glass.

The other value propositions offered by Company through innovating new products like anti soiling and anti glare glass are making progress. The Company will be shortly commissioning a follow up study on use of antimony in the solar glass as the glass produced at its plant without using antimony has shown to generate higher output by upto 7.5% in field though the initial flash tester results show them to be almost equal.

The Company continues its focus on cost of production by optimizing on raw material cost and increasing productivity to stay competitive against cheap and dumped imports.

Profit before finance cost, depreciation, exceptional items and tax during FY19 was higher at Rs. 4,537 Lakhs as compared to Rs. 3,908 Lakhs in the previous year. The improvement was contributed by higher production of tempered glass, sale of thinner glass and higher average price realization.

Profit before tax also registered an impressive increase during FY19 to Rs. 1,418 lakhs as against Rs. 668 lakhs in the previous year.

The working in the six months of the current financial year has been adversely affected on account of inefficient operations of the furnace, which was facing quality and output related issues, as the same was due for repair and rebuild. This furnace was finally shut down on 19<sup>th</sup> August 2019 for rebuild. In the meantime, the second furnace was commissioned and commercial production of glass started on 1<sup>st</sup> August 2019. In the meantime the import prices continued its downward trend due to lower demand in China from second half of 2018. As a result the selling prices from the last quarter of FY 2019 had to be adjusted downwards. Moreover, the current mix of customers includes sale of higher volumes to large consumers who buy at lower prices thus affecting overall price realization. These factors have adversely affected the profitability in the first six months of the current financial year.

The old furnace, with increased capacity is expected to come back in production by end of November 2019. This capital expenditure has been/is being funded internally. It is expected that output from both the production lines will become available for sale from the last quarter of this year. However, average sales

price realization is likely to remain under pressure due to continued cheap and dumped imports from China and Malaysia. While Anti dumping duty against China is in place the impact has been somewhat negated by a downward adjustment of prices by exporters. Our efforts are in progress to achieve some relief by way of anti dumping duty/ anti subsidy duty on solar tempered glass originating from Malaysia, which has acquired a significantly large market share.

## **SOLAR GLASS EXPANSION PROJECT**

The Company has successfully commissioned its furnace for the second plant for Solar glass production and part of the related processing facilities. Commercial production of glass was achieved on 1<sup>st</sup> August 2019. Your directors are happy to inform that the desired quality and level of production has been achieved in a shorter than expected time. The remaining processing facilities are under commissioning.

## **MANAGEMENT DISCUSSION & ANALYSIS REPORT**

*Some statements in this discussion pertaining to projections, estimates, exceptions or outlook may be forward looking. Actual results may however differ materially from those stated on account of various factors such as changes in government regulations, tax regimes, economic developments, currency exchange rates and interest rate movements, impact of competing products and their pricing, product demand and supply constraints within India and other countries where the Company conducts business. Estimates made with regard to market size of various segments and their respective rates of growth are internal estimates made by the management.*

### **A. INDUSTRY STRUCTURE AND DEVELOPMENTS**

The Company is engaged in production of low iron solar glass for application in the solar power sector. Growth in Solar power sector globally for last few years has been dominated by China, which has become the world's major player in solar manufacturing as well as in installations. Of late Chinese manufacturers have started to use Malaysia and Vietnam as their new manufacturing hubs. They indulge in large scale related party transactions with their subsidiaries by supplying capital, fixed assets, and raw materials at other than market prices, thus artificially lowering costs and thereby overcoming international trade restrictions. They also access incentives in the host countries.

In June 2018 China abruptly cut down its solarisation program, which led to panic amongst the manufacturers there. This led to large scale dumping of solar products around the world including in India, leading to a dramatic fall in prices of modules as well as components.

Since 2014 the Government of India has provided enormous momentum to the solar sector by announcing a target of installing 100 Giga Watt (GW) by 2022. Besides grid-connected installations, the program gives huge emphasis on the Agriculture sector by promoting the use of solar powered pumps and by encouraging off-grid roof-tops and standalone solar power solutions.

In 2018 annual global solar PV installations once again exceeded 100 GW of which China accounted for about 44 GW (down from 53 GW in 2017). In India the solar installations were 8 GW in new large-scale grid and rooftop solar. The country's total installed capacity now stands at 28 GW as of December 2018.

Indian solar installations could have been higher, but for uncertainty with regard to rate of GST and applicability of safeguard duty. On the other hand EU, US and Turkey registered higher installations



and these countries along-with other emerging markets like Japan, Vietnam etc contributed to maintaining the overall nos. above 100 GW for CY 2018. While Chinese installations are expected to be around 30-35 GW in CY 2019, the markets outside China are expected to show better performance and remain buoyant in coming times also.

However, the major concern is that most installations in India continue to be supplied by either fully made up solar modules or Indian made modules using imported cells. Where modules are made in India, there is very heavy dependence on imported components including cells and solar glass. The domestic manufacturing sector still awaits a comprehensive manufacturing policy from the Indian government. The levy of safeguard duty by government on import of solar cells and modules from July 2018 has provided some positive support to the domestic manufacturing. The recent announcements of the government to introduce domestic content requirement for CPSU scheme and measures to accelerate solar water pumps and use of Agriculture land to produce power and supply under KUSUM scheme will go a long way in promoting domestic manufacturing. Another initiative is for manufacturing linked to inter-state transmission system (ISTS)-connected solar photovoltaic (PV) projects for an aggregate capacity of 10 GW. Government is also pressing for meeting various renewable power obligations (RPOs), which is helping generate demand. These measures are expected to boost domestic manufacturing of modules, which in turn is expected to expand the demand for solar glass. On the other hand there is huge reversal of interest from investors and developers due to very thin margins in view of declining prices under reverse bidding mechanism. The Government is seized of the situation and appropriate measures are awaited.

## **B. OPPORTUNITIES & THREATS**

### **OPPORTUNITIES**

The Company remains the only producer of solar glass in the country and enjoys widespread acceptance of its product. It constantly evaluates avenues for growth in this sector in both domestic and export markets. In the domestic market, its natural advantage of offering a shorter lead-time to module manufacturers works favorably in helping it to secure business.

Despite concerns about weak power demand growth and growing incidence of grid curtailment, the solar power outlook in India remains very strong.

Solar accounted for approximately 45% of all new power capacity added in India during 2017. The share of solar was 51% in 2018. This robust installation activity also made solar the single largest source of new power capacity additions consecutively in 2017 and 2018.

The initiatives as above from the government by way of policy initiatives and taking measures to promote domestic manufacturing are expected to generate a long term sustainable demand which will enable creating a robust value chain in near future. The recent decision of the Government to curtail corporate tax rates for new manufacturing companies will also help attract investment in manufacturing. Also the decision of not signing Regional Comprehensive Economic Partnership (RCEP) will help domestic manufacturing, as this would avoid enhanced flooding of imports from China and Malaysia and cause adverse balance of payment for the country.

In view of growth in the sector led by above initiatives as also the levy of safeguard duty on solar cells and modules, domestic module manufacturing is growing. This will need higher supplies of solar glass. The demand for solar glass in India has risen to almost 450 TPD as against the domestic supply of 125 TPD coming from first furnace of your company. The availability of this opportunity to

the Company has caused us to enhance our supply capacity to 320 TPD (installed capacity 420 TPD) by 31<sup>st</sup> December 2019.

Gujarat Borosil's thinner fully tempered solar glass (2 mm) offers glass to glass modules, which is suited for BIPV replacing the roof itself, floating installations in water and with use of bifacial cells can enhance the power generation by as much as 15-30%. The fully tempered 2 mm solar glass is a niche product and can provide substantial upside in operational performance going forward.

## **THREATS**

- Government policies to provide solar power at cheapest price and the methods like reverse bidding for power projects and capping of tariffs has led to possibilities of compromise on quality and long-term aspects. This has been keeping the manufacturers of components away from taking up expansion plans.

The cancellations of bids/auctions after allotments by state owned distribution companies /States have been a major set back for the developers. This has recently caused lots of disturbances as newly elected state Government in some state decided to cancel all contracts and wanted to have revisions which was finally stopped by a legal process.

The uncertainty which prevailed in 2018 on account of different states seeking to impose different rates of GST and litigations on imposition of safeguard duty on Imported solar cells & modules has resulted in a set back in solar PV installations in 2018. Moreover, whether the safeguard duty will be a pass through or not on the already accepted bids also led to delays as developers chose to wait. A clear policy/taxation road map is required for a long-term view by the stakeholders to enable them to make financial commitments.

- India continues to meet the demand for Cells and modules to the extent of 90% by imports in the utility scale sector largely from China, Taiwan and Malaysia.
- Recent Trade/Tariff wars between USA and China have led to uncertainties and caused disturbances in prices.
- Currently the solar manufacturing facilities in China are far in excess of domestic program thereby making them highly dependent on exports. In the event of a slowdown in their domestic installations for solar PV, the Chinese producers can further impact the other markets in terms of both volumes and prices as it happened after 31<sup>st</sup> May 2018. Solar glass production is a continuous process industry. Any abrupt change in Government policies in India or say China to cut the targets can result into surplus capacity for glass. This may cause severe pressure on the selling prices of glass and adversely affect the profitability.
- China as the World's largest PV glass producer accounts for over 90% of the total solar glass capacity. The Chinese producers are setting up manufacturing plants in Vietnam and Malaysia mainly to cater to export markets. A significant portion of solar glass imports in the country today are happening from Malaysia. Also, manufacturing plants in Vietnam with large capacities are expected to be commissioned in a short time. We have earlier commented about the methods employed to circumvent imposition of anti-dumping duty on the output from these foreign subsidiaries. Glass availability is increasing rapidly and this could lead to subdued prices unless old inefficient plants in China keep closing on one hand and suitable immediate duty measures are put in place by Indian authorities on the other hand.

- Module producers based in SEZ zones in the country continue to clear the modules in domestic tariff area without bearing any anti-dumping duties on solar glass used by them. This is a big anomaly in the policy which needs to be corrected. The module manufacturers in SEZ zones prefer imports and stay away from domestic source of solar glass as they do not pay anti dumping duty on imports thereby restricting exports and shrinking the market for solar glass.

### **C. SEGMENTWISE OR PRODUCTWISE PERFORMANCE**

The Company's business activity falls within a single primary business segment viz. Manufacture of Flat glass. As such, there are no separate reportable segments as per Indian Accounting Standard 108.

The Segment Revenue in the Geographical Segment considered for disclosure are as follows:

- i) Revenue within India includes sales to customers located within India excluding SEZ and EOU.
- ii) Revenue outside India includes sales to customers located outside India and including to SEZ/ EOU

<b>Sales:</b>	<b>2018-19 (Rs. In lakhs)</b>	<b>2017-18 (Rs. In Lakhs)</b>
Within India	15,907	15,721
Outside India	5,769	4,260
<b>TOTAL</b>	<b>21,676</b>	<b>19,981</b>

### **D. OUTLOOK**

The growth of solar energy in the Country has gained momentum in last 3-4 years. Solar module manufacturing requires huge quantity of solar glass. The Government plans to set up 100 GW of solar power installations by 2022. The actions on the ground in all the sectors i.e. Grid power, Rooftop and Solar water pumps are showing good growth. Electrical vehicles could be another big area for growth of solar power. The agencies like SECI are creating enough demand visibility and auctions are being held much in advance.

The solar energy produced will reduce pressure on natural resources besides being non-polluting and environment friendly and will lead to saving in the Oil import bill with very little recurring cost. It is expected that a very significant portion of new power installations will continue to come from renewables led by solar. Significant amount of work is going on providing economic and efficient storage, which will make the solar power along-with storage a competitive and desirable source. As the only domestic manufacturer of solar glass, your Company expects to participate in and benefit from the extremely strong growth potential for the solar power sector.

### **E. RISK AND CONCERNS**

The Company is exposed to normal industry risk factors of competition, economic cycle and uncertainties in the international and domestic markets.

The Government approvals for land and readiness of power distribution companies to evacuate power needs to be focused in order to achieve ambitious growth plans to produce solar energy. The

continued pressure to quote lower prices for electricity in the biddings to get Government allocations is leading to lower prices for input/component manufacturers thereby making them vulnerable, which could affect the health of the Industry. On the other hand it is leaving very little incentive for investors/developers to commit resources.

In India there is complete exemption from import duty on solar glass whereas it is subject to levy of 21% import duty in China. It is essential that India imposes a similar import duty on import of solar glass from China. Such measures are needed to provide a level playing field to domestic industry. The import of modules reduces the demand for components. The absence of a suitable import duty structure impacts the incentive for investing in India for domestic production.

Despite aggressive push from the Government to Solar power a domestic manufacturing policy is yet to be announced. This is a strategically important industry and deserves detailed thin king by the government. It is expected that a manufacturing policy for solar to develop entire eco-system will be framed sooner than later thereby paving the way for robust growth and achievement of plans.

#### **F. INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has adequate Internal Control Systems commensurate with its size and nature of business. All transactions are properly authorized, recorded and reported to the management. The internal control systems are designed to ensure that the financial statements are prepared based on reliable information. Internal Audits are continuously conducted by an in-house Internal Audit department of the Company and Internal Audit Reports are reviewed by the Audit Committee of the Board periodically.

#### **G. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE**

The operational performance during the year improved as record production of solar glass and sales were achieved. The EBITDA margin also improved as against previous year. This enabled company to generate positive cash flows.

#### **H. MATERIAL DEVELOPMENT IN HUMAN RESOURCES, INDUSTRIAL RELATION FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED**

The industrial relations continued to be cordial.

Number of people employed as on 31<sup>st</sup> March, 2019 were as under:

Staff	: 245
Workers	: 150 (Excluding contract labour)

The Company has effective HR systems to make the performance appraisals and working more transparent. Greater operational and financial details are shared with the management cadre with a view to having their deeper involvement and for development of human resources.

**I. DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS, ALONG-WITH DETAILED EXPLANATIONS-**

<b>Ratios</b>	<b>2018-19</b>	<b>2017-18</b>	<b>Change (%)</b>	<b>Explanation where Changes more than 25%</b>
Debtors Turnover Ratio	8.93	7.80	15%	
Inventory Turnover Ratio	5.23	5.56	-6%	
Interest Coverage Ratio	2.07	1.49	39%	Better performance as compared to previous year
Current Ratio	2.27	2.50	-9%	
Debt equity Ratio	3.01	2.02	49%	Increase in debt due to expansion of solar business
Operating Profit Margin %	11.08	9.46	17%	Better performance as compared to previous year
Net Profit Margin %	4.62	3.48	32%	Better performance as compared to previous year
Return on Net Worth %	10.24	10.10	1%	

**CORPORATE GOVERNANCE**

As required by Regulation 34 read with schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance is appended along-with a Certificate of Compliance from the Auditors.

**SCHEME OF AMALGAMATION AND ARRANGEMENT:**

As Shareholders are aware in Q1FY18, the Board of Directors of the Company approved a composite scheme of amalgamation and arrangement amongst Vyline Glass Works Ltd (VGWL), Fennel Investment and Finance Private Limited (FIFPL), Gujarat Borosil Limited (GBL), Borosil Glass Works Ltd (BGWL) and Borosil Limited (Formerly known as Hopewell Tableware Limited) (BL) and their respective shareholders ("Scheme") for:

- i. Amalgamation of Vyline Glass Works Ltd (VGWL), Fennel Investment and Finance Private Limited (FIFPL) and Gujarat Borosil Limited (GBL) with Borosil Glass Works Ltd (BGWL); and
- ii. Demerger of the Scientific and Industrial products and Consumer products business of BGWL along with the Scientific and Industrial products and Consumer products business of VGWL into Borosil Limited (BL).

Post approval of scheme by regulatory bodies, Borosil Glass Works Limited will be renamed as Borosil Renewables Limited or such other name as may be approved by the concerned Registrar of Companies.

After receiving NOC from relevant stock exchange(s), an application was made to the National Company Law Tribunal ("NCLT"), Mumbai Bench, to pass an order to convene meetings of the Creditors and Members of the concerned companies. Accordingly, NCLT passed an order dated 29<sup>th</sup> March, 2019, directing the convening of meetings of Secured and Unsecured Creditors and Members of applicant companies on 14<sup>th</sup> & 15<sup>th</sup> May, 2019 while exempting convening of such meetings for Preference Shareholders of GBL & BL

and Secured Creditors of VGWL. In all the meetings held accordingly, the Scheme was approved, following which the petition was made to NCLT on 28<sup>th</sup> May, 2019 for approval of the said Scheme. NCLT vide its order dated September 30, 2019 fixed November 21, 2019 as the date of hearing.

The appointed date for the said Scheme is 01<sup>st</sup> October, 2018.

The Scheme intends to:

- a) Result in simplification of the group structure by eliminating cross holdings.
- b) Confer shares in each business to each existing shareholder of all the companies thereby giving them an opportunity to participate in both the businesses. i.e. scientific and industrial products and consumer products businesses of BGWL and solar business of GBL. They will be free to decide whether to stay invested or monetize their investment in either of the businesses thereby unlocking value for the shareholders.
- c) Enable each business to pursue growth opportunities and offer investment opportunities to potential investors.
- d) Result in economies in business operations, provide optimal utilization of resources and greater administrative efficiencies.

On amalgamation, shareholders of VGWL will receive 200 (Two Hundred) fully paid up equity share of Re.1 each of BGWL for every 81 (Eighty One) equity fully paid equity shares of Rs. 10 each of VGWL.

On amalgamation, shareholders of FIFPL will receive 200 (Two Hundred) fully paid up equity share of Re.1 each of BGWL for every 109 (One Hundred and Nine) equity fully paid equity shares of Rs. 10 each of VGWL.

On amalgamation, shareholders of GBL will receive 1 (One) fully paid up equity share of Re.1 each of BGWL for every 2 (Two) equity fully paid equity shares of Rs. 5 each of GBL.

On demerger, shareholders of BGWL while retaining their existing holding, will also receive 1 (One) fully paid equity share in BL (post demerger) against 1 (One) fully paid equity share held in BGWL. BL will be listed on BSE and NSE post completion of the Scheme.

The share exchange ratio has been arrived at as per a valuation report by SSPA and Co, Chartered Accountants. A fairness opinion has been provided by M/s Keynote Corporate Services Ltd.

The amalgamation will eliminate cross holdings amongst group companies and simplify the group structure. A key rationale is the reduction in related party transactions in the current operations.

Thus, under the aforesaid Scheme, shareholders of GBL, VGWL and FIFPL will get shares both in existing BGWL (which will be renamed) and in the existing BL after demerger of BGWL business (along with business of VGWL) into BL.

## **DEPOSITS**

The Company has not accepted any deposits and as such, no amount of principal or interest was outstanding on the date of the Balance Sheet. There is no deposit which is not under compliance of Chapter V of Companies Act, 2013.

### SUBSIDIARY COMPANIES

The Company does not have any subsidiary Company.

The Company is an associate company of Fennel Investment and Finance Private Limited by virtue of their holding of more than 20% of the equity share capital in the Company.

The Company was an associate company of Borosil Glass Works Limited (BGWL) till May 06, 2018 by virtue of their holding of more than 20% of the equity share capital in the Company. However, in view of amendment of Section 2(87) of the Companies Act, 2013, which defines 'Subsidiary Company', the Company has become a subsidiary of BGWL effective May 07, 2018, as BGWL controls more than one-half of the total voting power.

### WHISTLE BLOWER POLICY / VIGIL MECHANISM

The Company has established a Whistle Blower (Vigil) Mechanism and formulated a Whistle Blower Policy to deal with instance of fraud and mismanagement. The details of the Policy are explained in the Corporate Governance Report, which form part of this Annual Report and also posted on the website of the Company at <http://www.gujaratborosil.com/policies.html> - click on Whistle Blower Policy

### BOARD OF DIRECTORS, ITS MEETINGS, EVALUATION ETC.

#### Board Meetings:

During the year, six Board Meetings, five Audit Committee Meetings and three Nomination and Remuneration Committee Meetings were convened and held. The details of these are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013;

#### Appointment/ re-appointment:

As per the provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Ashok Jain (DIN 00025125), Director of the Company will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible offers himself for re-appointment. The Board recommends his re-appointment.

Mr. Ramaswami Velayudhan Pillai has been appointed as Whole Time Director and Key Managerial Personnel of the Company with effect from April 01, 2018, for a period of two years. Mr. B. L. Kheruka stepped down as Director and Chairman of the Board with effect from September 18, 2018. He was appointed as Chairman Emeritus from the said date. The Board places on record its deep appreciation of the contribution made by Mr. B. L. Kheruka as Chairman of the Company since its inception. Mr. P. K. Kheruka was appointed as non-executive Chairman of the Board with effect from September 18, 2018. Mr. Shreevar Kheruka was appointed as additional and non-executive director of the Company with effect from September 18, 2018.

The Board of Directors of the Company in its meeting held on September 18, 2018 appointed Mr. Milind Gurjar as Chief Executive Officer and Key Managerial Personnel of the Company with effect from September 24, 2018. However, he resigned as Chief Executive Officer and Key managerial Personnel of the Company on June 14, 2019, due to personal reasons.



The Board of Directors of the Company in its meeting held on February 07, 2019 appointed Mr. Raj Kumar Jain (DIN: 00026544) as an Additional and Independent Director of the Company with effect from February 07, 2019, subject to approval of the members of the Company at the ensuing Annual General Meeting.

The Board of Directors of the Company through resolution by circulation has appointed Mr. Pradeep Vasudeo Bhide (DIN: 03304262) as an Additional and Independent Director of the Company with effect from April 01, 2019, subject to approval of the members of the Company at the ensuing Annual General Meeting.

The Board of Directors of the Company through resolution by circulation has appointed Mr. Haigreave Khaitan (DIN: 00005290) and Mr. Asif Syed Ibrahim (DIN 08410266) as Additional and Independent Directors of the Company with effect from April 03, 2019, subject to approval of the members of the Company at the ensuing Annual General Meeting.

The Board of Directors of the Company in its meeting held on July 29, 2019 appointed Mr. Ashok Jain (DIN 00025125) as Whole Time Director and Key Managerial Personnel of the Company with effect from August 01, 2019 for a period of two years, subject to approval of the members of the Company at the ensuing Annual General Meeting.

The Board of Directors of the Company in its meeting held on July 29, 2019 re-appointed Mrs. Shalini Kamath (DIN: 06993314) as an Independent Director of the Company, not liable to retire by rotation, for second term of 5 (five) years with effect from November 03, 2019, subject to approval of the members of the Company at the ensuing Annual General Meeting.

### **Cessation of Independent Directors of the Company**

During the year under review:

- a. Mr. Jagdish Joshi resigned as a Non-Executive Independent Director of the Company with effect from February 22, 2019. He vacated his office on attaining age of 75 years on 22<sup>nd</sup> February, 2019 and in the spirit of new provisions inserted in SEBI (LODR) Regulations, 2018.
- b. Cessation of Mr. Ashok Kumar Doda and Mr. Shashi Kumar Mehra as Non-Executive Independent Directors of the Company on expiry of their term of appointment, i.e. March 31, 2019.

Your Directors place on record their appreciation for the contribution made by Mr. Jagdish Joshi, Mr. Ashok Kumar Doda and Mr. Shashi Kumar Mehra as Independent Directors of the Company.

Brief details of the Director(s) being appointed/ reappointed have been incorporated in the Notice for the forthcoming Annual General Meeting.

Except as stated above, there is no other change in the composition of the Board of Directors and Key Managerial Personnel during the year under review.

### **Declaration by Independent Directors:**

The Independent Directors have submitted the declaration of independence, as required pursuant to Section 149(7) of Companies Act, 2013, stating that they meet the Criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and as per Regulation 25 read with Regulation 16 of SEBI LODR Regulations.

### **Company's Policy on Directors Appointment and Remuneration etc.:**

Under Section 178 of the Companies Act, 2013, the Company has prepared a policy on Director's appointment and Remuneration. The Company has also laid down criteria for determining qualifications, positive attributes and independence of a Director. Policy relating to remuneration for the Directors, Key Managerial Personnel and Other employees is attached herewith as an '**Annexure A**' to this Report.

The Company has formulated a policy relating to remuneration for the Directors, Key Managerial Personnel and other employees. This is available on the website of the Company at <http://www.gujaratborosil.com/policies.html> - click on Remuneration policy.

### **Familiarization Programme for Independent Directors:**

A Familiarization programme was prepared by the Company about roles, rights and responsibilities of Independent Directors in the Company, nature of industry in which the Company operates, business model of the Company, Secretarial Standards for Board & General Meeting, SEBI (LODR) Regulations, 2015 etc.. This was presented to Independent Directors on October 30, 2018 and May 07, 2019. The details of the above programme(s) are available on the website of the Company at <http://www.gujaratborosil.com/directors.html> - click on Familiarization Programme for Independent Directors.

### **Formal Annual Evaluation:**

In compliance with the Companies Act, 2013 and Regulations 17, 19 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of the Board was carried out during the year under review.

The Formal Annual Evaluation has been made as follows:

#### **1. Manner of effective evaluation:**

The Company has laid down evaluation criteria separately for the Board, Independent Directors, Directors other than Independent Directors and various committees of the Board in the form of questionnaire. As per the provisions of Section 178 of the Companies Act, 2013, the evaluation has been done by both the Nomination and Remuneration Committee and Board of Directors of the Company.

#### **Evaluation of Directors**

The criteria for evaluation of Directors (including the Chairman) include parameters such as willingness and commitment to fulfill duties including attendance in various meetings, high level of professional ethics, contribution during meetings and timely disclosure of all the notice/details required under various provisions of laws.

#### **Evaluation of Board and its various committees**

The criteria for evaluation of Board include whether Board meetings were held in time, all items which were required as per law or SEBI (LODR) Regulations, 2015 to be placed before the Board, have been placed, the same have been discussed and appropriate decisions were taken, adherence to legally prescribed composition and procedures, timely induction of additional/women Directors

and replacement of Board members/Committee members, whenever required, whether the Board regularly reviews the investors grievance redressal mechanism and related issues, Board facilitates the independent directors to perform their role effectively etc.

The criteria for evaluation of committee include taking up roles and functions as per its terms of reference, independence of the committee, policies which are required to frame and properly monitored its implementation, whether the committee has sought necessary clarifications, information and explanations from management, internal and external auditors etc.

Based on such criteria, the evaluation was done in a structured manner through peer consultation & discussion.

2. Evaluation of the Board was made by a Separate Meeting of Independent Directors held under Chairmanship of Mr. Ashok Kumar Doda, Lead Independent director (without attendance of non – Independent Directors and members of management) on February 07, 2019.
3. The performance evaluation of all committees namely:
  1. Audit Committee
  2. Nomination and Remuneration Committee
  3. Corporate Social Responsibility Committee
  4. Share Transfer Committee

were done by the Board of Directors at its meeting held on February 07, 2019.

However, performance evaluation of Stakeholders Relationship Committee was done on May 07, 2019.

4. Performance evaluation of non – Independent Directors namely Mr. P. K. Kheruka, Mr. Shreevar Kheruka, Mr. Ashok Jain and Mr. Ramaswami V Pillai was done at a Separate meeting of Independent Directors.
5. Evaluation of Independent Directors namely Mr. Shashi Kumar Mehra, Mr. Jagdish M. Joshi and Mr. Ashok Kumar Doda and Mrs. Shalini Kamath was done (excluding the Director who was evaluated) by the Board of Directors of the Company at its meeting held on February 07, 2019.
6. In addition, the Nomination and Remuneration Committee has carried out evaluation of every Director's performance at its meeting held on February 07, 2019.
7. The Directors expressed their satisfaction with the evaluation process. Performance evaluation of Board/ Independent Directors/ Committees was found satisfactory.

#### **AUDIT COMMITTEE:**

The details pertaining to the composition, terms of reference and other details of the Audit Committee of the Board of Directors of your Company and the meetings thereof held during the financial year are given in the Report on Corporate Governance section forming part of this Annual Report. All recommendations of the Audit Committee in terms of its charter were accepted by the Board of Directors of your Company from time to time during the year under report.

## GUJARAT BOROSIL LIMITED

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### RISK MANAGEMENT COMMITTEE

Your Company has voluntarily constituted a Risk management Committee on July 29, 2019, to review the risk management plan/ process of the Company.

### DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY

The Company faces various risks in the form of financial risk, operational risks etc. The Company understands that it needs to survive these risks in the market and hence has developed a comprehensive policy on Risk Management.

### KEY MANAGERIAL PERSONNEL

Key Managerial Personnel (KMP) of the Company under Section 203 of the Companies Act, 2013 are as follows:

SR NO.	NAME	DESIGNATION
1	Mr. Ramaswami Velayudhan Pillai	Whole Time Director with effect from April 01, 2018.
2	Mr. Ashok Jain	Whole Time Director with effect from August 01, 2019.
3	Mr. Milind Gurjar	Chief Executive Officer upto June 14, 2019.
4	Mr. Sunil Roongta	Chief Financial Officer
5	Mr. Kishor Talreja	Company Secretary and Compliance Officer

### CORPORATE SOCIAL RESPONSIBILITY (CSR)

As part of its initiatives under “Corporate Social Responsibility” (CSR), the Company has undertaken projects in the area of education which were in accordance with Schedule VII of the Companies Act, 2013.

During the year, the Company contributed:

**Rs.33,40,000/- to Borosil Foundation**, which in turn contributed:

- Rs.20,00,000/- to Manav Seva Mandal, Global Parli, for water retention projects
- Rs.2,40,000/- to Seva Yagna Samiti, Bharuch, Gujarat, for avoiding malnutrition as a measure of preventive health care & for food supply to patients of Government hospital at Bharuch, Gujarat
- Rs.10,00,000/- to Friends of Tribals Society, Mumbai, as a part of a project being undertaken by them for imparting education in tribal areas under One Teacher School (OTS) called Ekal Vidyalayas,
- Rs.1,00,000/- to EdelGive Foundation for its ongoing project The Influencer – an women empowerment initiative.

In terms of Section 135 of the Companies Act, 2013 and Rules made thereunder, the Company has constituted CSR committee comprising of the following members as on March 31, 2019:

1. Mr. P. K. Kheruka-Chairman
2. Mr. Shreevar Kheruka - Member
3. Mrs. Shalini Kamath – Member

out of which Mrs. Shalini Kamath is an Independent Director.

Mr. Jagdish Joshi was member upto February 07, 2019 and Mr. Shashi Mehra was member upto March 15, 2019. Mr. Asif Ibrahim was appointed as member on July 22, 2019.

- a. The CSR Committee of the Board of Directors indicates the activities to be undertaken by the Company (within the framework of activities as specified in Schedule VII of the Act) during the particular year.
- b. recommends to the Board the amount of expenditure to be incurred during the year under some of the activities covered in the Company's CSR Policy.
- c. monitors the said policy.
- d. ensures that the activities as included in CSR Policy of the Company are undertaken by it in a phased manner depending on the available opportunities.

**Company's CSR Policy:**

The Board of Directors of the Company has approved the CSR Policy as recommended by the CSR Committee and the same has been uploaded on the Company's website at <http://www.gujaratborosil.com/policies.html> - click on CSR policy.

**Initiatives taken by the Company during the year:**

The 2% of the net profits of the Company during the immediate three preceding financial years amounts to Rs.33.12 lakhs. The Company has contributed a sum of Rs.33.40 lakhs during the year.

The Company has jointly with Borosil Glass Works Limited (BGWL), holding Company and Borosil Limited (formerly known as Hopewell Tableware Limited) - BL, wholly owned subsidiary of BGWL constituted a Trust namely – 'Borosil Foundation' with the main objective of making CSR contributions by the Company, BGWL and BL, from time to time.

An Annual Report on CSR activities in terms of Section 134(3) (o) of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility) Rules, 2014 is attached herewith as an '**Annexure B**' to this Report.

***Reason for non-spending balance CSR contribution:***

Not Applicable: Since the Company has made contribution in excess of limit, as also total spending is more than 2%.

**POSTAL BALLOT**

During the year under review, no resolution was passed by Postal Ballot.

**EXTRACT OF ANNUAL RETURN**

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, the extract of annual return in form MGT 9 is attached as an '**Annexure C**' to this Report and forms part to the report of the Board of Directors. The same is available on [http://gujaratborosil.com/annual\\_reports.htm](http://gujaratborosil.com/annual_reports.htm)

### **RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC 2 is not applicable.

All Related Party Transactions are placed before the Audit Committee as also the Board for approval. The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at <http://www.gujaratborosil.com/policies.html> - click on Related Party Transaction policy.

The details of the transactions with Related Party are provided in the accompanying financial statements.

### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There are no significant and material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

During the year under review, the Company has received Show cause notice dated May 01, 2018 from Registrar of Companies, Gujarat for violation of certain provisions of the Companies Act, 2013, pursuant to inspection carried out by Regional Director and the default is compounded on payment of Compounding fee.

### **POLLUTION CONTROL**

The Company's plants do not generate any effluent except flue gas, the chemical composition of which is within permissible limits.

### **Internal financial control systems and their adequacy**

The details in respect of internal financial control and their adequacy are included in the Management Discussion and Analysis, which is a part of this report.

### **Policy on directors' appointment and remuneration and other details**

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178 of the Companies Act, 2013 has been disclosed in the Corporate Governance Report, which is a part of this report and is also available on [www.gujaratborosil.com](http://www.gujaratborosil.com)

### **Audit Committee**

The details pertaining to the composition of the audit committee are included in the Corporate Governance Report, which is a part of this report.

### **DETAILS IN RESPECT OF FRAUDS REPORTED BY AUDITORS**

During the year under review, there have not been any instances of fraud and accordingly, the Statutory Auditors have not reported any frauds either to the Audit Committee or to the Board under Section 143(12) of the Act.

**AUDITORS:****STATUTORY AUDITORS**

M/s. Chaturvedi & Shah, Chartered Accountants LLP, Mumbai (Firm Registration no.101720W), were appointed as Statutory Auditors of your Company for a term of five years from the conclusion of the 27<sup>th</sup> Annual General Meeting held on August 08, 2016 till the conclusion of the 32<sup>nd</sup> Annual General Meeting.

The Statutory Auditor's Report for the financial year 2018-2019 does not contain any qualifications, reservations, adverse remarks or disclaimer and no frauds were reported by the Auditors to the Company under sub-section (12) of Section 143 of the Act.

**COST AUDITORS AND COST AUDIT REPORT**

The Company is required to maintain cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 and accordingly such accounts and records are made and maintained by the Company. The cost audit records maintained by the Company in respect of its activities are required to be audited pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended. The Board of Directors had, on the recommendation of the Audit Committee, appointed M/s. Kailash Sankhlecha & Associates, Cost Accountant as Cost Auditor to audit the cost accounts of the Company for the year ending 31<sup>st</sup> March, 2020.

The Audit Committee has also received a certificate from the Cost Auditor certifying their independence and arm's length relationship with the Company. Pursuant of Section 148(6) of the Companies Act, 2013 and Rules made thereunder, the Cost Audit Report for the financial year 2018-19 was filed with the Ministry of Corporate Affairs on August 20, 2019 vide SRN no. H83708735.

There are no qualification, reservation or adverse remark in the Cost Audit Report of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 and hence do not call for any further comments in terms of the provisions of Section 134 of the Companies Act, 2013.

**SECRETARIAL AUDIT**

In terms of Section 204 of the Act and Rules made there under, Mr. Virendra Bhatt, Practicing Company Secretary (CP no.124) has been appointed as Secretarial Auditors of the Company. The report of the Secretarial Auditors is attached as an '**Annexure D**' to this Report. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remarks by the Secretarial Auditors.

**ANNUAL SECRETARIAL COMPLIANCE REPORT**

The Company has undertaken an audit for the Financial Year 2018-19 for all applicable compliances as per Securities and Exchange Board of India Regulations and Circulars/Guidelines issued thereunder. The Annual Secretarial Compliance Report duly signed by Mr. Virendra Bhatt has been submitted to the Stock Exchange within 60 days of the end of the Financial Year and is annexed at '**Annexure E**' to this Board's Report.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, the Board of Directors confirms that, to the best of its knowledge and belief:

- a. that in the preparation of the annual financial statements, the applicable Indian accounting standards have been followed and there were no departures;
- b. that we have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for that period;
- c. that we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the annual financial statements have been prepared on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls were adequate and were operating effectively;
- f. that systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

**Compliance with Secretarial Standards**

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on Board and General Meetings. The Company has complied with all the applicable provisions of the Secretarial standards.

**PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS**

During the year under review, the Company had not made any loans or given any guarantee. However, the Company had made investments in mutual fund, details of which are furnished in the Note no. 10 to the Financial Statements.

**EMPLOYEES' SAFETY**

The Company continuously endeavours to ensure safe working conditions for all its employees.

The Company attaches high importance to the Occupational health and safety systems to protect all its employees. The Company has taken mediclaim policy for all its employees and their dependent family members as also personal accident insurance of appropriate amounts for the employees at various levels.

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has in place a Policy for Prohibition and Redressal of Sexual Harassment at work place which is in line with the requirements of the Sexual Harassment of women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 and Rules made thereunder. All employees (permanent, contractual, temporary and trainees) are covered under this policy. The Company has constituted an Internal Complaint Committee for its Registered Office and Corporate Office under Section 4 of the captioned Act. No complaint has been filed before the said committee till March 31, 2019. The Company has filed an Annual Report with the concerned Authority.

**PARTICULARS OF EMPLOYEES**

The prescribed particulars of employees required under Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are attached as '**Annexure F**' and forms a part of this report.



The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any Member interested in obtaining a copy of the same may write to the Company Secretary.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information pursuant to Section 134(3)(m) of the Companies Act, 2013 read with the Rule 8 (3) of the Companies (Accounts) Rules, 2014 is given as an '**Annexure G**' to this Report.

## **OTHER DISCLOSURES:**

- o There have been no material changes or commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this report.
- o There is no change in the nature of business.
- o No Director is in receipt of any remuneration or commission from any of its subsidiaries, as the Company has no subsidiary Company.
- o No relative of director was appointed to place of profit.
- o As per SEBI Listing Regulations, the Corporate Governance Report with the Auditors' Certificate thereon and the Management Discussion and Analysis are attached, which forms part of this report.
- o Voting rights which are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3) (c) of the Companies Act, 2013).
- o As per Regulation 32(4) of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, deviation of proceeds of public issue is not applicable to the Company.

## **ACKNOWLEDGMENT**

Your Directors convey their deep appreciation for the co-operation received from the employees, Company's bankers, Customers and Government Authorities during the year under review. The Directors also place on record their appreciation for the confidence reposed by the shareholders.

For and on behalf of the Board of Directors

Place : Mumbai  
Date : November 13, 2019

**P. K. Kheruka**  
Chairman  
DIN-00016909

**Policy relating to remuneration for the Directors, Key Managerial Personnel and other employees****OBJECTIVE**

The Nomination and Remuneration Committee had in its Meeting held on June 18, 2018 formulated revised policy relating to remuneration for the Directors, Key Managerial Personnel and Other employees in terms of the Section 178 of the Companies Act, 2013 and Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015

The remuneration policy for members of the Board of Directors, Key Managerial Personals and Other Employees has been formulated pursuant to Section 178 of the Companies Act, 2013, which strive to ensure:

- i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
- ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

**REMUNERATION OF THE BOARD OF DIRECTORS**

The Board of Directors of the Company comprises of Executive and Non-Executive Directors, for which separate policies have been framed:

- 1. Executive Directors comprising of Promoter Directors and Professional Directors;
- 2. Non-Executive Directors comprises of Promoter (Non Independent) Director and Independent Directors

**Remuneration of Executive Directors****Fixed remuneration:**

All Executive Directors viz Executive Chairman, Executive Vice Chairman, Managing Director and Whole-time Director will have a component of Fixed Salary, which may be fixed for the whole tenure or in a graded pay scale basis. In addition, they will be entitled to usual perks which are normally offered to top level executives, such as Furnished/Unfurnished house / House Rent Allowance, Medical / Hospitalization reimbursement, Personal accident insurance, club fees, car with driver and retrial benefits including leave encashment as per the Policy of the Company at the end of the tenure.

**Variable Components:****Commission:**

Subject to the approval of the shareholders and within the overall limits prescribed in Section 197 of the Companies Act, 2013, the Executive Directors shall be paid commission based on nature of duties and responsibilities, as may be determined by the Board of Directors on year to year basis.

**Employee Stock Option:** The Company has implemented **Gujarat Borosil Employee Stock Option Scheme 2018** and the Executive Directors (other than promoters) will be eligible along with the employees of the Company.

**Reimbursement of Expenses:**

Directors will be entitled for actual entertainment and travelling expenses incurred for business purposes.

The above payments shall be subject to such approvals as may be necessary under the Companies Act, 2013 and the Listing Agreement.

**Remuneration of Non- Executive Directors:****Fees:**

Non- Executive Directors shall be entitled to payment of fees for attending each Board and Committee Meetings as may be decided by the Executive Directors (members) of the Board, within the limit prescribed under the Rules made under the Companies Act, 2013. The fees may be on uniform basis, as the committee views that all directors affectively contribute to the benefit/growth of the Company.

Separate fees may be decided in respect of Board Meetings and Committee Meetings.

**Variable Components:****Commission:**

Subject to the approval of the shareholders and within the overall limit of 1% as prescribed by the Companies Act, 2013, the Non-Executive Directors may be paid commission on a pro rata basis.

**Reimbursement of Expenses:**

For Non-Executive Directors actual expenses in connection with Board and Committee Meetings are to be reimbursed. In addition, if a Non-Executive Director is travelling on Company's business, as permitted by the Board, he/she shall be entitled for his/her travelling and lodging expenses on actual basis.

**Key Managerial Personnel:**

Key Managerial Personnel shall be paid salary and perquisites, like other employees of the Company based on their qualification, job experience, as may be applicable and as may be applicable to the grade, to which they belong.

### **Other Employees:**

The Company has a performance management system in place in form of software that is known as 'Formula HR', for assessing the performance and competence in order to fix the remuneration and determination of increments of the employees.

The Company has various grades starting from Officers Level to Senior Vice President. There are different departments like Production, Marketing, Finance, HR & Administration, Legal, Secretarial and IT, with departmental heads of each departments of the level of Vice President / General Manager with their respective teams/subordinates of different grades.

Initial remunerations are decided based on an employee's qualification, past experience, suitability for the job and the level for which the position is intended.

At the start of every financial year, organizational strategy is converted into department goals which further get converted as individual KRAs & Competencies. At the end of every financial year, individual performance is measured against these set KRAs & Competencies. The increments then are decided on the basis of 4 parameters, viz.

- 1) Individual Performance
- 2) Organizational Performance
- 3) New year's budgeted Organizational Performance
- 4) Industry benchmark

The Promotions are decided broadly on the basis of three parameters viz. availability of promotable position, consistent performance, potential of the incumbent to grow to the next level.

### **Loans / advances to employees:**

The Company has policy for granting loan/advances to its employees containing such terms & conditions including regarding interest, as it may deem fit. The Company may in special cases grant loan/advances beyond the limit prescribed in the said policy. The Company may vary said policy from time to time.

## **CRITERIA FOR DETERMINING QUALIFICATION, POSITIVE ATTRIBUTES AND INDEPENDENCE OF A DIRECTOR**

### **I QUALIFICATIONS**

He/she shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, or other disciplines related to Company's business.

The Company will have a blend of Directors comprising of entrepreneurs, professionals and those having administrative experience like ex-IAS officers.

### **II POSITIVE ATTRIBUTES**

- Clarity of vision
- Originality

- Objectively open to other people's ideas/points of view.
- Is analytical, can get to the core issue quickly
- Challenges the status quo
- A good communicator, both in one-to-one and group situations.
- Has the courage of their convictions - particularly in troubled times.
- Is clear on their direction - knows where they are heading and why, and how to get there
- Minimises the casualties from their decisions
- Maintains focus on the strategic direction
- Has high standards of integrity - and insists on the same from others
- Intellect - has a high level of intelligence
- Exercises sound judgement - particularly under pressure
- Knows the questions to ask
- Is a good listener, emotionally as well
- Is numerate - can read and understand financial statements
- Has a healthy self-esteem - but does not believe they are infallible
- Is strategic in thinking and outlook - but is also aware that successful implementation is what counts
- Understands the 'value proposition' of the business
- Is visionary - can see the big picture and read future trends
- Fun to work with i.e. should have good working relationship with other Board Members.
- Can make substantial contributions by taking part in deliberations during Meetings.

### III CRITERIA FOR INDEPENDENCE

An independent director in relation to a company, means a director other than a managing director or a whole-time director or a nominee director,—

- (a) who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- (b)
  - (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
  - (ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- (c) who has or had no pecuniary relationship, other than remuneration as such director or having transaction not exceeding ten per cent. of his total income or such amount as may be prescribed with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- (d) none of whose relatives—
  - (i) is holding any security of or interest in the company, its holding, subsidiary or associate company during the two immediately preceding financial years or during the current financial year:

**Provided** that the relative may hold security or interest in the company of face value not exceeding fifty lakh rupees or two percent of the paid-up capital of the company, its holding, subsidiary or associate company or such higher sum as may be prescribed;

- (ii) is indebted to the company, its holding, subsidiary or associate company or their promoters, or directors, in excess of such amount as may be prescribed during the two immediately preceding financial years or during the current financial year;
  - (iii) has given a guarantee or provided any security in connection with the indebtedness of any third person to the company, its holding, subsidiary or associate company or their promoters, or directors of such holding company, for such amount as may be prescribed during the two immediately preceding financial years or during the current financial year; or
  - (iv) has any other pecuniary transaction or relationship with the company, or its subsidiary, or its holding or associate company amounting to two per cent. or more of its gross turnover or total income singly or in combination with the transactions referred to in sub-clause (i), (ii) or (iii);
- (e) who, neither himself nor any of his relatives—
- (i) holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;  
  
Provided that in case of a relative who is an employee, the restriction under this clause shall not apply for his employment during preceding three financial years.
  - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of—
    - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
    - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;
  - (iii) holds together with his relatives two per cent. or more of the total voting power of the company; or
  - (iv) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company; or
- (f) who possesses such other qualifications as may be prescribed.

For and on behalf of the Board of Directors

Place : Mumbai  
Date : November 13, 2019

**P. K. Kheruka**  
**Chairman**  
**DIN 00016909**

## ANNEXURE B

## Annual Report on Corporate Social Responsibility Activities for the Financial Year 2018-19

**1. Brief outline of the Company's Corporate Social Responsibility Policy (CSR Policy), including overview of projects or programs proposed to be undertaken and a reference to the web link to the CSR Policy and programs:**

The Company's CSR Policy includes activities which are in line with Schedule VII of the Companies Act, 2013. The Company has taken up or shall take activities mentioned in its policy as and when fruitful opportunity exists.

The Board of Directors of the Company has approved the CSR Policy as recommended by the Committee and the same has been uploaded on the Company's website at <http://gujaratborosil.com/policies.html>

**2. The Composition of the CSR Committee:**

The CSR Committee of the Board as on March 31, 2019 consists of Mr. P. K. Kheruka and Mr. Shreevar Kheruka, who are promoter Directors and Mrs. Shalini Kamath who is an Independent Director. The Chairman of the Committee is Mr. P. K. Kheruka.

**3. Average net profit of the Company for last three financial years: Rs. 1655.99 lakhs.**

**4. Prescribed CSR expenditure (2% of the amount in item no.3): Rs. 33.12 lakhs.**

**5. Details of CSR expenditure spent during the financial year:**

- a. Total amount contributed during the financial year: Rs.33.40 lakhs.
- b. Total amount spent during the year: Rs.33.40 lakhs (includes Rs. 10 lakhs spent, out of contribution made in the previous year).
- c. Amount unspent, if any : NIL.  
However, Rs.10 lakhs contributed to Friends of Tribals Society through Borosil Foundation, will be spent in the financial year 2019-20.

d. Manner in which the amount contributed/ spent during the financial year is detailed below:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR projects or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or (2)Specify the State and district where projects or programs	Amount outlay (budget) project or programs wise	Amount spent on the projects / programs sub-heads: (1) Direct expenditure on projects or programs. (2) Overheads by the Company	Cumulative expenditure contributed up to the reporting period	Amount spent: Direct or through implementing agency
1	Providing healthy diet to patients of Government Hospital, Bharuch	Eradicating malnutrition	Local area: Bharuch District, Gujarat	Rs.2.40 lakhs	Rs.2.40 lakhs	Rs.2.40 lakhs	Implementing agency – Seva Yagna Samiti – contribution made through Borosil Foundation

## GUJARAT BOROSIL LIMITED

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sr. No.	CSR projects or activity identified	Sector in which the Project is covered	Projects or programs (1) Local area or (2)Specify the State and district where projects or programs	Amount outlay (budget) project or programs wise	Amount spent on the projects / programs sub-heads: (1) Direct expenditure on projects or programs. (2) Overheads by the Company	Cumulative expenditure contributed up to the reporting period	Amount spent: Direct or through implementing agency
2.	On-going project namely 'One Teacher School' called as Ekal Vidyalaya run by Friends of Tribals Society	Promoting Education	Sambhalpur District, Orissa.	Rs.10 lakhs	Rs.10 lakhs	Rs.10 lakhs	Implementing agency –Friends of Tribals Society – contribution made through Borosil Foundation
3	Water harvesting/ retention project in the village of Parli Taluka, District Beed, Maharashtra	Conservation of natural resources and maintaining quality of water.	Parli Taluka, Maharashtra	Rs.20 lakhs	Rs.20 lakhs	Rs.20 lakhs	Implementing agency – Manav Seva Mandal, Global Parli- contribution made through Borosil Foundation
4	Influencer Project - An Women Empowerment Initiative by EdelGive Foundation	Promoting gender equality and empowering women	10 states and its 77 districts 1. Gujarat 2. Maharashtra 3. Rajasthan 4. Madhya Pradesh 5. Uttar Pradesh 6. Jharkhand 7. Haryana 8. Karnataka 9. Andhra Pradesh 10. West Bengal	One Lakh	One Lakh	One Lakh	Implementing agency: EdelGive Foundation- contribution made through Borosil Foundation
	<b>TOTAL</b>				<b>Rs. 33.40 lakhs</b>	<b>Rs. 33.40 lakhs</b>	

### Notes:

- During the financial year 2017-18, the Company contributed Rs.10 lakhs towards an on-going project namely "One Teacher School" called as 'Ekal Vidyalaya' run by Friends of Tribals Society in Maharashtra zone, which was spent during the financial year 2018-19. During the financial year 2018-19, the Company further contributed Rs.10 lakhs for the same purpose, which will be spent during the financial year 2019-20.

#### Details of Implementing Agencies through Borosil Foundation

- Seva Yagna Samiti (SYS) is a registered trust under the Public Charitable Trust Act, bearing registration no.020790. Since 2008, SYS is providing socio medical services in Government Hospital, Bharuch, with a view to avoid malnutrition. The said Trust has an established track



record of more than 3 years in undertaking similar programme viz. providing healthy diet to patients of Government Hospital, Bharuch.

2. The Friends of Tribals Society (FTS) is a non-government and non-profit education organization working for upliftment of Tribals areas in the field of education, health and other welfare activities of Tribals. The philosophy of this organization is to take a holistic approach to social and economic development. It imparts education to children belonging to tribal category through their program One Teacher School called as 'Ekal Vidyalaya'.
3. Manav Seva Mandal is a registered trust under the Public Charitable Trust Act, bearing registration no.F-737 BEED, MH/A1-85B, trust run by Dr. Harishnchandra Wange. The said trust as a part of project/activities undertake measures of water harvesting/ retention in the village of Parli Taluka, District Beed, Maharashtra.
4. EdelGive Foundation (CIN U65999MH2008NPL182809) is registered as a non-profit company under Section 25 of Companies Act, 1956 (now Section 8 of the Companies Act, 2013) and has started an women empowerment initiative known as "The Influencer". Programs supported by the Influencers contribute towards uplifting the status of women and girls. Investments are aimed at two broader outcomes of social and economic empowerment, with an emphasis on access to services and entitlements for women and girls to develop themselves to their full potential, and become economically independent.

***The above CSR contributions has been made through Borosil Foundation, a Trust bearing Registration no. E/3487/Bharuch. The Company has jointly with Borosil Glass Works Limited (BGWL), Promoter Company and Borosil Limited (formerly known as Hopewell Tableware Limited), wholly owned subsidiary of BGWL has constituted the said trust, with main object of Making CSR contribution by the Company, BGWL and BL, from time to time.***

#### **6. Reasons for non-spending the stipulated CSR expenditure :**

Not Applicable: Since the Company has made contribution in excess of limit, as also total spending in more than 2%.

#### **7. Responsibility Statement:**

The Responsibility Statement of the CSR Committee of the Board of Directors of the Company is reproduced below:

"The implementation and monitoring of CSR Policy is in compliance with CSR objectives and policy of the Company."

**For Gujarat Borosil Limited  
On behalf of the Board of Directors**

**P. K. Kheruka  
Chairman- CSR Committee  
DIN: 00016909**

**Shalini Kamath  
Member - CSR Committee  
DIN: 06993314**

**Place : Mumbai  
Date : November 13, 2019**

## EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2019

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014.

## I. REGISTRATION &amp; OTHER DETAILS:

1.	CIN	L26100MH1988PLC316817
2.	Registration Date	22.12.1988
3.	Name of the Company	Gujarat Borosil Limited
4.	Category/Sub-category of the Company	Public Company Limited by shares
5.	Address of the Registered office & contact details	1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai – 400051 Ph: 022-67406300
6.	Whether listed company	Yes
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Universal Capital Securities Pvt. Ltd. 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai-400 093. Contact Person : Mr. Rajesh Karlekar

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Solar Glass Tempered / Annealed Glass	23101	99%

## III. Particulars of Holding, Subsidiary and Associate Companies:

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate the company	% of shares held	Applicable Section
1.	Borosil Glass Works Limited (BGWL)*, 1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	L99999MH1962PLC012538	Holding Company	25.25% of Equity 100% of 90,00,000 9% (Non -Cumulative Non-Convertible Redeemable Preference Share Carrying voting rights	Section 2(87)

\*BGWL controls more than one - half of the total voting power.

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate the company	% of shares held	Applicable Section
2.	Fennel Investment & Finance Private Limited, 1101, 11th Floor, Crescenzo, G-Block, Plot No. C-38, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051	U65993MH2002PTC294528	Associate Company	33.13%	Section 2(6)

#### IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

##### Category-wise Shareholding

No. of Shares held at the end of the year[As on 31-March-2019]	No. of Shares held at the beginning of the year[As on 01-April-2018]				No. of Shares held at the end of the year[As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>(A) Promoters</b>									
<b>(1) Indian</b>									
(a) Individual/ Hindu Undivided Family		0			7533333	0	7533333	11.04	11.04
(b) Central Govt (s)									
(c) State Govt(s)									
(d) Bodies Corporate	39822476	0	39822476	58.38	39822476	0	39822476	58.38	0.00
(e) Banks / FI									
(f) Any other (specify) LLP									
<b>Sub- Total (A) (1)</b>	<b>39822476</b>	<b>0</b>	<b>39822476</b>	<b>58.38</b>	<b>47355809</b>	<b>0</b>	<b>47355809</b>	<b>69.43</b>	<b>11.04</b>
<b>2 Foreign</b>									
(a) NRI- Individuals	11300000	0	11300000	16.57	3766667	0	3766667	5.52	-11.04
(b) Other Individuals									
(c) Bodies Corporate									
(d) Banks / FI									
(e) Any other (specify)									
<b>Sub- Total (A) (2)</b>	<b>11300000</b>	<b>0</b>	<b>11300000</b>	<b>16.57</b>	<b>3766667</b>	<b>0</b>	<b>3766667</b>	<b>5.52</b>	<b>-11.04</b>
<b>Total shareholding of Promoter (A) = (A) (1) + (A) (2)</b>	<b>51122476</b>	<b>0</b>	<b>51122476</b>	<b>74.95</b>	<b>51122476</b>	<b>0</b>	<b>51122476</b>	<b>74.95</b>	<b>0.00</b>
<b>(B) Public Shareholding</b>									
<b>1. Institutions</b>									
(a) Mutual Funds									
(b) Banks / FI	0	48300	48300	0.07	0	48000	48000	0.07	0.00
(c) Central Govt									
(d) State Govt(s)									
(e) Venture Capital Funds									
(f) Insurance Companies									

**GUJARAT BOROSIL LIMITED**

No. of Shares held at the end of the year[As on 31-March-2019]	No. of Shares held at the beginning of the year[As on 01-April-2018]				No. of Shares held at the end of the year[As on 31-March-2019]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(g) FIs									
(h) Foreign Venture Capital Funds									
(i) Any Others (specify)									
Portfolio Investors									
<b>Sub- Total (B) (1)</b>	<b>0</b>	<b>48300</b>	<b>48300</b>	<b>0.07</b>	<b>0</b>	<b>48000</b>	<b>48000</b>	<b>0.07</b>	<b>0</b>
<b>B 2 Non- institutions</b>									
(a) Individuals									
(i) Individual Shareholders holding nominal share capital up to 1 lakh	7376283	2022227	9398510	13.78	7875982	1783427	9659409	14.16	0.38
(ii) Individual Shareholders holding nominal share capital in excess of 1 lakh	1985675	0	1985675	2.91	1959314	0	1959314	2.87	-0.09
<b>(b) NBFC Registered With RBI</b>	<b>100</b>	<b>0</b>	<b>100</b>	<b>0.00</b>	<b>23740</b>	<b>0</b>	<b>23740</b>	<b>0.03</b>	<b>0.03</b>
<b>(c) Employee Trust</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>					<b>0</b>
<b>(e) Others (specify)</b>									
(i) Clearing Members	307626	0	307626	0.45	172884	0	172884	0.25	-0.20
(ii) Director(s) & Relatives	0	0	0	0	0	0	0	0	0
(iii) Trusts	100	0	100	0	563		563	0.00	0
(iv) Bodies Corporate	2345926	8600	2354526	3.45	2050716	8600	2059316	3.02	-0.43
(v) NRI/OCBs	302602	700	303302	0.44	332669	700	333369	0.49	0.05
(vi) Foreign Nationals	0	0	0	0	100		100	0.00	0
(vii) Foreign Corporate Body	0	0	0	0	0	0	0	0	0
(viii) LLP	1500	0	1500	0	57000	0.08	57000	0.08	0.08
(ix) HUF	413371	0	413371	0.61	515550	0	515550	0.76	0.15
(x) IEPF Authority	2272014	0	2272014	3.33	2255779	0	2255779	3.31	-0.02
<b>Sub- Total (B)(2)</b>	<b>15005197</b>	<b>2031527</b>	<b>17036724</b>	<b>24.98</b>	<b>15244297</b>	<b>1792727</b>	<b>17085024</b>	<b>24.98</b>	<b>0</b>
<b>(B) Total Public Shareholding (B) = (B)(1)+ (B)(2)</b>	<b>15005197</b>	<b>2079827</b>	<b>17085024</b>	<b>25.05</b>	<b>15244297</b>	<b>1840727</b>	<b>17085024</b>	<b>25.05</b>	<b>0</b>
<b>Total (A) +(B)</b>	<b>66127673</b>	<b>2079827</b>	<b>68207500</b>	<b>100.00</b>	<b>66366773</b>	<b>1840727</b>	<b>68207500</b>	<b>100.00</b>	<b>0</b>
<b>(C) Shares held by Custodians for GDRs &amp; ADRs</b>									
<b>Grand Total (A)+ (B) +(C)</b>	<b>66127673</b>	<b>2079827</b>	<b>68207500</b>	<b>100.000</b>	<b>66366773</b>	<b>1840727</b>	<b>68207500</b>	<b>100.000</b>	<b>0</b>

**B) Shareholding of Promoter-**

SN	Shareholder's Name	Shareholding at the beginning of the year (01.04.2018)			Shareholding at the end of the year (31.03.2019)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Fennel Investment & Finance Pvt. Ltd.	22600000	33.13	0	22600000	33.13	0	0
2	Borosil Glass Works Ltd.	17222376	25.25	0	17222376	25.25	0	0
3	Pradeep Kumar Kheruka	11300000	16.57	0	3766667	5.52	0	-11.04
4	Bajranglal Kheruka	0	0	0	3766667	5.52	0	5.52
5	Shreevar Kheruka	0	0	0	3766666	5.52	0	5.52
6	Croton Trading Private Limited	100	0	0	100	0	0	0
	<b>Total</b>	<b>51122476</b>	<b>74.95</b>	<b>0.00</b>	<b>51122476</b>	<b>74.95</b>	<b>0.00</b>	<b>0.00</b>

**C) Change in Promoters' Shareholding** (please specify, if there is no change)

SN	Particulars		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1</b>	<b>Fennel Investment and Finance Pvt. Ltd.</b>					
	At the beginning of the year		22600000	33.13	22600000	33.13
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)					
	<b>At the end of the year</b>		<b>22600000</b>	<b>33.13</b>	<b>22600000</b>	<b>33.13</b>
<b>2</b>	<b>Borosil Glass Works Limited</b>					
	At the beginning of the year		17222376	25.25	17222376	25.25
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)					
	At the end of the year		17222376	25.25	17222376	25.25

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SN	Particulars		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>3</b>	<b>Pradeep Kumar Kheruka</b>					
	At the beginning of the year		11300000	16.57	11300000	16.57
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	13/07/2018 Transfer	-7533333	-11.04	3766667	5.52
	At the end of the year		3766667	5.52	3766667	5.52
<b>4</b>	<b>Croton Trading Private Limited</b>					
	At the beginning of the year		100	0.00	100	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)					
	At the end of the year		100	0.00	100	0.00
<b>5</b>	<b>Bajrang Lal Kheruka</b>					
	At the beginning of the year		0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	13/07/2018 Transfer	3766667	5.52	3766667	5.52
	At the end of the year		3766667	5.52	3766667	5.52
<b>6</b>	<b>Shreevar Kheruka</b>					
	At the beginning of the year		0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	13/07/2018 Transfer	3766666	5.52	3766666	5.52
	At the end of the year		3766666	5.52	3766666	5.52

**D) Shareholding Pattern of top ten Shareholders:**

(Other than Directors, Promoters and Holders of GDRs and ADRs) as on 31<sup>st</sup> March, 2019:

SN	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1</b>	<b>Investor Education And Protection Fund Authority.</b>					
	At the beginning of the year	Transfer	2272014	3.33	2272014	3.33
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	27/07/2018	-385	0.00	2271629	3.33
		10/08/2018	-100	0.00	2271529	3.33
		17/08/2018	-100	0.00	2271429	3.33
		07/09/2018	-200	0.00	2271229	3.33
		14/09/2018	-300	0.00	2270929	3.33
		12/10/2018	-800	0.00	2270129	3.33
		19/10/2018	-100	0.00	2270029	3.33
		23/11/2018	-3200	-0.01	2266829	3.32
		30/11/2018	-1200	0.00	2265629	3.32
		07/12/2018	-300	0.00	2265329	3.32
		21/12/2018	-900	0.00	2264429	3.32
		31/12/2018	-200	0.00	2264229	3.32
		04/01/2019	-200	0.00	2264029	3.32
		15/02/2019	-700	0.00	2263329	3.32
		01/03/2019	-6950	-0.01	2256379	3.31
		22/03/2019	-100	0.00	2256279	3.31
		29/03/2019	-500	0.00	2255779	3.31
	At the end of the year		2255779	3.31	2255779	3.31
<b>2</b>	<b>Pivotal Enterprises Pvt Ltd.</b>					
	At the beginning of the year		0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	29/03/2019	715000	1.05	715000	1.05
		Transfer				
	At the end of the year		715000	1.05	715000	1.05

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SN	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>3</b>	<b>Shresth Enterprises Pvt.Ltd.</b>					
	At the beginning of the year		710000	1.04	710000	1.04
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)					
	At the end of the year		710000	1.04	710000	1.04
<b>4</b>	<b>Chandra Kumar Rajgarhia</b>					
	At the beginning of the year	Transfer	500000	0.73	500000	0.73
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	25/05/2018	2984	0.01	502984	0.74
		01/06/2018	1673	0.00	504657	0.74
		15/06/2018	15843	0.02	520500	0.76
		06/07/2018	20615	0.03	541115	0.79
		05/10/2018	885	0.00	542000	0.79
		01/02/2019	3996	0.01	545996	0.80
	At the end of the year		545996	0.80	545996	0.80
<b>5</b>	<b>Dilipkumar Lakhi</b>					
	At the beginning of the year		317162	0.46	317162	0.46
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)					
	At the end of the year		317162	0.46	317162	0.46
<b>6</b>	<b>Kapil Ahuja</b>					
	At the beginning of the year		262665	0.39	262665	0.39
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	22/06/2018 Transfer	-64500	-0.10	198165	0.29
	At the end of the year		198165	0.29	198165	0.29



SN	For Each of the Top 10 Shareholders		Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>7</b>	<b>Kishan Gopal Mohta</b>					
	At the beginning of the year	Transfer	103000	0.15	103000	0.15
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	06/04/2018	-2200	0.00	100800	0.15
		13/04/2018	200	0.00	101000	0.15
		20/04/2018	-1000	0.01	100000	0.15
	At the end of the year		100000	0.15	100000	0.15
<b>8</b>	<b>Saket Kanoi</b>					
	At the beginning of the year		80000	0.12	80000	0.12
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	03/08/2018	10000	0.01	90000	0.13
		Transfer				
	At the end of the year		90000	0.13	90000	0.13
<b>9</b>	<b>Divyesh Ambalal Shah</b>					
	At the beginning of the year		79662	0.12	79662	0.12
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)					
	At the end of the year		79662	0.12	79662	0.12
<b>10</b>	<b>Naveen Bothra</b>					
	At the beginning of the year	Transfer	26000	0.04	26000	0.04
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	13/04/2018	1160	0.00	27160	0.04
		27/04/2018	27840	0.04	55000	0.08
		11/05/2018	20000	0.03	75000	0.11
	At the end of the year		75000	0.11	75000	0.11

**E) Shareholding of Directors and Key Managerial Personnel as on 31<sup>st</sup> March, 2019:**

SN	Shareholding of each Directors and each Key Managerial Personnel		Shareholding at the beginning		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>1</b>	<b>Mr. Pradeep Kumar Kheruka</b>					
	At the beginning of the year		11300000	16.57	11300000	16.57
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)	13/07/2018 Transfer	-7533333	-11.04	3766667	5.52
	At the end of the year		3766667	5.52	3766667	5.52
<b>2</b>	<b>Mr. Shreevar Kheruka</b>					
	At the beginning of the year		0	0.00	0	0.00
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.)	13/07/2018 Transfer	3766666	5.52	3766666	5.52
	At the end of the year		3766666	5.52	3766666	5.52
<b>3</b>	<b>Mr. Ashok Jain</b>					
	At the beginning of the year		0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)		-	-	-	-
	At the end of the year		0	0	0	0
<b>4</b>	<b>Mr. Ashok Kumar Doda</b>					
	At the beginning of the year		0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)		-	-	-	-
	At the end of the year		0	0	0	0

SN	Shareholding of each Directors and each Key Managerial Personnel		Shareholding at the beginning		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>5</b>	<b>Mr. Jagdish Joshi</b>					
	At the beginning of the year		0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)		-	-	-	-
	At the end of the year		0	0	0	0
<b>6</b>	<b>Mr. Shashi Kumar Mehra</b>					
	At the beginning of the year		0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)		-	-	-	-
	At the end of the year		0	0	0	0
<b>7</b>	<b>Mrs. Shalini Kamath</b>					
	At the beginning of the year		0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)		-	-	-	-
	At the end of the year		0	0	0	0
<b>8</b>	<b>Mr. Ramaswami Velayudhan Pillai</b>					
	At the beginning of the year		0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)		-	-	-	-
	At the end of the year		0	0	0	0

**GUJARAT BOROSIL LIMITED**

SN	Shareholding of each Directors and each Key Managerial Personnel		Shareholding at the beginning		Cumulative Shareholding during the year	
			No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
<b>9</b>	<b>Mr. Raj Kumar Jain</b>					
	At the beginning of the year		0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)		-	-	-	-
	At the end of the year		0	0	0	0
<b>10</b>	<b>Mr. Sunil Roongta</b>					
	At the beginning of the year		0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)		-	-	-	-
	At the end of the year		0	0	0	0
<b>11</b>	<b>Mr. Kishor Talreja</b>					
	At the beginning of the year		0	0	0	0
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.)		-	-	-	-
	At the end of the year		0	0	0	0

**Note:** Shareholding of shareholders mentioned above are after consolidation of shareholding on the basis of PAN number of first shareholder.

**V) INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Rs. In lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	947.31	-	-	947.31
ii) Interest due but not paid	NIL	-	-	NIL
iii) Interest accrued but not due	0.66	-	-	0.66
<b>Total (i+ii+iii)</b>	<b>947.97</b>	<b>-</b>	<b>-</b>	<b>947.97</b>
<b>Change in Indebtedness during the financial year</b>				
* Addition	2,303.59	-	12,500	14,803.59
* Reduction	385.61	-	-	385.61
<b>Net Change</b>				
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	2,865.29	-	12,500	15,365.29
ii) Interest due but not paid	Nil	-	-	Nil
iii) Interest accrued but not due	12.63	-	583.02	595.65
<b>Total (i+ii+iii)</b>	<b>2,877.92</b>	<b>-</b>	<b>13,083.02</b>	<b>15,960.94</b>

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**

**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (Rs.)
		Mr. Ramaswami Velayudhan Pillai - WTD	
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	90,34,500	90,34,500
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	4,00,000	4,00,000
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-

## GUJARAT BOROSIL LIMITED

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (Rs.)
		Mr. Ramaswami Velayudhan Pillai - WTD	
4	Commission - as % of profit - - others, specify	-	-
5	Others – Incentives*	25,00,000	25,00,000
	<b>Total</b>	<b>1,19,34,500</b>	<b>1,19,34,500</b>
	Ceiling as per the Act	As per Schedule V of the Companies Act, 2013 as amended	

\*The Incentives was for the financial year 2018-19, but has been paid in the financial year 2019-20.

### B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors					Total Amount (Rs.)
		Mr. Ashok Doda	Mr. Jagdish Joshi	Mr. Shashi Mehra	Mrs. Shalini Kamath	Mr. Raj Kumar Jain	
1	<b>Independent Directors</b>						
	Fee for attending board / committee meetings#	3,40,000	3,40,000	3,80,000	2,40,000	40,000	13,40,000
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	<b>Total (1)</b>	<b>3,40,000</b>	<b>3,40,000</b>	<b>3,80,000</b>	<b>2,40,000</b>	<b>40,000</b>	<b>13,40,000</b>
2	<b>Other Non-Executive Directors</b>						
	Fee for attending board committee meetings#	1,70,000	3,20,000	1,30,000	2,50,000	-	8,70,000
	Commission	-	-	-	-	-	-
	Others, please specify	-	-	-	-	-	-
	<b>Total (2)</b>	<b>1,70,000</b>	<b>3,20,000</b>	<b>1,30,000</b>	<b>2,50,000</b>	<b>-</b>	<b>8,70,000</b>
	<b>Total (B)=(1+2)</b>	<b>5,10,000</b>	<b>6,60,000</b>	<b>5,10,000</b>	<b>4,90,000</b>	<b>40,000</b>	<b>22,10,000</b>
	<b>*Total Managerial Remuneration (A+B)</b>	-	-	-	-	-	<b>14,144,500</b>
	Overall Ceiling as per the Act	Rupees One Lakh per meeting of the Board or Committee thereof, as per Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014					

\* Total remuneration of WTD & other Directors (being total of A & B).

# Only sitting fees are paid to Independent Directors and Non-Executive Directors.

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

SN	Particulars of Remuneration	Name of Key Managerial Personnel			
		Mr. Kishor Talreja Company Secretary	Mr. Sunil Roongta CFO	Mr. Milind Gurjar - CEO*	Total Amount (Rs.)
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	20,25,000	35,92,196	40,04,904	96,22,100
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	1,15,000	2,49,357	1,66,653	5,31,010
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	others, specify	-	-	-	-
5	Others – PF Contribution				
	Leave encashment	1,08,000	2,15,074	2,39,981	5,63,055
	<b>Total</b>	<b>22,48,000</b>	<b>40,56,627</b>	<b>44,11,538</b>	<b>10,716,165</b>

\* Mr. Milind Gurjar has been appointed as Chief Executive Officer w.e.f. September 24, 2018 and resigned on June 14, 2019.

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed (Rs.)	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	158	Non mentioning of Director Identification Number on inside cover page of Annual Report	1,50,000/-	RD	NA

**GUJARAT BOROSIL LIMITED**

Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed (Rs.)	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>B. DIRECTORS</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	129 & 158	Non-disclosure of certain information in Financial Statements and Non mentioning of Director Identification Number on inside cover page of Annual Report	6,00,000/-	RD	NA
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	129 & 158	Non-disclosure of certain information in Financial Statements and Non mentioning of Director Identification Number on inside cover page of Annual Report	7,50,000/-	RD	NA

For and on behalf of the Board of Directors  
**Gujarat Borosil Limited**

Place : Mumbai  
Date : November 13, 2019

**P. K. Kheruka**  
**Chairman**  
**DIN 00016909**



**ANNEXURE D****Form No. MR-3  
SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2019**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Gujarat Borosil Limited**

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Gujarat Borosil Limited (Hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provides me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's statutory registers, papers, minute books, forms and returns filed with the Registrar of Companies ('ROC') and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2019, has prima facie complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the Statutory Registers, papers, minute books, forms and returns filed with the ROC and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 ("the Act") and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ("SCRA") and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings – Not applicable during the audit period;
- (v) The following Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992 ("SEBI Act"):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

Though the following laws are prescribed in the format of Secretarial Audit Report by the Government, the same were not applicable to the Company for the financial year ended 31<sup>st</sup> March, 2019:-

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - (b) The Securities and Exchange Board of India (Issue and listing of Debt securities) Regulations, 2008;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (vi) I further report that, based on the Compliance Report of various Laws submitted by Department Heads of the Company, the Company has proper system to comply with the applicable laws.
- (vii) I have also examined compliance with the applicable provisions of the following:
- (a) Secretarial Standards 1 and 2 issued by the Institute of Company Secretaries of India;
  - (b) The Listing agreements entered into by the Company with Stock Exchange read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, I am of the opinion that the Company has prima facie complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

**I further report that:**

1. I rely on statutory auditor's reports in relation to Financial Statements and accuracy of financial figures for Sales Tax, Value Added tax, Goods and Service Tax Act, ESIC, Provident fund, Professional Tax, Related Party Transactions etc. as disclosed under financial statements and Accounting Standards during my audit period.
2. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
3. As per the information provided, prima facie adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on agenda items before the meeting and for meaningful participation at the meeting.
4. As per the information provided and as per minutes of the meetings, majority decisions of the Board were unanimous and no dissenting views were found as part of the minutes.

5. There are prima facie adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
6. The management is responsible for compliances of all business laws. This responsibility includes maintenance of statutory registers/files required by the concerned authorities and internal control of the concerned department.
7. 90,00,000, 9% Non-Cumulative Non-convertible Redeemable Preference Shares which were due for redemption on 16<sup>th</sup> March, 2019, have been rolled over for a further period of three years with effect from 16<sup>th</sup> March, 2019 as approved by the shareholders at their meeting held on 8<sup>th</sup> August, 2018. Further the Preference Shareholder has acquired voting rights due to non-payment of dividend for two years pursuant to second proviso to Section 47(2) of the Companies Act, 2013.
8. During the period under review, the Company with the other petitioner has filed application of Composite Scheme of Amalgamation and Arrangement amongst Vylene Glass Works Limited, Fennel Investment and Finance Private Limited, Gujarat Borosil Limited, Borosil Glass Works Limited and Borosil Limited (Formerly known as Hopewell Tableware Limited) before the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench and the said application has been disposed off with direction to convene meeting(s) of all stakeholders.
9. During the period under review, as per the information provided by the Company, prima facie there were no instances of transaction by the designated persons in the securities of the Company during the closure of window.

I further report that during the audit period, there were no instances of:

1. Public / Right / sweat equity etc.
2. Buy- back of securities / Preferential issue of shares;
3. Foreign Technical Collaborations;
4. Reclassification of shares capital;
5. Foreign Technical Collaborations.

I further report that:

1. Maintenance of Secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these Secretarial Records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in the Secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. Where ever required, I have obtained the Management representation about the compliance of Laws, Rules and Regulations and happening of events etc.

## GUJARAT BOROSIL LIMITED

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4. The compliance of the provisions of Corporate and other applicable Laws, Rules, Regulations, Standards is the responsibility of the Management. My examination was limited to the verification of procedures on test basis.
5. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Place : Mumbai  
Date : 7<sup>th</sup> May, 2019

**Virendra G. Bhatt**  
ACS No.: 1157  
COP No.: 124

**ANNEXURE E****SECRETARIAL COMPLIANCE REPORT OF GUJARAT BOROSIL LIMITED  
FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019****1. I, Virendra G. Bhatt, Practicing Company Secretary, have examined:**

- (a) all the documents and records made available to me and explanation provided by **Gujarat Borosil Limited** ("the listed entity") arising from the compliances of specific Regulations listed under Clause 2 of this report;
- (b) the filings or submissions made by the Listed Entity to the stock exchange in connection with the above;
- (c) website of the listed entity; and
- (d) all other documents, filings or submission on the basis of which this certification is given

**for the year ended 31<sup>st</sup> March, 2019 ("Review Period") in respect of compliance with the provisions of:**

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

**2. The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include:-**

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;

- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and
- (i) all other regulation and circulars / guidelines issued and as applicable to the Company from time to time

**and based on the above examination, I hereby report that, during the Review Period:**

- (a) The Listed Entity has prima facie complied with the provisions of the above Regulations and circulars / guidelines issued thereunder. However, in the absence of any transaction relating to buyback of securities, Listing of Non Convertible and Redeemable Preference Shares and issue of debt securities during the review period, the compliance of the relevant regulations mentioned above does not arise.
- (b) The listed entity has prima facie maintained proper records under the provisions of the above Regulations and circulars / guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) During the period under review and as per information provided, no action was taken against the listed entity / its promoters / directors either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures Issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars / guidelines issued thereunder.
- (d) During the period under review, the Company with the other petitioner has filed application of Composite Scheme of Amalgamation and Arrangement amongst Vyaline Glass Works Limited, Fennel Investment and Finance Private Limited, Gujarat Borosil Limited, Borosil Glass Works Limited and Borosil Limited (Formerly known as Hopewell Tableware Limited) before the Hon'ble National Company Law Tribunal (NCLT), Mumbai Bench and application is under process.
- (e) During the period under review, as per the information provided by the Company, prima facie there were no instances of transaction by the designated persons in the securities of the Company during the closure of window.
- (f) This is being my first reporting since the notification regarding requirement to submit this report, reporting on actions to comply with the observations made in previous reports does not arise.

**Virendra G. Bhatt**

Place : Mumbai

No.: 1157

Date : 22<sup>nd</sup> May, 2019

C P No.: 124

## ANNEXURE F

**DISCLOSURE UNDER RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL), RULES, 2014**

1. The ratio of remuneration of each director to the median remuneration of the employee and percentage increase in remuneration of Director, CFO and CS

Sr. No.	Name	Designation	Remuneration paid for FY 2018-19 (Rs.)	Remuneration paid for FY 2017-18 (Rs.)	% increase/decrease in remuneration in the FY 2018-19	Ratio/Times per median of employee remuneration
1.	Mr. B. L. Kheruka*	Director	1,70,000/-	2,60,000/-	-34.62%	0.81
2.	Mr. P. K. Kheruka	Director	3,20,000/-	2,40,000/-	33.33%	1.52
3.	Mr. Shreevar Kheruka**	Director	1,30,000/-	-	-	0.62
4.	Ramaswami Velayudhan Pillai#	Director	1,19,34,500/-@	-	-	56.60
5.	Mr. Ashok Jain	Director	2,50,000/-	1,70,000/-	47.06%	1.19
6.	Mr. Rajesh Chaudhary##	Director	-	48,09,896/-	-	-
7.	Mr. Shashi Mehra\$	Director	3,80,000/-	3,00,000/-	26.67%	1.80
8.	Mr. Jagdish Joshi\$\$	Director	3,40,000/-	3,40,000/-	-	1.61
9.	Mr. Ashok Kumar Doda^	Director	3,40,000/-	2,80,000/-	21.43%	1.61
10.	Mrs. Shalini Kamath	Director	2,40,000/-	1,20,000/-	100.00%	1.14
11.	Mr. Raj Kumar Jain^^	Director	40,000/-	-	-	0.19
12.	Mr. Sunil Roongta	CFO	40,56,627/-	35,40,151/-	14.59%	19.24
13.	Mr. Kishor Talreja	Company Secretary	22,48,000/-	18,52,700/-	21.34%	10.66
14.	Mr. Milind Gurjar@@	CEO	44,11,538/-	-	-	20.92

\* Mr. B. L. Kheruka resigned as Director and Chairman w.e.f. September 18, 2018.

\*\* Mr. Shreevar Kheruka has been appointed as Additional Director w.e.f. September 18, 2018.

# Mr. Ramaswami Velayudhan Pillai has been appointed as Whole Time Director w.e.f. April 01, 2018.

@ This includes Incentive of Rs.25 lakhs paid to Mr. Ramaswami in the financial year 2019-20 in respect of financial year 2018-19.

## Mr. Rajesh Chaudhary resigned as a Whole-time Director from March 31, 2018.

\$ Mr. Shashi Mehra ceased as Independent Director from March 31, 2019.

\$\$ Mr. Jagdish Joshi resigned as Independent Director from February 22, 2019, on attending age of 75 years.

^ Mr. Ashok Kumar Doda ceased as Independent Director from March 31, 2019.

## GUJARAT BOROSIL LIMITED

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^^ Mr. Raj Kumar Jain has been appointed as Additional Director from February 07, 2019.

@@ Mr. Milind Gurjar has been appointed as Chief Executive Officer w.e.f. September 24, 2018 and resigned on June 14, 2019.

2. Percentage increase in median remuneration:

Median remuneration of employees in FY 2018-19 (Rs.)	Median remuneration of employees in FY 2017-18 (Rs.)	Percentage increase/decrease
2,10,862/-	1,88,640/-	11.78%

3. No. of permanent employees as on 31.03.2019: Total – 395 employees.
4. Comparison between average percentile increase in salaries of employees (excluding managerial personnel) and percentile increase in managerial remuneration:

Average percentile increase in salaries of employees other than managerial personnel in FY 2018-19	Percentile increase in managerial personnel remuneration in FY 2018-19	Justification
11.50	148.12	The Company has only one managerial personnel as Whole Time Director. The person at the said position was replaced with a senior professional with higher remuneration. Hence not comparable with increment of other employees.

5. This is to affirm that the above remuneration is paid as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Place : Mumbai  
Date : November 13, 2019

**P. K. Kheruka**  
Chairman  
DIN: 00016909



## ANNEXURE G

**Details of conservation of energy, technology absorption, foreign exchange earnings and outgo**

The information under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 (3) of the Companies (Accounts) Rules, 2014 for the year ended March 31, 2019 is given here below and forms part of the Directors Report.

**(a) Conservation of energy**

(i)	The steps taken or impact on conservation of energy	<p>1. Optimization of processes viz minimizing batching cycle time, increased glass pull, utilized full capacity of LISEC tempering line to reduce energy consumption per unit of glass production.</p> <p>2. SG2 project: Erection of Brown field SG2 project commissioned in August 2019. Specific fuel consumption per unit of production has reduced by around 10%.</p> <p>3. SG1 rebuild project execution work is under progress. Commissioning by November 2019. This will further reduce energy consumption per unit of production.</p>
(ii)	The steps taken by the company for utilizing alternate sources of energy	Under consideration to install 1.5 MW DC roof top solar power plant.
(iii)	The capital investment on energy conservation equipment	-

**(b) Technology absorption**

(i)	The efforts made towards technology absorption	<p>New furnace SG-2 with higher melting capacity, high pull from single line (240 MT/day) was installed and we were able to reach the rated capacity. LISEC Tempering line with capability to temper thinner glass, Glass handling line from Tucheng with robot, Robots for auto unloading etc. are going to start for commercial production in the year.</p> <p>Glass drilling process established for B2B glass modules.</p> <p>In house testing of continuous tempering in batch type tempering line (TL1) undertaken. Results were encouraging. Adapted this technology in SG2 project and commissioned Tempering Line 5.</p>
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(ii)	The benefits derived like product improvement, cost reduction, product development or import substitution	This has enabled us to expend our product portfolio to include drilled thinner glass on full commercial basis. With use of drilled 2 mm glass on both side of panel the power generation can be enhanced.  Specific Power Consumption in tempering reduced by 3-4% as a result of using continues type tempering.
(iii)	In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)	
	(a) The details of technology imported	Imported Furnace designed from Techglass, Rurex Rolling Machine, Cnud Lehr, Grenzebach Cutting line, Benteler edge grinding machine, Deman glass drilling machine, Lisec Tempering line, Tucheng robot, auto unloading etc. to expand capacity & product range, achieve value added product and reduce wastages in handling and higher yield.
	(b) The year of import;	2018-19
	(c) Whether the technology been fully absorbed	Yes
	(d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A.
(iv)	The expenditure incurred on Research and Development	Expenditure incurred during the year on conducting various trials/experiments to absorb the Technology, stabilize production of thinner substances and improve product quality.

**(c) Foreign exchange earnings and Outgo**

Particulars with regard to foreign exchange earnings and outgo during the year are as under:

**Rs. In lakhs**

Foreign exchange earnings	5,132.20
Foreign exchange outgo (including capex)	28,166.67

For and on behalf of the Board of Directors

Place : Mumbai  
Date : November 13, 2019

**P. K. Kheruka**  
Chairman  
DIN: 00016909

## REPORT ON CORPORATE GOVERNANCE

Pursuant to Regulation 34 read with Schedule V to the Securities and Exchange Board of India ( Listing Obligations and disclosure Requirements) Regulations, 2015 ("Listing Regulation"), a Report on Corporate Governance is given below:

### 1. Company's Philosophy on code of governance

Your Company has been practicing the principles of good corporate governance over the years. The Company has adopted best practices for corporate governance, disclosure standards and enhanced shareholder value while protecting the interests of all other stakeholders including clients, suppliers and its employees.

The Directors present below the Company's policies and practices on corporate governance.

### 2. Board of Directors

#### Composition of the Board:

As on 31<sup>st</sup> March, 2019, the Company had Eight Directors on the Board out of which 7 were Non-executive Directors, which is much higher than the minimum requirement of 50% as per Regulation 17 of Listing Regulation. Out of these eight directors, four were Independent Directors including one woman director.

As on 31<sup>st</sup> March, 2019, the Company's Board comprised of one Whole-time Director and Seven Non-Executive Directors (NEDs). None of the Non-Executive Directors have any material pecuniary relationship or transactions with the Company.

Attendance of the Directors at the Board Meetings and the last Annual General Meeting, Directorships in other Companies and other Membership or Chairmanship of Board Committees during the financial year 31<sup>st</sup> March, 2019, is tabulated herein under:

Name	Category	No. of Board Meetings Attended	Attendance at last AGM held on 08/08/18	No. of Directorships held in other Indian Public Limited Companies	No. of Committee Positions held in other Indian Public Limited Companies*	
					Chairman	Member
Mr. B. L. Kheruka** DIN: 00016861	Chairman Emeritus Non-Executive	3	No	2	-	2
Mr. P. K. Kheruka DIN: 00016909	Chairman Non-Executive	5	Yes	4	1	2
Mr. Shreevar Kheruka# DIN:01802416	Non-Executive Director	3	NA	3	-	-
Mr. Ashok Jain DIN:00025125	Non-Executive Director	6	Yes	2	-	1
Mr. Shashi Kumar Mehra DIN: 00032134	Independent Non-Executive	6	Yes	-	-	-

## GUJARAT BOROSIL LIMITED

Name	Category	No. of Board Meetings Attended	Attendance at last AGM held on 08/08/18	No. of Directorships held in other Indian Public Limited Companies	No. of Committee Positions held in other Indian Public Limited Companies*	
					Chairman	Member
Mr. Jagdish Mahesh Joshi <sup>^</sup> DIN:00276041	Independent Non-Executive	5	Yes	-	-	-
Mr. Ashok Kumar Doda DIN:00288563	Independent Non-Executive	6	Yes	4	1	2
Mrs. Shalini Kamath DIN:06993314	Independent Non-Executive	6	Yes	1	-	-
Mr. Ramaswami Velayudhan Pillai DIN:00011024	Whole Time Director	5	Yes	1	-	-
Mr. Raj Kumar Jain DIN:00026544@	Independent Non-Executive	1	NA	8	2	3

\* For this purpose, only Audit Committee and Stakeholders Relationship Committee have been considered taking into consideration the provisions of Regulation 26 of the Listing Regulation.

\*\* Mr. B. L. Kheruka step down as Director and Chairman of the Board with effect from September 18, 2018 and appointed as Chairman Emeritus with effect from said date.

# Mr. Shreevar Kheruka was appointed as an additional director of the Company with effect from September 18, 2018

<sup>^</sup> Mr. Jagdish Joshi resigned as a Non-Executive Independent Director of the Company with effect from February 22, 2019. He attained the age of 75 years on 22<sup>nd</sup> February, 2019.

@ Mr. Raj Kumar Jain appointed as an Additional and Independent Director of the Company with effect from February 07, 2019

Name of the other listed entities where the person is a director and the category of directorship as on March 31, 2019:

Name of Directors and DIN	Name of other listed Company in which the concerned Director is a Director	Category of Directorship
Mr. P. K. Kheruka DIN: 00016909	Borosil Glass Works Limited	Vice Chairman - Non-Executive Promoter
	Window Glass Limited	Non-Executive Director
Mr. Shreevar Kheruka DIN:01802416	Borosil Glass Works Limited	Managing Director & CEO
Mr. Ashok Jain DIN:00025125	NA	NA
Mr. Ramaswami Velayudhan Pillai DIN:00011024	NA	NA
Mr. Shashi Kumar Mehra DIN: 00032134	NA	NA

<b>Name of Directors and DIN</b>	<b>Name of other listed Company in which the concerned Director is a Director</b>	<b>Category of Directorship</b>
Mr. Ashok Kumar Doda DIN:00288563	Sakuma Exports Limited	Non-Executive Independent Director
Mrs. Shalini Kamath DIN:06993314	Graphite India Limited	Non-Executive Independent Director
Mr. Raj Kumar Jain DIN:00026544	Welspun Corp Limited	Non-Executive Independent Director
	Welspun Investments and Commercials Limited	Non-Executive Independent Director

None of the Directors is a Director in more than 10 Public Limited Companies or acts as an Independent Director in more than 7 Listed Companies. Further, none of the Director acts as a member of more than 10 committees or acts as a chairman of more than 5 committees across all Public Limited Companies in which he/she is a Director. Mr. B. L. Kheruka, Mr. P. K. Kheruka and Mr. Shreevar Kheruka are promoter Directors.

Mr. Ramaswami Velayudhan Pillai appointed as Whole Time Director and Key managerial Personnel of the Company with effect from April 01, 2018. Mr. B. L. Kheruka step down as Director and Chairman of the Board with effect from September 18, 2018 and appointed as Chairman Emeritus with effect from said date. Mr. P. K. Kheruka was appointed as Chairman of the Board with effect from September 18, 2018. Mr. Shreevar Kheruka was appointed as an additional director of the Company with effect from September 18, 2018.

The Board of Directors of the Company in its meeting held on September 18, 2018 appointed Mr. Milind Gurjar as the Chief Executive Officer and Key managerial Personnel of the Company with effect from September 24, 2018. However, Mr. Milind Gurjar resigned as the Chief Executive Officer and Key managerial Personnel of the Company on June 14, 2019, due to personal reasons.

The Board of Directors of the Company in its meeting held on February 07, 2019 appointed Mr. Raj Kumar Jain (DIN: 00026544) as an Additional and Independent Director of the Company with effect from February 07, 2019, subject to approval of the members of the Company at the ensuing Annual General Meeting.

### **Cessation of Independent Directors of the Company**

During the year under review:

- a. Mr. Jagdish Joshi resigned as a Non-Executive Independent Director of the Company with effect from February 22, 2019. He attained the age of 75 years on 22<sup>nd</sup> February, 2019 and in the spirit of new Regulatory provisions, he relinquish his office of directorship in the Company from the said date i.e. 22<sup>nd</sup> February, 2019.
- b. Cessation of Mr. Ashok Kumar Doda and Mr. Shashi Kumar Mehra as a Non-Executive Independent Director of the Company on expiry of their term of appointment, i.e. March 31, 2019.

Details about Directors seeking Appointment / Reappointments at the forthcoming Annual General Meeting are given separately along with Notice convening the said Meeting.

**Skills/Expertise/Competencies of the Board of Director as on March 31, 2019 are as under:**

<b>Name of Director</b>	<b>Status</b>	<b>Skills/Expertise/Competencies</b>
Mr. P. K Kheruka DIN: 00016909	<b>Non-Executive Chairman</b>	<b>General Management</b>
Mr. Shreevar Kheruka DIN:01802416	<b>Non-Executive Director</b>	<b>General Management</b>
Mr. Ashok Jain DIN:00025125	<b>Whole Time Director</b>	<b>Finance, Management &amp; Marketing</b>
Mr. Ramaswami Velayudhan Pillai DIN:00011024	<b>Whole Time Director</b>	<b>Technical Operations</b>
Mrs. Shalini Kamath DIN:06993314	<b>Non-Executive Independent Director</b>	<b>General Management and Human Resource</b>
Mr. Raj Kumar Jain DIN:00026544	<b>Non-Executive Independent Director</b>	<b>Corporate Governance and Audit</b>
Mr. Shashi Kumar Mehra DIN: 00032134	<b>Non-Executive Independent Director</b>	<b>Finance</b>
Mr. Ashok Kumar Doda DIN:00288563	<b>Non-Executive Independent Director</b>	<b>Management and Finance</b>

The Board of Directors of the Company in its meeting held on May 07 2019 noted that in the opinion of the board, the independent directors fulfil the conditions specified in Listing Regulation and are independent of the management.

**Board Meetings, agenda and proceedings etc. of the Board Meeting:**

The Board met six times on the following dates during the financial year 2018-2019:

Board Meetings were held on May 10, 2018, June 18, 2018, August 08, 2018, September 18, 2018, October 30, 2018 and February 07, 2019. The necessary quorum was present for all the meetings.

**The Gap between two Board Meetings did not exceed 120 days.**

The information as specified in Part A of Schedule II of Regulation 17 (7) of Listing Regulation, is regularly made available to the Board, whenever applicable, for discussion and consideration. The board periodically reviews the compliance reports of all laws applicable to the Company.

The Company also provides video-conferencing facility to its Directors to enable participation so that they can contribute in the discussions at the Meeting.

The Board of Directors had accepted all recommendation of all committee(s) of the board which is mandatorily required, in the relevant financial year.

**Disclosure of relationship between directors inter-se**

Mr. B. L. Kheruka is father of Mr. P. K. Kheruka.

Mr. Shreevar Kheruka is son of Shri. P. K. Kheruka and grandson of Shri. B. L. Kheruka. In this way, they are related to each other. Except these, no director is related to any other director on the Board.

**Number of shares and convertible instruments held by Non-executive directors:**

Mr. Bajrang Lal Kheruka holds 37,66,667 equity shares (5.52%), Mr. Pradeep Kumar Kheruka holds 37,66,667 equity shares (5.52%) and Mr. Shreevar Kheruka holds 37,66,666 equity shares (5.52%) of the Company. None of the other Non-Executive Directors hold any share or other convertible instruments in the Company.

**Web link where details of Familiarisation programme for Independent Directors**

A Familiarisation Program was conducted for Independent Directors on October 30, 2018 and May 07, 2019, to familiarize the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company so that they can contribute in a meaningful way to the Company. Familiarization Program for Independent Directors had been uploaded on website of the Company at <http://www.gujaratborosil.com/directors.html> - click on Familiarization Programme for Independent Directors.

**3. Audit Committee**

The powers, role and terms of reference of the Audit Committee covers the areas as contemplated under Regulation 18 of the Listing Regulation and Section 177 of the Companies Act, 2013, as applicable, besides other terms as referred by the Board of Directors.

**Powers of Audit Committee:**

The Audit Committee has the following powers:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

**Role of Audit Committee**

The role of the Audit Committee includes the following:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommending to the Board, the appointment, re-appointment and if required, the replacement or removal of statutory auditors, including cost auditors, and fixation of audit fees and other terms of appointment;

3. Approving payment to statutory auditors, including cost auditors for any other services rendered by the them;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.
  - d. Significant adjustments made in the financial statements arising out of audit findings.
  - e. Compliance with listing and other legal requirements relating to financial statements.
  - f. Disclosure of any related party transactions.
  - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;



14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. Carrying out such other functions as may be specially referred to the Committee by the Company's Board of Directors and / or other Committees of Directors.
21. To call for comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and to discuss any related issue with the internal and statutory auditors and the management of the company.
22. reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on April 01, 2019.

#### **Review of information by Audit Committee**

##### **The Audit Committee mandatorily reviews the following information:**

- (1) management discussion and analysis of financial condition and results of operations;
- (2) statement of significant related party transactions (as defined by the audit committee), submitted by management;
- (3) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (4) internal audit reports relating to internal control weaknesses; and
- (5) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- (6) statement of deviations:

- (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
- (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

It may be clarified that the power, role and review of the Audit Committee includes matters specified under Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

**Composition & Meetings:**

The Company has an Audit Committee at the Board level, which acts as a link between the Management, the Statutory and Internal Auditors and the Board of Directors and it oversees the financial reporting process.

The Audit Committee of the Company as on March 31, 2019 comprised of four members all being Non-executive Directors out of which three are Independent Directors and one Non-Independent Director.

During the financial year 2018-19, the Committee met five times on May 10, 2018, June 18, 2018, August 08, 2018, October 30, 2018 and February 07, 2019. The detail of attendance at the aforesaid meeting is as follows:

Name	Designation	No. of Meeting	
		Held	Attended
Mr. Ashok Kumar Doda#	Chairman	5	5
Mr. Shashi Kumar Mehra#	Member	5	5
Mr. P. K. Kheruka	Member	5	4
Mr. Jagdish Joshi*	Member	5	4
Mr. Raj Kumar Jain**	Member	5	0

# Mr. Ashok Doda and Mr. Shashi Mehra were chairman and member respectively upto March 31, 2019.

\* Mr. Jagdish Joshi resigned with effect from February 22, 2018 and was member of the Committee upto February 07, 2019.

\*\* Mr. Raj Kumar Jain was appointed as member of the Committee with effect from February 07, 2019.

All members of the Audit Committee are capable of understanding financial statements and two members who possess financial expertise in accordance with Regulation 18 of Listing Regulation.

**Invitees / participants to the committee:**

Apart from the members of Audit Committee, generally, meetings are also attended by Whole-time Director, Chief Financial Officer and Company Secretary. Internal Auditor and Statutory Auditor are also invited to the meetings of the committee.

The Company Secretary acts as the Secretary to the Committee.

The then Chairman of the Audit Committee was present at the 29th Annual General Meeting of the Company held on August 08, 2018.

#### 4. Nomination and Remuneration Committee

The powers, role and terms of reference of the Nomination and Remuneration Committee covers the areas as contemplated under Regulation 19 of the Listing Regulation and Section 178 of the Companies Act, 2013, besides other terms as referred by the Board of Directors.

Terms of reference of the Nomination and Remuneration Committee

- (1) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- (2) formulation of criteria for evaluation of performance of independent directors and the board of directors;
- (3) devising a policy on diversity of board of directors;
- (4) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (5) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (6) recommend to the board, all remuneration, in whatever form, payable to senior management.

#### Composition & Meetings:

The Board of Directors has constituted a Nomination and Remuneration Committee. The Committee comprises of three directors, all of whom are non-executive directors and at least half are independent directors. The Company Secretary acts as the Secretary to the Committee.

During the financial year 2018-19, the Committee met on June 18, 2018, September 18, 2018 and February 07, 2019. The detail of attendance at the aforesaid meeting is as follows:

Name	Designation	No. of meeting	
		Held	Attended
Mr. Jagdish Joshi#	Chairman	3	3
Mr. Shashi Kumar Mehra	Member	3	3
Mr. B. L. Kheruka*	Member	3	2
Mr. P. K. Kheruka**	Member	3	1
Mr. Raj Kumar Jain##	Member	3	0

- # Mr. Jagdish Joshi was chairman/ member of the Committee upto February 07, 2019.  
\* Mr. B. L. Kheruka ceased to be committee member with effect from September 18, 2018.  
\*\* Mr. P. K. Kheruka appointed with effect from September 18, 2018.  
## Mr. Raj Kumar Jain appointed with effect from February 07, 2019.

## **PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS**

### **Performance evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and Regulations 17 & 19 read with part D of Schedule II to the Listing Regulation, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees.

The performance evaluation of the Independent Directors (excluding independent director being evaluated) was carried out by the entire Board with respect to various factor like personal traits which includes ability to exercise objective independent judgment in paramount interest of the Company and on specific criteria which include commitment, highest level of personal and professional ethics, reputation, integrity and values, independence criteria, independence of management and contributor by taking part in deliberations during meetings. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. Further, there were no observations of any director for Board evaluation in current and previous year. The Directors expressed their satisfaction with the evaluation process. The performance evaluation was done on February 07, 2019 except for Stakeholders Relationship Committee.

### **5. Remuneration of Directors:**

The Board of Directors has constituted a Nomination and Remuneration Committee. The Committee had at its meeting held on June 18, 2018 formulated revised Policy relating to remuneration for the Directors, Key Managerial Personnel and Other employees. Remuneration policy form part of Directors Report.

The broad terms of reference of Nomination and Remuneration Committee are to determine on behalf of Board and on behalf of shareholders with agreed terms of reference, the Company's policy on specific remuneration package(s) for executive director(s).

Details of sitting fees, remuneration, etc. paid to Directors as on March 31, 2019.

<b>Name of Directors</b>	<b>Sitting fee for Board / Committee Meetings (Amount in Rs.)</b>
(A) Mr. B. L. Kheruka	1,70,000/-
Mr. P. K. Kheruka	3,20,000/-
Mr. Shreevar Kheruka	1,30,000/-
Mr. Shashi Mehra	3,80,000/-
Mr. Jagdish Joshi	3,40,000/-
Mr. Ashok Doda	3,40,000/-
Mrs. Shalini Kamath	2,40,000/-

Name of Directors	Sitting fee for Board / Committee Meetings (Amount in Rs.)
Mr. Ashok Jain	2,50,000/-
Mr. Raj Kumar Jain	40,000/-
<b>Sub Total -A</b>	<b>22,10,000/-</b>
(B) Mr. Ramaswami Velayudhan Pillai (Whole-time Director)	
Salary	48,00,000/-
HRA	14,40,000/-
Allowances	27,94,500/-
LTA	4,00,000/-
Incentives*	25,00,000/-
<b>Sub Total -B</b>	<b>1,19,34,500/-</b>
<b>Total (A+B)</b>	<b>1,41,44,500/-</b>

\* The Incentives was for the financial year 2018-19, but has been paid in the financial year 2019-20.

#### Notes:

- The Non-Executive Directors are paid only sitting fees for attending Board and other Committee meetings. During the year, the sitting fees for attending Board meeting was Rs.40,000/-, for attending Audit Committee meeting was Rs.20,000/- and for attending Nomination and Remuneration Committee meeting, Corporate Social Responsibility Committee meeting and Stakeholders Relationship Committee meeting was Rs.10,000/- respectively. No sitting fee is paid for attending Share Transfer Committee Meeting. Further, the Board of Directors of the Company at its meeting held on July 29, 2019 had increased Board Meeting sitting fees from Rs.40,000/- to Rs.75,000/- per meeting. Accordingly, now sitting fee for attending Board meeting is Rs.75,000/-, for attending Audit Committee meeting is Rs.50,000/- and for attending Nomination and Remuneration Committee meeting, Corporate Social Responsibility Committee meeting, Stakeholders Relationship Committee meeting is Rs.30,000/-, Risk Management Committee meeting is Rs.30,000/--respectively. No sitting fee is paid for attending Share Transfer Committee Meeting
- For termination of employment, the Company / Whole-time Director are required to give a notice of 3 months or salary of three months in lieu thereof.
- The Company has so far not issued any stock option to the Whole-time Director or any other Director.
- The Criteria for making payments to non-executive directors of the Company is uploaded on the website of the Company at [www.gujaratborosil.com](http://www.gujaratborosil.com)
- The Company had issued memorandum of terms and conditions of appointment & remuneration of whole time director of the Company.

**6. Stakeholders Relationship Committee****Composition & Meetings:**

The Board of Directors has constituted a Stakeholders Relationship Committee. The Committee comprises of four directors, headed by Mr. P. K. Kheruka, Non-executive Director. The Company Secretary acts as the Secretary to the Committee.

During the financial year 2018-19, the Committee met on May 10, 2018. The detail of attendance at the said meeting is as follows:

Name	Designation	No. of meeting	
		Held	Attended
Mr. B. L. Kheruka*	Chairman	1	1
Mr. P. K. Kheruka	Member	1	1
Mr. Jagdish Joshi#	Member	1	1
Mr. Ashok Jain	Member	1	1
Mr. Shreevar Kheruka^	Member	1	0
Mr. Raj Kumar Jain##	Member	1	0

\* Mr. B. L. Kheruka ceased to be committee member with effect from September 18, 2018.

# Mr. Jagdish Joshi was member of the Committee upto February 07, 2019.

^ Mr. Shreevar Kheruka appointed as committee member with effect from September 18, 2018.

## Mr. Raj Kumar Jain appointed as committee member with effect from February 07, 2019.

In order to look into the complaints redressal status in respect of year ended March 31, 2019, the Committee met on May 07, 2019. Details of complaints received, not solved and pending during the financial year 2018-19:

Particulars	Number
No. of complaints received	08
No. of complaints not solved to the satisfaction of shareholders	NIL
No. of complaints pending	NIL

Terms of reference of Stakeholders Relationship Committee:

- (1) to resolve the grievances of security holders of the Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, review of new/duplicate certificates, general meetings, etc;
- (2) review of measures taken for effective exercise of voting rights by shareholders;
- (3) review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- (4) review of various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/ statutory notices by the shareholders of the Company; and
- (5) to look into various aspects of interest of shareholders and other security holders.

## 7. Corporate Social Responsibility Committee

During the financial year 2018-19, the Committee met on May 10, 2018, June 18, 2018 and October 30, 2018. The detail of attendance at the aforesaid meeting is as follows:

Name	Designation	No. of meeting	
		Held	Attended
Mr. B. L. Kheruka*	Chairman	3	2
Mr. P. K. Kheruka	Member	3	2
Mr. Jagdish Joshi#	Member	3	2
Mr. Shreevar Kheruka**	Member	3	1
Mrs. Shalini Kamath##	Member	3	0
Mr. Shashi Mehra^	Member	3	1

\* Mr. B. L. Kheruka ceased to be committee member with effect from September 18, 2018.

# Mr. Jagdish Joshi was member of the Committee upto February 07, 2019.

\*\* Mr. Shreevar Kheruka appointed with effect from September 18, 2018.

## Mrs. Shalini Kamath appointed with effect from February 07, 2019.

^ Mr. Shashi Mehra appointed as member of the Committee on October 30, 2018 and ceased to be member on March 15, 2019.

As on 31/03/2019, the Corporate Social Responsibility Committee comprised of Mr. P. K. Kheruka, Chairman, Mr. Shreevar Kheruka, Member and Mrs. Shalini Kamath, Member (who is an Independent Director).

## 8. Share Transfer Committee

### Composition & Meetings:

The Board of Directors has constituted a Share Transfer Committee. Committee comprises of three directors.

During the financial year 2018-19, the Committee met twenty one times on 10-04-2018, 24-04-2018, 07-05-2018, 29-05-2018, 12-06-2018, 03-07-2018, 16-07-2018, 13-08-2018, 24-08-2018, 10-09-2018, 27-09-2018, 09-10-2018, 29-10-2018, 12-11-2018, 28-11-2018, 27-12-2018, 08-01-2019, 21-01-2019, 07-02-2019, 25-02-2019 and March 13, 2019. The detail of attendance at the aforesaid meeting is as follows:

Name	Designation	No. of meeting	
		Held	Attended
Mr. B. L. Kheruka	Chairman	21	9
Mr. P. K. Kheruka	Member	21	19
Mr. Ashok Jain	Member	21	20
Mr. Shreevar Kheruka	Member	21	10

The Company Secretary acts as the Secretary to the Committee.

**Terms of reference of Share Transfer Committee**

1. To approve the transfer/transmission of shares or any other securities.
2. To issue renewed or duplicate share certificates on such terms and conditions including term as to indemnity as it deems fit; and
3. To do all acts and things and to take all steps that may be necessary and incidental thereto.

**Other Committees of Directors**

In addition to the above referred Committees which are mandatory under the Companies Act, the Listing Regulations and under the SEBI Guidelines, the Board of Directors has constituted a. Borrowing Committee of Directors with the object of the committee to borrow monies from time to time from Banks / Bodies Corporate(s). b. Securities Issue Committee of Directors with the object of the Committee to deal with all matters, resolve all issues and take such other action and do such other things as may be required for the purpose of creation, issue, offer and allotment of the securities. No meeting was held during the year under review. c. Postal Ballot Committee of Directors with the object of the Committee to consider the Scrutinizer's Report regarding the Resolution(s) proposed to be passed through Postal Ballot from time to time and to empower the Chairman or at his discretion, Company Secretary to announce the results and for recording the proceedings thereof and for doing all such acts, deeds, matters and things as the said Committee may deem necessary or desirable and for taking all such steps which are incidental, consequential, relevant or ancillary in this connection. No sitting fees are paid for attending such committee meeting. d. Risk Management Committee with the object to review the risk management plan/ process of the Company.

**9. Separate meeting of Independent Directors**

As stipulated by the Code of Independent Directors under Schedule IV of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, a Separate Meeting of Independent Directors of the Company was held on February 07, 2019 under the Chairmanship of Mr. Ashok Kumar Doda, Lead Independent Director, to review the performance of Non-independent directors (including the Chairman) and the Board as whole. All the Independent Directors were present at the meeting. The Independent Directors also reviewed the quality, content and timelines of the flow of information between the Management and the Board and its Committees which is necessary to effectively and reasonably perform and discharge their duties.

**10. General Body meetings****Location, date and time of General Meetings held during the last 3 years:**

Year	Location	AGM / EGM	Date	Day	Time	No. of Special Resolution passed
-	Textiles Committee Auditorium, Textiles Committee Building, P. Balu Road, Near Tata Press, Prabhadevi Chowk, Mumbai - 400 025	National Company Law Tribunal Convened Meeting of the Equity shareholders	May 14, 2019	Tuesday	9.00 am	1



<b>Year</b>	<b>Location</b>	<b>AGM / EGM</b>	<b>Date</b>	<b>Day</b>	<b>Time</b>	<b>No. of Special Resolution passed</b>
-	Textiles Committee Auditorium, Textiles Committee Building, P. Balu Road, Near Tata Press, Prabhadevi Chowk, Mumbai - 400 025	National Company Law Tribunal Convened Meeting of the Unsecured Creditors	May 14, 2019	Tuesday,	11.00 am	1
-	1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai – 400051	National Company Law Tribunal Convened Meeting of the Secured Creditors	May 15, 2019	Wednesday	9.30 am	1
2017-18	Reg. Office – Village Govali, Taluka-Jhagadia, Dist. Bharuch 393 001, Gujarat	AGM	August 08, 2018	Wednesday	11.30 am	4
2016-17	-do-	AGM	August 08, 2017	Tuesday	2.00 pm	1
2015-16	-do-	AGM	August 08, 2016	Monday	2.30 pm	2

No Extraordinary general meeting of the members was held during year under review.

**Resolutions passed by Postal Ballot:**

During the year under review, no resolution was passed by Postal Ballot.

**Procedure followed for Postal Ballot:**

The procedure prescribed under Section 110 of the Companies Act, 2013 read with Rules made thereunder was adopted for the Postal Ballot.

In compliance with aforesaid provisions, your Company offered e-Voting facility as an alternate/option, for voting by the Shareholders, in addition to the option of physical voting, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. Each Shareholder/Member had to opt for exercising only one mode for voting i.e. either by Physical Ballot or by e-voting. In case of Shareholder(s)/Member(s) who casted their vote via both modes i.e. Physical Ballot as well as e-Voting, voting done through a valid Physical Postal Ballot Form was treated as prevailing over the e-Voting of that Shareholder/Member.

The forms received upto the last day notified in the Notice and the votes cast on the e-voting platform within specified time are considered by the Scrutinizer. Scrutinizer submits his report to the Chairman/

Director/ Company Secretary authorised by him in writing, who on the basis of the report announces the results.

The results are also displayed on the Company's website ([www.gujaratborosil.com](http://www.gujaratborosil.com)) besides being communicated to the stock exchange.

### **Means of Communication**

The quarterly, half yearly and annual financial results were published in Business Standard (English Newspaper), Divya Bhaskar (Gujarati Newspaper), Loksatta (Marathi Newspaper) and Lakshadeep (Marathi Newspaper). The Company has also posted its quarterly results, shareholding pattern etc. on the Company's website i.e. [www.gujaratborosil.com](http://www.gujaratborosil.com). The financial and other information filed by the Company from time to time is also available on the website of BSE Limited. The Company has made conference calls and made presentations to the Institutional investors or analysts during the financial year 2018-19, which are displayed on Company's website, [www.gujaratborosil.com](http://www.gujaratborosil.com).

The Annual Report is circulated to all members and is also available on the Company's website, [www.gujaratborosil.com](http://www.gujaratborosil.com) besides being communicated to the stock exchange.

## **11. General shareholder information**

### **Annual General Meeting**

Date and time	:	December 26, 2019 at 1.30 PM
Venue	:	Sasmira Auditorium, 3 <sup>rd</sup> Floor, Sasmira Marg, Dr. Annie Besant Road, Worli, Mumbai - 400 030
Financial Year	:	01 <sup>st</sup> April, 2019 to 31 <sup>st</sup> March, 2020
Quarterly Results & Annual	:	First quarter - July 29, 2019 Second quarter - November 13, 2019 Third quarter - 2 <sup>nd</sup> week of February, 2020 Fourth quarter - 3 <sup>rd</sup> week of May, 2020
Date of book closure	:	December 20, 2019 to December 26, 2019 (both days inclusive)
Dividend payment date	:	NA.
Listing on Stock Exchange & Stock Code	:	BSE Limited, P J Towers, Dalal Street, Mumbai- 400001 Stock code : 523768

Note: Annual Listing fee for the year 2019-20 has been paid to BSE Limited

Demat ISIN in NSDL and CDSL : INE059C01022

Corporate Identity Number (CIN) : L26100MH1988PLC316817

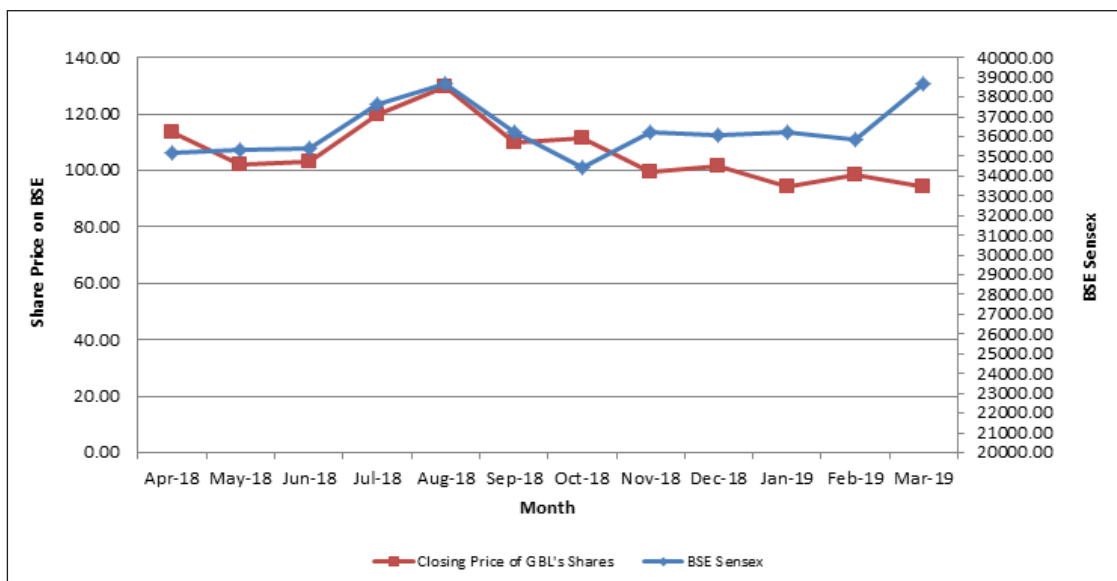
### Market price data

The monthly high and low quotation and the volume of shares traded on Stock Exchange as on March 31, 2019 are as under:

Month	High (Rs.)	Low (Rs.)	Volume of shares traded
April 2018	129.90	89.45	10,10,400
May 2018	116.95	93.90	6,57,057
June 2018	132.90	92.00	13,75,273
July 2018	124.00	96.10	7,36,701
August 2018	142.40	116.80	19,16,327
September 2018	136.70	101.30	7,97,243
October 2018	124.00	93.65	6,96,730
November 2018	115.90	98.50	2,75,386
December 2018	104.70	93.95	2,29,131
January 2019	106.00	91.00	7,39,120
February 2019	104.85	81.00	7,49,045
March 2019	102.85	91.35	15,64,332

The paid up value of equity shares of the Company is `Rs.5/- per share

### The Performance of the Company's scrip on the BSE compared to BSE Sensex:



**Share Transfer System:**

Share Transfers in physical form can be lodged with the Registrar and Transfer Agents of the Company – Universal Capital Securities Pvt. Ltd.

Unit: Gujarat Borosil Ltd.

21, Shakil Niwas,

Mahakali Caves Road,

Andheri (East), Mumbai - 400 093.

The transfers are normally processed within 10-15 days from the date of receipt if the documents are complete in all respects.

The members are requested to furnish their PAN which will help us to strengthen compliance with KYC norms and provisions of Prevention of Money Laundering Act, 2002. For registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of PAN card to the Company for registration of transfer of securities.

**Distribution of shareholding as at 31<sup>st</sup> March, 2019**

No. of equity shares Held	Shareholders		Shares	
	Nos.	Parentage	Nos.	Percentage
Upto 500	29089	90.04	4070149	5.97
501 to 1000	1643	5.09	1381495	2.03
1001 to 2000	757	2.34	1178802	1.73
2001 to 3000	254	0.79	651082	0.95
3001 to 4000	132	0.41	479190	0.70
4001 to 5000	118	0.36	561373	0.82
5001 to 10000	186	0.57	1410488	2.07
10001 & above	128	0.40	58474921	85.73
<b>Total</b>	<b>32307</b>	<b>100.00</b>	<b>68207500</b>	<b>100.00</b>

**Categories of shareholders as on March 31, 2019**

	No. of folios	No. of shares	Percentage
<b>- Promoters</b>			
<b>Indian</b>	05	47355809	69.43
<b>Foreign (Non Resident Individuals)</b>	01	3766667	5.52
Individuals	31318	11618723	17.03
HUF	410	515550	0.76
Banks, Financial Institutions, Insurance Companies, Central / State Govt. Institutions / Non-Govt. Institutions	02	48000	0.07
Private Corporate Bodies	203	2059316	3.02
Non Resident Individuals	250	333369	0.49
Foreign Nationals	1	100	0.00
NBFC	3	23740	0.04

	No. of folios	No. of shares	Percentage
LLP	5	57000	0.08
Trust(s)	2	563	0.00
IEPF	1	2255779	3.31
Any other – Clearing Members	106	172884	0.25
<b>Total</b>	<b>32307</b>	<b>68207500</b>	<b>100.00</b>

#### Dematerialisation of shares and liquidity

As on 31<sup>st</sup> March, 2019, 6,63,66,773 equity shares representing 97.30% of the Company's total paid-up equity share capital had been dematerialized and the balance 18,40,727 equity shares representing 2.70% of the total equity share capital of the Company were held in physical form. The Company's shares are regularly traded on BSE Limited.

The Company issued 90,00,000 preference shares on March 17, 2012 on private placement basis, which are not listed on any Stock Exchange and are held in physical form.

**Note: Total number of shareholders mentioned above are after consolidation of shareholding on the basis of PAN number of first shareholder.**

#### Outstanding GDRs/ADRs/Warrants or any convertible instruments:-

The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments.

#### Commodity price risk or foreign exchange risk and hedging activities:

The Board of Directors of the Company had formulated Risk Management Plan. The Company has laid down procedures to inform Board members about the risk assessment and minimization procedures, which is subject to review by the Management and is required to be placed before the Board on an annual basis. In line with the requirements of the Regulation 17(9) of the SEBI LODR, the Audit Committee and the Board of Directors reviewed the Management perception of the risks faced by the Company and measures taken to minimize the same. The details of foreign currency exposure are disclosed in the Financial Statements.

#### Credit rating

On June 27, 2018, India Ratings and Research (Ind-Ra) has placed Company's Long-Term Issuer Rating of 'IND BBB+' on Rating Watch Evolving (RWE). The outlook was stable. The instrument-wise rating actions are given below:

Instrument Type	Size if Issue (million)	Rating / Rating Watch	Rating Action
Fund-based cash credit limits	INR80	IND BBB+/RWE	Placed on RWE
Non-fund based limits	INR80	IND A2/RWE	Placed on RWE
Buyers credit	INR150	IND A2/RWE	Placed on RWE

On September 06, 2018, India Ratings and Research (Ind-Ra) has assigned the following ratings to the Company's additional bank facilities (**for new project**) and placed the Rating Watch Evolving (REW) as follows:

Instrument Type	Size of Issue (million)	Rating/ Rating Watch	Rating Action
Fund-based cash credit limits	INR300	IND BBB+/RWE	Assigned; Placed on RWE
Term Loan	INR850	IND BBB+/RWE	Assigned; Placed on RWE

**Total fees paid to statutory auditors**

Chaturvedi & Shah LLP, Chartered Accountants (Registration No. 101720W/ W100355) are Statutory Auditors of the Company. The particulars of payment to Statutory Auditors' fees is given below:

**Rs. in lakhs**

Particulars	2018-2019
Audit Fee	25.70
Travelling and out of pocket expenses	0.17
<b>Total</b>	<b>25.87</b>

**Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

- a. Number of complaints filed during the financial year (2018-19) – NIL
- b. Number of complaints disposed of during the financial year (2018-19) – NIL
- c. Number of complaints pending as on end of the financial year (2018-19) – NIL

**Compliance with Secretarial Standards**

The Institute of Company Secretaries of India, a Statutory Body, has issued Secretarial Standards on Board and General Meetings. The Company has complied with all the applicable provisions of the Secretarial standards.

**Transfer of shares to Investor Education and Protection Fund (IEPF) authority**

During the year under review, the Company was not required to transfer any dividend/shares to Investor Education & Protection Fund Authority.

**Plant Location**

Village – Govali, Taluka - Jhagadia, District – Bharuch 393 001, Gujarat.

**Address for correspondence**

Shareholders correspondence may be addressed either to the Registered Office at 1101, Crescenzo, G Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 or at the office of Registrar and Transfer agents of the Company - Universal Capital Securities Pvt. Ltd., Unit: Gujarat Borosil Ltd., 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai - 400 093.

An exclusive email ID has been created namely, [gbl.grievances@borosil.com](mailto:gbl.grievances@borosil.com), on which the investors can register their complaints. The said email ID has been displayed on Company's Website at [www.gujaratborosil.com](http://www.gujaratborosil.com)

## **12. Other Disclosures**

### **Related Party Transactions**

The details of all transactions with related parties are placed before the Audit Committee periodically, with justification wherever required. The Company has formulated Related Party Transactions Policy and said policy is uploaded on the website of the Company at <http://www.gujaratborosil.com/policies.html> - click on Related Party Transaction Policy.

No material transaction has been entered into by the Company with related parties that may have a potential conflict with interest of the Company. The details of related party transactions have been given in the Notes to the Accounts forming part of the Balance Sheet.

Disclosure of transactions of the Company with any person or entity belonging to the promoter/promoter group which holds 10% or more shareholding in the Company, as per format prescribed in the relevant accounting standards for annual results.

### **Non-compliance /strictures/penalties imposed**

No non-compliance / strictures / penalties have been imposed on the Company by Stock Exchange(s) or the SEBI or any statutory authority on any matters related to capital markets during the last three years, except that the Company has received an inspection notice from Regional Director, North Western Region, Ministry of Corporate Affairs at Ahmedabad, Gujarat ("Regional Director") and subsequently a letter dated December 13, 2017 from the Regional Director in relation to certain alleged violations / irregularities of the provisions of the Companies Act, 2013. Further, the Company has received Show cause notice dated May 01, 2018 from Registrar of Companies, Gujarat for violation of certain provisions of the Companies Act, 2013, pursuant to inspection carried out by Regional Director and the default is compounded on payment of compounding fee.

### **Whistle Blower Policy**

The Company is committed to provide an open, honest and transparent working environment and seeks to eliminate fraudulent activities in its operations. The Board of Directors of the Company had approved & adopted Whistle Blower Policy (Vigil Mechanism) for directors and employees of the Company. No person have been denied access to the Audit Committee. The said policy is uploaded on the website of the Company at <http://www.gujaratborosil.com/policies.html> - click on Whistle Blower Policy.

Policy on determination of materiality for Disclosure and Policy of Archival and preservations of documents.

The Company has adopted a policy on Determination of materiality for Disclosures and a policy on Archival and preservations of documents. The said policy is uploaded on the website of the Company at <http://www.gujaratborosil.com/policies.html>.

### **Subsidiary Companies**

The Board of Directors of the Company had adopted the policy and procedures with regard to determination of material Subsidiaries in accordance with the requirements of the Regulation 24 of the Listing Regulation (including any amendments thereof). The said policy is uploaded on the website of the Company at <http://www.gujaratborosil.com/policies.html> - click on Policy for determining 'material subsidiaries' The Company does not have any subsidiary Company as of now.

**Code of Conduct for Prevention of Insider Trading**

As required by the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, the Company has adopted a revised Code of Conduct for Prevention of Insider Trading on February 07, 2019 and May 07, 2019 respectively. Mr. Kishor Talreja, Company Secretary is the Compliance Officer. The Code of Conduct is applicable to Designated Person(s), all Directors, Whole Time Director, CFO, Chief Executive Officer, General Manager(s), Statutory Auditors, Cost Auditors, Secretarial Auditors and Internal Auditors who are expected to have access to Unpublished price sensitive information relating to the Company.

**Code of Conduct**

As required under, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has laid down Code of Conduct for Directors and Senior Management Personnel of the Company. The Company has received affirmation of compliance from Directors and Senior Management Personnel of the Company for the financial year ended March 31, 2019. The said Code is posted on the Company's website at <http://gujaratborosil.com/corporate.htm>

Pursuant to Regulation 8 of the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Board of Directors of the Company, has formulated the GBL Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information. The Code has also been hosted on the website of the Company, viz., [www.gujaratborosil.com](http://www.gujaratborosil.com).

A declaration affirming compliance with the Code of Conduct by the Members of the Board and Senior Management Personnel forms part of this report.

**SEBI Complaints Redress System (SCORES)**

SEBI administers a centralised web-based complaints redress system (SCORES). It enables investors to lodge and follow up complaints and track the status of redressal online at [www.scores.gov.in](http://www.scores.gov.in). It also enables the market intermediaries and listed companies to receive the complaints from investors against them, redress such complaints and report redressal. All the activities starting from lodging of a complaint till its disposal are carried online in an automated environment, and the status of every complaint can be viewed online at any time. The Company has registered itself on SCORES and endeavours to resolve all investor complaints received through SCORES or otherwise within 15 days of the receipt of the complaint. During the year, the Company received 4 investor complaints through SCORES, all of which were responded to within 15 days of receipt.

**Transfer of shares in demat mode only**

As per SEBI norms, with effect from April 1, 2019 (or such other date as may be notified), only transmission or transposition requests for transfer of securities shall be processed in physical form. All other transfers shall be processed in dematerialised form only. The Company has sent reminders to shareholders holding shares in physical form to dematerialise their shares promptly to avoid inconvenience. The procedure for dematerialisation has been published on the Company's website.



**Reconciliation of Share Capital Audit**

As stipulated by the Securities and Exchange Board of India (SEBI), a qualified practicing Company Secretary carries out Reconciliation of Share Capital Audit. This audit is carried out every quarter and the report thereon is submitted to the BSE Limited and is also placed before the Board of Directors.

**Non-compliance of any requirement of Corporate Governance**

The Company has complied with the mandatory requirements as contained in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**13. Discretionary requirements-Part E of schedule II****1. The Board**

The Company has provided office to the Non-executive Chairman and his official expenses are paid/reimbursed by the Company.

**2. Shareholders Rights**

As the quarterly and half yearly financial performance are published in the newspapers and are also posted on the Company's website, the same are not being sent to the shareholders.

**3. Audit qualifications**

The Company's financial statement for the year 2019 does not contain any audit qualification.

**4. Separate posts of Chairman and CEO**

The Chairman of the Board is Non-executive Director and his position is separate from that of the Managing / Whole time Director/CEO.

**5. Reporting of Internal Auditor**

The internal Auditor reports to the Management & Audit Committee as well.

**14. Compliance Certificate from Practicing Company Secretary pursuant to the requirements of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

A compliance certificate from Mr. Virendra G. Bhatt, Practicing Company Secretary pursuant to the requirements of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 stating that that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority, is annexed hereto.

**15. Compliance**

A Certificate from the Auditors of the Company regarding compliance of condition of corporate governance for the year ended on 31<sup>st</sup> March, 2019, as stipulated in chapter IV of the Securities and Exchange Board of India ( Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto.

**Confirmation on Independent Directors**

**The Members of  
Gujarat Borosil Limited**

I confirm that in the opinion of the Board, all Independent Directors fulfill the conditions specified in these regulations and are independent of the management.

**For Gujarat Borosil Limited**

**Ashok Jain**

Whole Time Director  
(DIN: 00025125)

Date : Mumbai  
Place : November 13, 2019

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**Declaration on Compliance of the Company's Code of Conduct**

**The Members of  
Gujarat Borosil Limited**

I confirm that all Directors and members of the Senior Management personnel have affirmed compliance with the Company's Code of Conduct of Board of Directors and Senior Management as applicable to them for the year ended 31<sup>st</sup> March, 2019.

**For Gujarat Borosil Limited**

**Ashok Jain**

Whole Time Director  
(DIN: 00025125)

Date : Mumbai  
Place : November 13, 2019

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Members of  
**GUJARAT BOROSIL LIMITED**  
1101, Crescenzo, G-Block, Opp. MCA Club,  
Bandra Kurla Complex, Bandra (East),  
Mumbai - 400051

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Gujarat Borosil Limited** having CIN L26100MH1988PLC316817 and having registered office at 1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai - 400051 (Hereinafter referred to as "the Company"), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31<sup>st</sup> March, 2019 have been disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India and Ministry of Corporate Affairs.

Sr. No.	Name of Director	DIN	Date of Appointment at current Designation	Original Date of Appointment
1.	Ramaswami Velayudhan Pillai	00011024	08/08/2018	01/04/2018
2.	Pradeep Kumar Kheruka	00016909	22/12/1988	22/12/1988
3.	Ashok Jain	00025125	20/02/2016	03/01/2003
4.	Raj Kumar Jain	00026544	07/02/2019	10/05/2011
5.	Shashi Mehra	00032134	29/06/2002	29/06/2002
6.	Ashok Kumar Doda	00288563	08/08/2014	09/11/2010
7.	Shreevar Kheruka	01802416	18/09/2018	18/09/2018
8.	Shalini Kalsi Kamath	06993314	25/08/2015	03/11/2014

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my verification. This certificate 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.

**Virendra G. Bhatt**

ACS No.: 1157

C P No.: 124

Place : Mumbai  
Date : 31<sup>st</sup> May, 2019

## **AUDITOR'S CERTIFICATE OF CORPORATE GOVERNANCE**

**To,  
The Members,  
Gujarat Borosil Limited**

1. The Corporate Governance Report prepared by **Gujarat Borosil Limited** ("the Company"), contains details as stipulated in Regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the Listing Regulations") with respect to Corporate Governance for the year ended 31<sup>st</sup> March, 2019. This certificate is required by the Company for annual submission to the Stock exchange and to be sent to the shareholders of the Company.

### **MANAGEMENT'S RESPONSIBILITY**

2. The preparation of the Corporate Governance Report is the responsibility of the Management of the Company including the preparation and maintenance of all relevant supporting records and documents. This responsibility also includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Corporate Governance Report.
3. The Management along with the Board of Directors are also responsible for ensuring that the Company complies with the conditions of Corporate Governance as stipulated in the Listing Regulations, issued by the Securities and Exchange Board of India.

### **AUDITOR'S RESPONSIBILITY**

4. Our responsibility is to provide a reasonable assurance that the Company has complied with the conditions of Corporate Governance, as stipulated in the Listing Regulations referred to in paragraph 1 above.
5. We conducted our examination of the Corporate Governance Report in accordance with the Guidance Note on Reports or Certificates for Special Purposes and the Guidance Note on Certification of Corporate Governance, both issued by the Institute of Chartered Accountants of India ("ICAI"). The Guidance Note on Reports or Certificates for Special Purposes requires that we comply with the ethical requirements of the Code of Ethics issued by ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. The procedures selected depend on the auditors' judgement, including the assessment of the risks associated in compliance of the Corporate Governance Report with the applicable criteria. The procedure includes, but not limited to, verification of secretarial records and financial information of the Company and obtained necessary representations and declarations from directors including independent directors of the Company.
8. The procedures also include examining evidence supporting the particulars in the Corporate Governance Report on a test basis. Further, our scope of work under this report did not involve us

performing audit tests for the purposes of expressing an opinion on the fairness or accuracy of any of the financial information or the financial statements of the Company taken as a whole.

**OPINION**

9. Based on the procedures performed by us as referred in paragraph 7 and 8 above and according to the information and explanations given to us, we are of the opinion that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations, as applicable for the year ended 31<sup>st</sup> March, 2019, referred to in paragraph 1 above.

**OTHER MATTERS AND RESTRICTION ON USE**

10. This Certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.
11. This Certificate is addressed to and provided to the members of the Company solely for the purpose of enabling it to comply with its obligations under the Listing Regulations and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

**For Chaturvedi & Shah LLP**

*Chartered Accountants*

Firm Reg. No. 101720W/W100355

**R. Koria**

Partner

Membership No. 35629

UDIN No. 19035629AAAAHV3004

Place : Mumbai

Date : 13<sup>th</sup> November, 2019

## **INDEPENDENT AUDITOR'S REPORT**

### **TO THE MEMBERS OF GUJARAT BOROSIL LIMITED**

#### **Report on the Audit of the Financial Statements**

##### **Opinion**

We have audited the accompanying financial statements of **Gujarat Borosil Limited** ("the Company"), which comprise the balance sheet as at 31<sup>st</sup> March 2019, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31<sup>st</sup> March 2019, and profit including other comprehensive income, changes in equity and its cash flows for the year ended on that date.

##### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013 ("the Act"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

##### **Emphasis of Matters**

We draw our attention to the Note no. 49 to the financial statements, regarding the "Composite Scheme of Amalgamation and Arrangement between Vylene Glass Works Limited, Fennel Investment and Finance Private Limited and the Company with Borosil Glass Works Limited ('BGWL') and demerger of the Scientific and Industrial products and Consumer products businesses of into Borosil Limited (Formerly known as Hopewell Tableware Limited) - a wholly owned subsidiary of BGWL". The appointed date is 1<sup>st</sup> October, 2018. Pending approval of the above scheme by the various stakeholders & regulatory authorities, the financial statements of the Company for the year ended 31<sup>st</sup> March 2019 have been prepared on going concern basis.

Our opinion is not modified in respect of this matter

##### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our

audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matters	How our audit addressed the key audit matter
<b>(i) Inventories</b>	
<p>As of 31<sup>st</sup> March, 2019, inventories appear on the financial statements for an amount of Rs. 3701.15 lakhs, which constitutes 29.16 % of the total current assets. As indicated in Note no. 3.4 to the financial statements, inventories are valued at the lower of cost and net realizable value:</p> <p>The Company may recognize an inventory allowance if inventory items are damaged, if the selling price has declined, or if the estimated costs to completion or to be incurred to make the sale have increased.</p> <p>We focused on this matter because of the:</p> <ul style="list-style-type: none"> <li>• Significance of the inventory balance.</li> <li>• Complexity involved in determining inventory quantities on hand due to the number and diversity of inventory storage locations.</li> <li>• Valuation procedure including of obsolete inventories.</li> </ul>	<p>Our audit procedures included the following:</p> <ul style="list-style-type: none"> <li>• Reviewing the Company's process and procedures for physical verification of inventories at year end.</li> <li>• Assessing the methods used to value inventories and ensuring ourselves of the consistency of accounting methods.</li> <li>• Reviewing of the reported acquisition cost on a sample basis.</li> <li>• Analysing of the Company's assessment of net realizable value, as well as reviewing the assumptions and calculations for stock obsolescence.</li> <li>• Assessing the appropriateness of disclosures provided in the financial statements.</li> </ul>

Key Audit Matters	How our audit addressed the key audit matter
<b>(ii) Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting).</b>	
<p>Revenue is recognized net of discounts &amp; rebates earned by the customers on the Company's sales. The discounts &amp; rebates recognized based on sales made during the year.</p> <p>Revenue is recognized when control of the underlying products have been transferred along with satisfaction of performance obligation.</p> <p>The application of the new revenue accounting standard involves certain key judgments relating to identification of distinct performance obligations and determination of transaction price of the identified performance obligations.</p> <p>Additionally, new revenue accounting standard contains disclosures which involve collection of information in respect of disaggregated revenue.</p> <p>Accordingly, it has been determined as a key audit matter.</p>	<p>We assessed the Company's processes and controls for recognizing revenue as part of our audit. Our audit procedures included the following :</p> <ul style="list-style-type: none"> <li>• Assessing the environment of the IT systems related to invoicing and measurement as well as other relevant systems supporting the accounting of revenue.</li> <li>• Examining customer invoices and receipts of payment on a test basis.</li> </ul> <p>With regard to the expected impact of the initial application of Ind AS 115 from the financial year 2018 onward, our audit approach included, among other items:</p> <ul style="list-style-type: none"> <li>• Assessing the Company's process to identify the impact of adoption of the new revenue accounting standards.</li> <li>• Verifying the completeness of disclosure in the financial statements as per Ind AS 115.</li> </ul>

**Other Information**

The Company's Board of Directors is responsible for the other information. The other information comprises the management discussion & analysis and director's report included in the annual report but does not include the financial statements and our auditor's report thereon. The above information is expected to be made available to us after the date of this auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the above other information, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance.

**Responsibilities of Management and Those Charged with Governance for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.



As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

- 1 As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give

in the “**Annexure B**” a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2 As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31<sup>st</sup> March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure A**”.
- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- (h) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements. Refer Note 36 to the financial statements.
  - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For **Chaturvedi & Shah LLP**

Chartered Accountants

(Firm’s Registration No. 101720W/W100355)

**R. Koria**

Partner

(Membership No.35629)

Place : Mumbai

Date : 7<sup>th</sup> May, 2019

## **“ANNEXURE A” TO INDEPENDENT AUDITOR’S REPORT**

**(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date to the members of Gujarat Borosil Limited on the financial statements for the year ended 31<sup>st</sup> March, 2019)**

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of Gujarat Borosil Limited (“the Company”) as of 31<sup>st</sup> March, 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

**Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

**Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2019 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For **Chaturvedi & Shah LLP**

Chartered Accountants

(Firm's Registration No. 101720W/W100355)

**R. Koria**

Partner

(Membership No.35629)

Place : Mumbai

Date : 7<sup>th</sup> May, 2019

**“ANNEXURE B” TO INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 2 under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date to the members of Gujarat Borosil Limited on the financial statements for the year ended 31<sup>st</sup> March, 2019)

i. In respect of its fixed assets:

- a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
- b. As explained to us, the Company has physically verified assets, in accordance with a phased program of verification, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification as compared with the available records.
- c. According to the information and explanations given to us and records examined by us and based on the examination of the deed provided to us, we report that, the title deeds of immovable properties are held in the name of the Company.

ii. In respect of its inventories:

As explained to us, inventories have been physically verified during the year by the management, except for inventories in transit for which management confirmation has been received. In our opinion the frequency of verification is reasonable. Discrepancies noticed on physical verification of the inventories between the physical inventories and book records were not material, having regard to the size of the operations of the Company, and the same have been properly dealt with.

- iii. The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnership or other parties covered in register maintained under section 189 of the Act. Therefore, the provisions of the clause (iii) of paragraph 3 of the Order are not applicable to the Company.
- iv. The Company has not given any loan, made investments and provided guarantees and securities during the year. Therefore, the provisions of the clause (iv) of paragraph 3 of the Order are not applicable to the Company.
- v. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.
- vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) (d) of the act, as applicable and are of the opinion that, prima facie, the prescribed accounts and records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- vii. According to the information and explanations given to us, in respect of statutory dues:
  - a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Income tax, Customs Duty, Cess, Goods and Service Tax and any other statutory

dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of such statutory dues were outstanding as at 31<sup>st</sup> March, 2019 for a period of more than six months from the date they became payable.

- b. Details of dues of Duty of Income Tax, Service Tax and Sales Tax aggregating to Rs. 696.91 Lakhs that have not been deposited on account of disputed matters pending before appropriate authorities are as under:

<b>Name of the Statutes</b>	<b>Nature of the Dues</b>	<b>Period to which it relates</b>	<b>Amounts (Rs. in Lakhs) (*)</b>	<b>Forum where the dispute is pending</b>
Income Tax Act, 1961	Income Tax	Assessment Year(A.Y) 2012-13 to 2015-16	52.58	CIT (A) Vadodara
		A.Y. 2010-11	5.36	Dy, Commissioner of Income tax
		A.Y. 2003-04	83.88	Gujarat High Court
Gujarat Sales Tax Act, 1969	Sales Tax	2000-01, 2002-03 and 2004-05	550.84	Joint Commissioner of Commercial Tax, Vadodara
Service Tax under Finance Act, 1994	Service Tax	April 2013 to December, 2013 and November, 2015 to September, 2016	4.25	CESTAT, Ahmedabad
		<b>Total</b>	<b>696.91</b>	

\* Net of amount paid under protest

- viii. Based on our audit procedures and according to the information and explanations given by the management, we are of the opinion that as on 31<sup>st</sup> March, 2019 the Company has not defaulted in repayment of dues to banks. The Company does not have any borrowings from financial institutions, government and debenture holders.
- ix. According to the information and explanations given to us, during the year the Company has not raised any money by way of initial public offer, further public offer (including debt instruments). The term loans raised during the year have, prima facie, been applied for the purpose for which they are raised.
- x. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and on the basis of information and explanations given by the management, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid or provided managerial remuneration in accordance with the requisite approvals mandated by the provision of section 197 read with Schedule V to the Act.

- xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.
- xiii. According to the information and explanations given to us, Company's transactions with the related parties are in compliance with section 177 and 188 of the Act, as applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards.
- xiv. According to the information and explanations given to us and based on our examination of the records of the Company, during the year, the Company has not raised any money by preferential allotment or private placement of share or debentures. Therefore, the provisions of clause (xiv) of paragraph 3 of the Order are not applicable to the Company.
- xv. According to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with directors or persons connected with him, therefore, the provisions of clause (xv) of paragraph 3 of the Order are not applicable to the Company.
- xvi. In our opinion and according to the information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For **Chaturvedi & Shah LLP**

Chartered Accountants

(Firm's Registration No. 101720W/W100355)

**R. Koria**

Partner

(Membership No.35629)

Place : Mumbai

Date : 7<sup>th</sup> May, 2019

**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2019**

(Rs. in Lakhs)			
Particulars	Note No.	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>I. ASSETS</b>			
<b>1 Non-Current Assets</b>			
(a) Property, Plant and Equipment	5	11,600.94	12,582.90
(b) Capital Work-in-Progress	5	12,757.38	125.29
(c) Intangible Assets	6	39.63	50.29
(d) Intangible Assets under Development	6	6.92	-
(e) Financial Assets			
(i) Others	7	134.09	115.54
(f) Non-Current Tax Assets (Net)		90.40	0.23
(g) Other Non-Current Assets	8	3,862.76	1,440.50
		<b>28,492.12</b>	<b>14,314.75</b>
<b>2 Current Assets</b>			
(a) Inventories	9	3,701.15	2,327.84
(b) Financial Assets			
(i) Investments	10	4,055.48	3,053.89
(ii) Trade Receivables	11	2,406.80	2,445.22
(iii) Cash and Cash Equivalents	12	20.22	52.38
(iv) Bank Balances other than (iii) above	13	357.74	112.56
(v) Loans	14	27.24	7.25
(vi) Others	15	53.98	18.85
(c) Current Tax Assets (Net)		48.96	49.09
(d) Other Current Assets	16	2,022.58	351.40
		<b>12,694.15</b>	<b>8,418.48</b>
<b>TOTAL ASSETS</b>		<b>41,186.27</b>	<b>22,733.23</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	17	3,410.38	3,410.38
(b) Other Equity	18	6,358.36	3,480.76
		<b>9,768.74</b>	<b>6,891.14</b>
<b>LIABILITIES</b>			
<b>1 Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	19	23,794.08	-
(b) Provisions	20	104.62	91.11
(c) Deferred Tax Liabilities (Net)	21	1,935.36	1,847.74
		<b>25,834.06</b>	<b>1,938.85</b>
<b>2 Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	22	1,872.64	995.47
(ii) Trade Payables	23		
- Total outstanding dues of Micro Enterprises and Small Enterprises		150.07	73.18
- Total outstanding dues of Creditors other than Micro Enterprises and Small Enterprises		873.85	1,028.30
(iii) Other Financial Liabilities	24	2,487.20	11,365.14
(b) Other Current Liabilities	25	152.75	422.35
(c) Provisions	26	46.96	18.80
		<b>5,583.47</b>	<b>13,903.24</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>41,186.27</b>	<b>22,733.23</b>
Significant accounting policies and notes to the financial statements	1 to 50		

As per our report of even date

For and on behalf of the Board of Directors

**For CHATURVEDI & SHAH LLP**  
Chartered Accountants  
(Firm Registration no. 101720W/W100355)

**Sunil Kumar Roongta**  
Chief Financial Officer

**P.K. Kheruka**  
Chairman  
DIN-00016909

**R. Koria**  
Partner  
Membership No. 035629

**Kishor Talreja**  
Company Secretary  
Membership No. F7064

**Ramaswami Velayudhan Pillai**  
Whole-time Director  
DIN-00011024

Place : Mumbai  
Date : 7<sup>th</sup> May, 2019



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

(Rs. in Lakhs)

Particulars	Note No.	For the Year Ended 31 <sup>st</sup> March, 2019	For the Year Ended 31 <sup>st</sup> March, 2018
I. Revenue From Operations	27	21,676.18	19,981.23
Other Income	28	345.11	350.49
<b>Total Income</b>		<b>22,021.29</b>	<b>20,331.72</b>
II. Expenses:			
Cost of Materials Consumed		6,419.90	4,449.74
Purchase of Stock-in-Trade		16.81	-
Changes in Inventories of Finished Goods and Work-in-Progress	29	(856.10)	784.74
Excise Duty Expenses		-	175.37
Employee Benefits Expense	30	2,609.66	2,374.16
Finance Costs	31	1,330.34	1,376.91
Depreciation and Amortization Expense	32	1,788.93	1,667.54
Other Expenses	33	9,294.50	8,639.77
<b>Total Expenses</b>		<b>20,604.04</b>	<b>19,468.23</b>
III. Profit Before Exceptional Items and Tax (I - II)		<b>1,417.25</b>	<b>863.49</b>
IV. Exceptional Items	34	-	195.37
V. Profit Before Tax (III - IV)		<b>1,417.25</b>	<b>668.12</b>
VI. Tax Expense:	21		
(1) Current Tax		999.97	31.29
(2) Income Tax for Earlier Year		89.29	-
(3) Deferred Tax		(680.35)	(55.10)
VII. Profit For The Year (V-VI)		<b>1,008.34</b>	<b>691.93</b>
VIII. Other Comprehensive Income			
A i) Items that will not be reclassified to profit or loss:			
Re-measurement gains / (losses) on defined benefit plans		(10.94)	6.49
ii) Income tax relating to Items that will not be reclassified to profit or loss		3.19	(2.25)
B i) Items that will be reclassified to profit or loss:		-	-
ii) Income tax relating to Items that will be reclassified to profit or loss		-	-
<b>Total Other Comprehensive Income</b>		<b>(7.75)</b>	<b>4.24</b>
IX. Total Comprehensive Income for the year (VII + VIII)		<b>1,000.59</b>	<b>696.17</b>
X. Earnings per Equity Share of Rs. 5 each (Basic and Diluted)	35	<b>1.48</b>	<b>1.01</b>
Significant accounting policies and notes to the financial statements	1 to 50		

As per our report of even date

For and on behalf of the Board of Directors

For CHATURVEDI &amp; SHAH LLP

Chartered Accountants

(Firm Registration no. 101720W/W100355)

Sunil Kumar Roongta  
Chief Financial OfficerP.K. Kheruka  
Chairman  
DIN-00016909

R. Koria

Partner

Membership No. 035629

Kishor Talreja  
Company Secretary  
Membership No. F7064Ramaswami Velayudhan Pillai  
Whole-time Director  
DIN-00011024Place : Mumbai  
Date : 7<sup>th</sup> May, 2019

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

## A. Equity Share Capital

(Rs. in Lakhs)

Particulars	Balance as at 1 <sup>st</sup> April, 2017	Changes during 2017-18	Balance as at 31 <sup>st</sup> March, 2018	Changes during 2018-19	Balance as at 31 <sup>st</sup> , March, 2019
Equity Share Capital	3,410.38	-	3,410.38	-	3,410.38

## B. Other Equity

(Rs. in Lakhs)

Particulars	Equity Component of Preference shares issued (Net of Tax)	Reserves and Surplus				Items of Other Comprehensive Income Remeasurements of defined benefit plans	Total Other Equity
		Capital Reserve	Securities Premium	Surplus arising on giving effect to BIFR Order	Retained Earnings		
Balance as at 1 <sup>st</sup> April, 2017	2,504.31	32.02	57.71	1,996.41	(1,780.62)	(25.24)	2,784.59
Total Comprehensive Income for the year	-	-	-	-	691.93	4.24	696.17
Balance as at 31 <sup>st</sup> March, 2018	2,504.31	32.02	57.71	1,996.41	(1,088.69)	(21.00)	3,480.76
Transitional impact of Ind AS 115 (net of Tax) (Refer Note No. 46.1)	-	-	-	-	(115.07)	-	(115.07)
Rolled over of Preference shares (Net of Tax) (Refer Note No. 19.2)	1,992.08	-	-	-	-	-	1,992.08
Total Comprehensive Income for the year	-	-	-	-	1,008.34	(7.75)	1,000.59
Balance as at 31 <sup>st</sup> March, 2019	4,496.39	32.02	57.71	1,996.41	(195.42)	(28.75)	6,358.36

As per our report of even date

For and on behalf of the Board of Directors

**For CHATURVEDI & SHAH LLP**  
Chartered Accountants  
(Firm Registration no. 101720W/W100355)

**Sunil Kumar Roongta**  
Chief Financial Officer

**P.K. Kheruka**  
Chairman  
DIN-0016909

**R. Korla**  
Partner  
Membership No. 035629

**Kishor Talreja**  
Company Secretary  
Membership No. F7064

**Ramaswami Velayudhan Pillai**  
Whole-time Director  
DIN-00011024

Place : Mumbai  
Date : 7<sup>th</sup> May, 2019

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2019

(Rs. in Lakhs)

PARTICULARS	For the Year ended 31 <sup>st</sup> March, 2019	For the Year ended 31 <sup>st</sup> March, 2018
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before tax as per Statement of Profit and Loss	1,417.25	668.12
<b>Adjusted for :</b>		
Depreciation and Amortisation Expense	1,788.93	1,667.54
Exceptional Items	-	195.37
Unrealised (Gain) / Loss on Foreign Currency Transactions (Net)	(18.04)	144.80
Gain on Sale of Current Investments (net)	(58.49)	(0.92)
Gain on financial instruments measured at fair value through profit or loss (net)	-	(53.72)
Share in Profit from LLP	-	(0.02)
Loss on sale / Discarding of Property, Plant and Equipment (Net)	57.32	11.31
Sundry balance written back (Net)	(77.86)	(7.33)
Provision for doubtful debts	3.82	10.56
Bad Debts	2.36	
Finance Costs	1,338.39	1,287.48
Interest Income	(35.21)	(228.49)
	<u>3,001.22</u>	<u>3,026.58</u>
<b>Operating Profit before Working Capital Changes</b>	<b>4,418.47</b>	<b>3,694.70</b>
<b>Adjusted for :</b>		
Trade and Other Receivables	(2,303.03)	1,584.00
Inventories	(938.47)	492.64
Trade and Other Payables	(74.93)	370.54
<b>Cash generated from operations</b>	<b>1,102.04</b>	<b>6,141.88</b>
Direct taxes paid	(446.05)	(599.70)
<b>Net Cash Flow from Operating Activities</b>	<b>655.99</b>	<b>5,542.18</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of Property, Plant and Equipment	(15,514.36)	(1,549.10)
Sale of Property, Plant and Equipment	15.69	77.07
Purchase of Investments	(14,052.99)	(3,550.00)
Sale of Investments	13,513.37	551.65
Share in Profit from LLP	-	0.02
<b>Net Cash Used in Investing Activities</b>	<b>(16,038.29)</b>	<b>(4,470.36)</b>

# GUJARAT BOROSIL LIMITED

PARTICULARS	(Rs. in Lakhs)	
	For the Year ended 31 <sup>st</sup> March, 2019	For the Year ended 31 <sup>st</sup> March, 2018
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceed from Non Current Borrowings	14,777.87	-
Repayment of Non Current Borrowings	-	(683.97)
Movement in Current Borrowings (net)	898.28	(539.19)
Finance costs	(99.54)	(118.06)
Margin Money (net)	(226.47)	274.09
<b>Net Cash flow from /(Used in) Financing Activities</b>	<b>15,350.14</b>	<b>(1,067.13)</b>
<b>Net (Decrease) / Increase in Cash and Cash Equivalents (A+B+C)</b>	<b>(32.16)</b>	<b>4.69</b>
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>52.38</b>	<b>47.69</b>
<b>Closing Balance of Cash and Cash Equivalents (Refer Note No. 12.1)</b>	<b>20.22</b>	<b>52.38</b>

Notes :

- 1 Bracket indicates cash outflow.
- 2 Previous Year figures have been regrouped and reclassified wherever necessary.
- 3 Changes in liabilities arising from financing activities on account of Non-Current and Current Borrowings

Particulars	(Rs. in Lakhs)	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Opening balance of liabilities arising from financing activities	11,530.77	11,449.69
(+) changes from financing cash flows (net)	15,676.15	(1,223.16)
(+) changes in fair value	(1,519.09)	1,170.59
(+) the effects of changes in foreign exchange rates	(21.11)	133.65
<b>Closing balance of liabilities arising from financing activities</b>	<b>25,666.72</b>	<b>11,530.77</b>

- 4 The above Statement of Cash Flow has been prepared under the "Indirect Method" as set out in Ind AS-7 "Cash Flow Statement".

As per our report of even date

For and on behalf of the Board of Directors

**For CHATURVEDI & SHAH LLP**  
Chartered Accountants  
(Firm Registration no. 101720W/W100355)

**Sunil Kumar Roongta**  
Chief Financial Officer

**P.K. Kheruka**  
Chairman  
DIN-00016909

**R. Koria**  
Partner  
Membership No. 035629

**Kishor Talreja**  
Company Secretary  
Membership No. F7064

**Ramaswami Velayudhan Pillai**  
Whole-time Director  
DIN-00011024

Place : Mumbai  
Date : 7<sup>th</sup> May, 2019

## **Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019**

### **Note : 1 CORPORATE INFORMATION**

Gujarat Borosil Limited ("the Company") is a limited Company domiciled and incorporated in India and its shares are publicly traded on the Bombay Stock Exchange (BSE), in India. The registered office of the Company is situated at 1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (E), Mumbai -400051, India.

Company is engaged in manufacturing of extra clear patterned glass and Low Iron Solar Glass for application in Photovoltaic panels, Flat plate collectors and Green houses.

The financial statements of the Company for the year ended 31<sup>st</sup> March, 2019 were approved and adopted by board of directors in their meeting dated 7<sup>th</sup> May, 2019.

### **Note : 2 BASIS OF PREPARATION**

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS), as notified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015.

The financial statements have been prepared on a historical cost basis, except certain financial assets and liabilities that are measured at fair value and Assets held for sale measured at lower of carrying amount or fair value less cost to sale.

The financial statements are presented in Indian Rupees (Rs.), which is the Company's functional and presentation currency. All amounts are rounded to the nearest lakhs and two decimals thereof, except when otherwise indicated.

### **Note : 3 SIGNIFICANT ACCOUNTING POLICIES**

#### **3.1 Property, Plant and Equipment**

Property, Plant and Equipment are carried at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Cost includes purchase price, borrowing cost and any cost directly attributable to the bringing the assets to its working condition for its intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. In case of Property, Plant and Equipment, the Company has availed the carrying value as deemed cost on the date of transition i.e. 1<sup>st</sup> April, 2015.

Property, Plant and Equipment not ready for the intended use on the date of Balance Sheet are disclosed as "Capital Work-in-Progress" and expenses incurred relating to it, net of income earned during the development stage, are disclosed as pre-operative expenses under "Capital Work-in-Progress".

Depreciation on the Property, Plant and Equipment is provided using straight line method over the useful life of the assets as specified in Schedule II to the Companies Act, 2013 except in respect of

**Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019**

depreciation on rollers charged over a period of three year and following assets where the useful life is different as per technical evaluation than those prescribed in Schedule II.

<b>Particulars</b>	<b>Useful life considered for depreciation</b>
Tempering line 3 :-	10 Years

Freehold land is not depreciated.

The asset's residual values, useful lives and method of depreciation are reviewed at each financial year end and are adjusted prospectively, if appropriate.

Property, Plant and Equipment are eliminated from financial statements, either on disposal or when retired from active use. Gains / losses arising in the case of retirement/disposal of Property, Plant and Equipment are recognised in the statement of profit and loss in the year of occurrence.

**3.2 Intangible Assets**

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the Intangible Assets. In case of Intangible Assets the Company has availed the carrying value as deemed cost on the date of transition i.e. 1<sup>st</sup> April, 2015.

Identifiable Intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured.

Computer Softwares are capitalised at the amounts paid to acquire the respective license for use and are amortised on a straight line method over the period of useful lives or period of three years, whichever is less. The assets' useful lives and method of depreciation are reviewed at each financial year end.

Gains or losses arising from derecognition of an Intangible Asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

**3.3 Leases**

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date at fair value of the leased property or, if lower, at the present value of the minimum lease payments. The corresponding liability is included in the Balance Sheet as a finance lease liability. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the statement of profit and loss.

## **Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019**

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Assets acquired on leases where a significant portion of the risks and rewards of ownership are retained by lessor are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

### **3.4 Inventories**

Inventories are valued at the lower of cost and net realizable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. The cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their respective present location and condition. The cost of raw materials, stores, spares & consumables and packing materials are computed on the weighted average basis. Scrap (cullet) are valued at raw materials cost. Cost of work in progress and finished goods is determined on absorption costing method.

### **3.5 Cash and Cash Equivalents**

Cash and cash equivalents in the Balance Sheet comprise cash at banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

### **3.6 Impairment of Non-Financial Assets - Property, Plant and Equipment and Intangible Assets:**

The Company assesses at each reporting date as to whether there is any indication that any Property, Plant and Equipment and Intangible Assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

## **Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019**

### **3.7 Discontinued operation and Non-Current Assets (or disposal groups) Held for Sale**

#### **Discontinued operation**

A discontinued operation is a component of the Company that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit and loss.

#### **Held for Sale**

Non-Current Assets are classified as Held for Sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when a sale is highly probable from the date of classification, management are committed to the sale and the asset is available for immediate sale in its present condition. Non-Current Assets are classified as Held for Sale from the date these conditions are met and are measured at the lower of carrying amount and fair value less cost to sell. Any resulting impairment loss is recognised in the statement of profit and loss as a separate line item. On classification as Held for Sale, the assets are no longer depreciated. Assets and liabilities classified as Held for Sale are presented separately as current items in the Balance Sheet.

### **3.8 Financial instruments –**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

#### **I) Financial Assets -Initial recognition and measurement**

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition of financial assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

#### **Financial assets - Subsequent measurement**

For the purpose of subsequent measurement financial assets are classified in two broad categories:-

- a) Financial assets at fair value
- b) Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit and loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).



## Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

A financial asset that meets the following two conditions is **measured at amortised cost** (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

- a) **Business model test:** The objective of the Company's business model is to hold the financial asset to collect the contractual cash flow.
- b) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at **fair value through other comprehensive income** unless the asset is designated at fair value through profit or loss under the fair value option.

- a) **Business model test:** The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial assets.
- b) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

All other financial asset is measured at fair value through profit or loss.

### Financial assets - Derecognition

A financial assets (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

- a) The rights to receive cash flows from the asset have expired, or
- b) The Company has transferred its rights to receive cash flow from the asset.

### Impairment of Financial Assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

- a) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
- b) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

**Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019**

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

**II) Financial Liabilities - Initial recognition and measurement:**

The financial Liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

**Financial Liabilities - Subsequent measurement:**

Financial Liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

**Financial Liabilities - Financial guarantee contracts:**

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined and the amount recognised less cumulative amortisation.

**Financial liability - Derecognition**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another, from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

**Non-Cumulative Non Convertible Redeemable Preference**

Non-Cumulative Non Convertible Redeemable Preference are separated into liability and equity components based on the terms of the contract. The fair value of the liability component is determined using a discount rate. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on redemption.

## Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

Transaction costs are apportioned between the liability and equity components of the Non-Cumulative Non Convertible Redeemable Preference shares based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

### 3.9 Provisions, Contingent Liabilities, Contingent assets and Commitments:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognised in the statement of profit and loss as a finance cost. Provisions are reviewed at each Balance Sheet date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

### 3.10 Dividend Distribution:

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution is recognised directly in other equity.

### 3.11 Revenue recognition and other income:

#### Sales of goods and services:

The Company derives revenues primarily from sale of products comprising of extra clear patterned glass and Low Iron Solar Glass.

#### Transition

On transition to Ind AS 115 "Revenue from contracts with customer", the Company has elected to adopt the new revenue standard as per modified retrospective approach method. As per the modified retrospective approach method, the Company has recognized the cumulative effect of initially applying the Ind AS 115 as at April 1, 2018 in Retained Earnings. The comparative financial statements for year ended March 31, 2018 are not restated.

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration entitled in exchange for those

**Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019**

goods or services. Generally, control is transfer upon shipment of goods to the customer or when the goods is made available to the customer, provided transfer of title to the customer occurs and the Company has not retained any significant risks of ownership or future obligations with respect to the goods shipped.

Revenue is measured at the amount of consideration which the company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example taxes and duties collected on behalf of the government). Consideration is generally due upon satisfaction of performance obligations and a receivable is recognized when it becomes unconditional.

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, it does not adjust any of the transaction prices for the time value of money.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers.

Revenue from rendering of services is recognised over time by measuring the progress towards complete satisfaction of performance obligations at the reporting period.

**Contract Balances - Trade Receivables**

A receivable represents the Company's right to an amount of consideration that is unconditional.

**Contract liabilities**

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

**Other Income:**

Incentives on exports and other Government incentives related to operations are recognised in the statement of profit and loss after due consideration of certainty of utilization/receipt of such incentives.

**Interest Income:**

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

## **Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019**

### **Dividend Income:**

Dividend Income is recognised when the right to receive the payment is established.

### **Rental income:**

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included as other income in the statement of profit or loss.

### **3.12 Foreign currency transaction and translation:**

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the transaction. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the fair value was determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other finance gains / losses are presented in the statement of profit and loss on a net basis.

In case of an asset, expense or income where a non-monetary advance is paid/received, the date of transaction is the date on which the advance was initially recognized. If there were multiple payments or receipts in advance, multiple dates of transactions are determined for each payment or receipt of advance consideration.

### **3.13 Employee Benefits**

Short term employee benefits are recognized as an expense in the statement of profit and loss of the year in which the related services are rendered.

Leave encashment is accounted as Short-term employee benefits and is determined based on projected unit credit method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date.

**Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019**

Contribution to Provident Fund, a defined contribution plan, is made in accordance with the statute, and is recognised as an expense in the year in which employees have rendered services.

The cost of providing gratuity, a defined benefit plans, is determined based on Projected Unit Credit Method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise. Other costs are accounted in statement of profit and loss.

Remeasurements of defined benefit plan in respect of post employment and other long term benefits are charged to the other comprehensive income in the year in which they occur. Remeasurements are not reclassified to statement of profit and loss in subsequent periods.

**3.14 Borrowing Costs**

Borrowing costs specifically relating to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use are capitalized (net of income on temporarily deployment of funds) as part of the cost of such assets. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. For general borrowing used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period. All other borrowing costs are expensed in the period in which they occur.

**3.15 Taxes on Income**

Tax expense represents the sum of current tax (including MAT and income tax for earlier years) and deferred tax. Tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income, in such cases the tax is also recognised directly in equity or in other comprehensive income. Any subsequent change in direct tax on items initially recognised in equity or other comprehensive income is also recognised in equity or other comprehensive income.

Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no

## **Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019**

longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

Minimum Alternative Tax (MAT) is applicable to the Company. Credit of MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

### **3.16 Earnings per share**

Basic earnings per share is computed using the net profit or loss for the year attributable to the shareholders' and weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed using the net profit or loss for the year attributable to the shareholders' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

### **3.17 Current and non-current classification**

The Company presents assets and liabilities in statement of financial position based on current/non-current classification.

The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by Ministry of Corporate Affairs (MCA).

#### **An asset is classified as current when it is:**

- a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
- b) Held primarily for the purpose of trading,
- c) Expected to be realised within twelve months after the reporting period, or
- d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

#### **A liability is classified as current when it is:**

- a) Expected to be settled in normal operating cycle,
- b) Held primarily for the purpose of trading,

## **Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019**

- c) Due to be settled within twelve months after the reporting period, or
- d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The Company has identified twelve months as its operating cycle.

### **3.18 Fair value measurement:**

The Company measures financial instruments at fair value at each Balance Sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- a) In the principal market for the asset or liability, or
- b) In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy.

### **3.19 Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable rights must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or counterparty.

## **Note :4 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS**

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The key assumptions concerning the future and



## **Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019**

other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. However, existing circumstances and assumptions about future developments may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

### **4.1 Property, Plant and Equipment and Intangible Assets:**

Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values as per schedule II of the Companies Act, 2013 or are based on the Company's historical experience with similar assets and taking into account anticipated technological changes, whichever is more appropriate.

### **4.2 Income Tax:**

The Company reviews at each Balance Sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to an adjustment to the amounts reported in the financial statements.

### **4.3 Contingencies:**

Management has estimated the possible outflow of resources at the end of each annual financial year, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

### **4.4 Impairment of Financial Assets:**

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

### **4.5 Impairment of Non-Financial Assets:**

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent to those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money

**Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019**

and the risks specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

**4.6 Defined benefits plans:**

The Cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

**4.7 Recoverability of trade receivable:**

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

**4.8 Provisions:**

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

**4.9 Fair value measurement of financial instruments:**

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

## Note - 5 Property, Plant and Equipment

(Rs. in Lakhs)

Particulars	Freehold-Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer	Total
<b>Cost</b>								
As at 1 <sup>st</sup> April, 2017	118.13	1,611.24	10,259.39	28.54	89.05	78.89	41.99	12,227.23
Additions	-	1,458.49	3,560.30	0.72	4.49	34.50	11.60	5,070.10
Disposals	-	-	339.03	0.27	-	2.37	1.41	343.08
As at 31 <sup>st</sup> March, 2018	118.13	3,069.73	13,480.66	28.99	93.54	111.02	52.18	16,954.25
Additions	-	163.90	549.52	3.89	108.42	26.11	17.48	869.32
Disposals	-	17.54	96.74	-	15.38	-	0.35	130.01
<b>As at 31<sup>st</sup> March, 2019</b>	<b>118.13</b>	<b>3,216.09</b>	<b>13,933.44</b>	<b>32.88</b>	<b>186.58</b>	<b>137.13</b>	<b>69.31</b>	<b>17,693.56</b>
<b>Accumulated Depreciation</b>								
As at 1 <sup>st</sup> April, 2017	-	134.69	2,597.73	5.01	13.00	25.78	20.43	2,796.64
Depreciation for the Year	-	96.01	1,518.64	3.01	13.13	16.45	11.29	1,658.53
Disposals	-	-	81.10	0.15	-	1.42	1.15	83.82
As at 31 <sup>st</sup> March, 2018	-	230.70	4,035.27	7.87	26.13	40.81	30.57	4,371.35
Depreciation for the year	-	128.22	1,598.17	3.09	16.89	19.54	12.36	1,778.27
Disposals	-	15.77	38.12	-	2.78	-	0.33	57.00
<b>As at 31<sup>st</sup> March, 2019</b>	<b>-</b>	<b>343.15</b>	<b>5,595.32</b>	<b>10.96</b>	<b>40.24</b>	<b>60.35</b>	<b>42.60</b>	<b>6,092.62</b>
<b>Net Carrying Amount</b>								
As at 31 <sup>st</sup> March, 2018	118.13	2,839.03	9,445.39	21.12	67.41	70.21	21.61	12,582.90
<b>As at 31<sup>st</sup> March, 2019</b>	<b>118.13</b>	<b>2,872.94</b>	<b>8,338.12</b>	<b>21.92</b>	<b>146.34</b>	<b>76.78</b>	<b>26.71</b>	<b>11,600.94</b>

## 5.1 Capital Work in Progress includes:

(Rs. in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Building under construction	1,253.48	-
Plant and Equipment under installation	10,911.68	125.29
Pre-operative Expenses (Refer Note No. 5.5)	592.22	-
	<b>12,757.38</b>	<b>125.29</b>

## 5.2 Property, Plant and Equipment includes assets pledged as security (Refer Note No. 19 and 22)

**Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019**

**5.3** Refer Note No. 36.4 for disclosure of contractual commitments for the acquisition of Property, Plant and Equipment.

**5.4** Additions to Plant and Equipment include Borrowing Cost of Rs. Nil Lakhs (Previous year Rs. 56.28 Lakhs).

**5.5** Details of pre-operative expenditure as a part of Capital-Work-in-Progress.

<b>Particulars</b>	<b>(Rs. in Lakhs)</b>	
	<b>As at 31<sup>st</sup> March, 2019</b>	<b>As at 31<sup>st</sup> March, 2018</b>
Power and Fuel	-	7.21
Employee Benefits Expense	162.83	4.41
Travelling and Conveyance Expenses	40.04	3.06
Bank Charges	57.57	2.11
Insurance	10.91	-
Finance Cost and Others Borrowing Cost	711.67	38.20
Miscellaneous Expenses	12.68	5.57
Pre-operative expenses for the year	995.70	60.56
Less:- Gain on Sale of Current Investments	266.65	-
Gain on financial instruments measured at fair value through profit or loss	136.83	-
	592.22	60.56
Add :- Pre-operative expenses upto previous year	-	106.61
	592.22	167.17
Less :- Allocated during the year to Property, Plant and Equipment	-	167.17
<b>Total</b>	<b>592.22</b>	<b>-</b>

**5.6** In accordance with the Indian Accounting Standard (Ind AS -36) on “Impairment of Assets”, the management during the year carried out an exercise of identifying the assets that may have been impaired in accordance with the said Ind AS . On the basis of review carried out by the management, there was no impairment loss on Property, Plant and Equipment during the year ended 31<sup>st</sup> March, 2019.

Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

## Note - 6 Intangible Assets

		(Rs. in Lakhs)
Particulars		Computer Software*
<b>Cost</b>		
As at 1 <sup>st</sup> April, 2017		26.94
Additions		39.95
Disposals		-
As at 31 <sup>st</sup> March, 2018		66.89
Additions		-
Disposals		-
<b>As at 31<sup>st</sup> March, 2019</b>		<b>66.89</b>
<b>Amortisation</b>		
As at 1 <sup>st</sup> April, 2017		7.59
Amortisation charge for the Year		9.01
As at 31 <sup>st</sup> March, 2018		16.60
Amortisation charge for the year		10.66
<b>As at 31<sup>st</sup> March, 2019</b>		<b>27.26</b>
<b>Net Carrying Amount</b>		
As at 31 <sup>st</sup> March, 2018		50.29
<b>As at 31<sup>st</sup> March, 2019</b>		<b>39.63</b>

\* Other than self generated

## 6.1 Intangible Assets under Development includes:

			(Rs. in Lakhs)
Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018	
Software	6.92	-	
<b>Total</b>	<b>6.92</b>	<b>-</b>	

Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

Note - 7 Non-Current Financial Assets - Others

Particulars	(Rs. in Lakhs)	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Unsecured, Considered Good :</b>		
Fixed Deposit with Banks held as Margin Money	78.24	63.07
Security Deposits with Government and Others	55.85	52.47
<b>Total</b>	<b>134.09</b>	<b>115.54</b>

Note - 8 Other Non-Current Assets

Particulars	(Rs. in Lakhs)	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Unsecured, Considered Good:</b>		
Capital Advances	3,623.32	460.40
MAT Credit Entitlement :		
Opening balance	921.47	921.47
Less: MAT credit utilization/ reverse during the year	733.25	188.22
Prepaid Expenses	6.66	13.32
Amount paid under protest (Refer Note No. 36.1)	44.56	45.31
<b>Total</b>	<b>3,862.76</b>	<b>1,440.50</b>

- 8.1 The Company was liable to pay MAT under Section 115JB of the Income Tax Act, 1961 ("the Act") in earlier years. MAT paid under Section 115JB of the Act over tax payable as per the provisions of the Act, other than Section 115JB of the Act, has been carried forward for being set off against the future tax liabilities computed in accordance with the provisions of the Act, other than Section 115JB of the Act, in next fifteen years. Based on the future projection of the performances, the Company will be liable to pay the income tax computed as per provisions of the Act, other than under Section 115JB of the Act. During the year, the Company has reversed of Rs. 130.67 Lakhs and utilized of Rs. 602.58 Lakhs against tax liability of current year.

Note - 9 Inventories

Particulars	(Rs. in Lakhs)	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Raw Materials	856.62	937.65
Work-in-Progress	413.13	186.33
Finished Goods		
Goods-in-Transit	952.56	7.59
Others	215.39	96.22
Stores, Spares and Consumables	863.80	713.81
Packing Materials	144.66	169.97
Scrap(Cullet)	254.99	216.27
<b>Total</b>	<b>3,701.15</b>	<b>2,327.84</b>

**Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019**

**9.1** Basis of valuation refer Accounting policy No. 3.4

**9.2** For Inventories hypothecation as security (Refer Note No. 19 and 22)

**Note - 10 Financial Assets - Current Investments**

Particulars	As at 31 <sup>st</sup> March, 2019 No of units	As at 31 <sup>st</sup> March, 2018 No of units	Face Value (In Rs.)	As at 31 <sup>st</sup> March, 2019 (Rs. in Lakhs)	As at 31 <sup>st</sup> March, 2018 (Rs. in Lakhs)
<b>Current Investments (carried at fair value through profit and loss)</b>					
<b>Mutual Funds:</b>					
<b>Unquoted Fully Paid Up</b>					
a. ICICI Prudential Flexible Income Plan - Growth	-	552,795	100.00	-	1,842.56
b. ICICI Prudential Flexible Income Plan - Direct Growth	355,388	361,505	100.00	1,283.55	1,211.33
c. Aditya Birla Sun Life Liquid Fund - Growth-Direct Plan	137,350	-	100.00	412.65	-
d. HDFC Liquid Fund - Direct Plan - Growth Option	64,141	-	1,000.00	2,359.28	-
<b>Total</b>	<b>556,879</b>	<b>914,300</b>		<b>4,055.48</b>	<b>3,053.89</b>

**10.1** Aggregate amount of unquoted Investments is Rs. 4055.48 Lakhs (Previous Year Rs. 3053.89 Lakhs).

**Note - 11 Current Financial Assets - Trade Receivables**

(Rs. in Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Unsecured		
Considered good	2,409.07	2,445.22
Credit Impaired	14.61	23.61
	2,423.68	2,468.83
Less : Expected Credit Loss/Provision for Credit Impaired	16.88	23.61
	2,406.80	2,445.22
<b>Total</b>	<b>2,406.80</b>	<b>2,445.22</b>

Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

Note - 12 Cash and Cash Equivalents

Particulars	(Rs. in Lakhs)	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Balances with Banks in current accounts	11.19	36.24
Cash on Hand	9.03	16.14
<b>Total</b>	<b>20.22</b>	<b>52.38</b>

12.1 For the purpose of the statement of cash flow, cash and cash equivalents comprise the followings:

Particulars	(Rs. in Lakhs)	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Balances with Banks in current accounts	11.19	36.24
Cash on Hand	9.03	16.14
<b>Total</b>	<b>20.22</b>	<b>52.38</b>

Note - 13 Bank Balances Other than Cash and Cash Equivalents

Particulars	(Rs. in Lakhs)	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Earmarked Balances with bank :</b>		
Fixed deposit with Banks	357.74	112.56
<b>Total</b>	<b>357.74</b>	<b>112.56</b>

13.1 The above deposits with banks are pledged as margin money against bank guarantees and Letter of Credits.

Note 14 Current Financial Assets - Loans

Particulars	(Rs. in Lakhs)	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Loan to Employees :</b>		
<b>Unsecured</b>		
Considered good	27.24	7.25
<b>Total</b>	<b>27.24</b>	<b>7.25</b>

Note - 15 Current Financial Assets - Others

Particulars	(Rs. in Lakhs)	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Unsecured, Considered Good :</b>		
Interest Receivables	15.36	14.03
Security Deposits	7.05	2.72
Others	31.57	2.10
<b>Total</b>	<b>53.98</b>	<b>18.85</b>



**Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019**

**15.1** Others includes Custom Duty, Duty Draw Back and other receivables .

**Note - 16 Other Current Assets**

Particulars	(Rs. in Lakhs)	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Unsecured, Considered Good :</b>		
Export Incentives Receivable	38.66	79.94
Advances against supplies	192.58	148.20
Balance with Government Authorities	1,486.50	20.21
Prepaid Expenses	70.20	55.31
Others	234.64	47.74
<b>Total</b>	<b>2,022.58</b>	<b>351.40</b>

**16.1** Others Includes mainly Export License in Hand, VAT Refund and other receivables.

**Note - 17 Equity Share Capital**

Particulars	(Rs. in Lakhs)	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Authorised</b>		
12,00,00,000 (Previous Year :- 12,00,00,000) Equity Shares of Rs. 5/- each	6,000.00	6,000.00
<b>Preference Share Capital</b>		
90,00,000 - 9% Non-Cumulative Non Convertible Redeemable Preference Shares of Rs. 100/- each (Previous Year :- 90,00,000)	9,000.00	9,000.00
<b>Total</b>	<b>15,000.00</b>	<b>15,000.00</b>
<b>Issued, Subscribed &amp; Fully paid-up</b>		
6,82,07,500 (Previous Year :- 6,82,07,500) Equity Shares of Rs. 5/- each fully paid up	3,410.38	3,410.38
<b>Total</b>	<b>3,410.38</b>	<b>3,410.38</b>

**17.1** Reconciliation of number of Equity Shares outstanding at the beginning and at the end of the year :

Particulars	As at 31 <sup>st</sup> March, 2019		As at 31 <sup>st</sup> March, 2018	
	No of Shares	(Rs. in Lakhs)	No of Shares	(Rs. in Lakhs)
Shares outstanding at the beginning of the year	68,207,500	3,410.38	68,207,500	3,410.38
Shares outstanding at the end of the year	68,207,500	3,410.38	68,207,500	3,410.38

## Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

### 17.2 Terms/Rights attached to Equity Shares :

The Company has only one class of shares referred to as equity shares having a par value of Rs. 5/- per share. Holders of equity shares are entitled to one vote per share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### 17.3 Details of Shareholder holding more than 5% of Equity Share Capital :

Name of Shareholder	As at 31 <sup>st</sup> March, 2019		As at 31 <sup>st</sup> March, 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Fennel Investment & Finance Pvt Ltd	22,600,000	33.13	22,600,000	33.13
Borosil Glass Works Limited	17,222,376	25.25	17,222,376	25.25
B L Kheruka	3,766,667	5.52	-	-
Pradeep Kumar Kheruka	3,766,667	5.52	11,300,000	16.57
Shreevar Kheruka	3,766,666	5.52	-	-

17.4 There are no shares reserved for issue under options and contracts / commitments.

17.5 Paid and Proposed dividend of Rs. Nil (Previous Year Rs. Nil)

### Note - 18 Other Equity

Particulars	(Rs. in Lakhs)	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Equity Component of Preference shares issued (Net of Tax)</b>		
Balance as per last Balance Sheet	2,504.31	2,504.31
Add :- On Rolled over of Preference shares (Net of Tax) (Refer Note No. 19.2)	1,992.08	-
	4,496.39	2,504.31
<b>Capital Reserve</b>		
Balance as per last Balance Sheet	32.02	32.02
<b>Securities Premium</b>		
Balance as per last Balance Sheet	57.71	57.71

Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

	(Rs. in Lakhs)			
Particulars	As at 31 <sup>st</sup> March, 2019		As at 31 <sup>st</sup> March, 2018	
<b>Surplus arising on giving effect to BIFR Order</b>				
Balance as per last Balance Sheet		1,996.41		1,996.41
<b>Retained Earnings</b>				
Balance as per last Balance Sheet	(1,088.69)		(1,780.62)	
Transitional impact of Ind AS 115 (net of Tax) (Refer Note No. 46.1)	(115.07)		-	
Add: Profit for the year	1,008.34	(195.42)	691.93	(1,088.69)
<b>Other Comprehensive Income (OCI)</b>				
Balance as per last Balance Sheet	(21.00)		(25.24)	
Add: Movement in OCI (Net) during the year	(7.75)	(28.75)	4.24	(21.00)
		<b>6,358.36</b>		<b>3,480.76</b>

## 18.1 Nature and Purpose of Reserve

1 **Capital Reserve** : Capital reserve was created by way of

- (i) Subsidy received from State of Gujarat
- (ii) Forfeiture of shares for non payment of allotment money/call money. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

2 **Surplus arising on giving effect to BIFR Order**

This surplus was recognised in pursuant to implementation of the order of Board for Industrial and Financial Reconstruction (BIFR) in respect of the scheme for the rehabilitation of the Company. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

3 **Securities Premium**

Securities premium was created when shares were issued at premium. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

4 **Equity Component of Preference shares issued**

The difference between the fair value of preference shares on the date of issue and the transaction price is recognised as a deemed equity component.

**Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019**

The fair value of the financial liability has been estimated by considering comparable market interest rates adjusted to the facts and circumstances relevant to the Company.

**5 Retained Earnings**

Retained earnings represents the accumulated profits / losses made by the Company over the years.

**6 Other Comprehensive Income**

Other Comprehensive Income (OCI) represents the amount recognised in other equity consequent to remeasurement of Defined Benefit Plan.

**Note - 19 Non Current Financial Liabilities - Borrowings**

Particulars	(Rs. in Lakhs)	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Secured		
Term Loan - From a Bank *	2,277.87	-
Unsecured		
Liability component of compound financial instrument		
90,00,000 - 9% Non-Cumulative Non Convertible	9,016.21	-
Redeemable Preference Shares of Rs. 100 each		
Inter Corporate Deposit from related party (Refer Note No. 41)	12,500.00	-
<b>Total</b>	<b>23,794.08</b>	<b>-</b>

\* Net off processing fees amounting to Rs. 25.72 Lakhs

**19.1 Term Loan from Bank**

Rs. 2303.59 Lakhs is secured by exclusive charge on the fixed asset of the Company i.e. Land and Building and plant and machinery (present and future) situated at village Govali, Dist. Bharuch and current assets of the Company. The loan along with undisbursed amount shall be repayable in 20 equal quarterly instalments commencing from July 2020 and ending in April, 2025. The term loan carries interest rate @ 10.15 p.a.

**19.2 9% Non-Cumulative Non Convertible Redeemable Preference Shares (Preference Shares)**

- a) Preference Shares were originally redeemable not later than 7 years from the date of issue i.e. 17<sup>th</sup> March, 2012 with an option to the Company to redeem the same at any time by giving two months prior notice in writing to holders. The terms of Preference shares were changed from Cumulative to Non-Cumulative vide special resolution passed by the Shareholders on 26<sup>th</sup> August, 2015 through Postal ballot.

## Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

The above preference shares, which were due for redemption on 16<sup>th</sup> March 2019, have been rolled over for a further period of three years with effect from 16<sup>th</sup> March 2019 as approved by the shareholders at their meeting held on 8<sup>th</sup> August, 2018. Undeclared cumulative dividend on these Preference shares shall be payable as and when declared by the Company or otherwise, at the time of redemption. All other terms and conditions of these Preference shares remain unchanged.

- b) The Preference Shares have the priority in case of payment of dividend and in case of winding up, repayment of Capital and arrears of dividend.
- c) Dividend on Preference Shares Capital aggregating to Rs. 2791.64 Lakhs is in arrear for the period from 17.03.2012 to 26.08.2015.
- d) Preference shares holders holding more than 5% of Preference shares capital :

Name of Shareholder	As at 31 <sup>st</sup> March, 2019		As at 31 <sup>st</sup> March, 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Borosil Glass Works Limited	9,000,000	100.00	9,000,000	100.00

- e) Reconciliation of number of Preference Shares outstanding at the beginning and at the end of the year :

Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
	No of Shares	No of Shares
Shares outstanding at the beginning of the year	9,000,000	9,000,000
Shares outstanding at the end of the year	9,000,000	9,000,000

- f) Paid and Proposed Preference Shares dividend of Rs. Nil (Previous Year Rs. Nil)

- g) **Terms/Rights attached to Preference Shares :**

- i) The Preference shareholder have acquired voting rights due to non-payment of dividend for two years in pursuant to second proviso to section 47 (2) of the Companies Act, 2013.
- ii) The holder of Preference Shares will have priority over Equity Shares for repayment of capital, in the event of liquidation of the company before redemption of Preference Shares.

**19.3** Inter Corporate Deposit taken from Borosil Glass Works Limited (related party) is payable within 2 years and which carries interest rate @9.50 % p.a.

Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

## Note - 20 Non Current Liabilities - Provisions

Particulars	(Rs. in Lakhs)	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Provisions for Employee Benefits</b>		
Leave Encashment	104.62	91.11
<b>Total</b>	<b>104.62</b>	<b>91.11</b>

## Note - 21 Income Tax

## 21.1 Current Tax :-

Particulars	(Rs. in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2019	For the Year Ended 31 <sup>st</sup> March, 2018
Current Tax for the year	999.97	235.03
Income tax for the earlier year	89.29	109.14
MAT credit entitlement	-	(312.88)
<b>Total Current Tax</b>	<b>1,089.26</b>	<b>31.29</b>

21.2 The major components of Tax Expense for the year ended 31<sup>st</sup> March, 2019 and 31<sup>st</sup> March, 2018 are as follows:

Particulars	(Rs. in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2019	For the Year Ended 31 <sup>st</sup> March, 2018
<b>Recognised in Statement of Profit and Loss:</b>		
Current Tax (Refer Note No. 21.1)	1,089.26	31.29
Deferred Tax:-Relating to origination and reversal of temporary differences	(680.35)	(55.10)
<b>Total Tax Expenses</b>	<b>408.91</b>	<b>(23.81)</b>

21.3 Reconciliation between tax (income)/expenses and accounting profit multiplied by tax rate for the year ended 31<sup>st</sup> March, 2019 and 31<sup>st</sup> March, 2018:

Particulars	(Rs. in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2019	For the Year Ended 31 <sup>st</sup> March, 2018
Accounting profit before tax	1417.25	668.12
Applicable tax rate	29.12%	34.61%
<b>Computed Tax Expenses</b>	<b>412.70</b>	<b>231.22</b>

Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

Particulars	(Rs. in Lakhs)	
	For the Year Ended	For the Year Ended
	31 <sup>st</sup> March, 2019	31 <sup>st</sup> March, 2018
<b>Tax effect on account of:</b>		
Unrealised foreign exchange difference on capital borrowing and Indexation benefits on Property, Plant and Equipment	(9.76)	64.80
Pre-operative expenditure adjustment in Capital-Work-in-Progress and Fair value changes on financial instruments	5.38	(9.30)
Deduction not allowed under the Income Tax Act	15.48	23.10
Changes in Income Tax rates of subsequent year	-	(355.72)
Deduction under chapter VI A	(4.86)	(9.20)
Non consideration of surcharge for MAT Credit	(99.31)	31.29
Income tax for earlier years	89.29	-
<b>Income tax (income) / expenses recognised in Statement of Profit and Loss</b>	<b>408.91</b>	<b>(23.81)</b>

## 21.4 Deferred tax relates to the following:

Particulars	(Rs. in Lakhs)				
	Balance Sheet		Other Equity	Statement of profit and loss including Other Comprehensive Income	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018		For the Year Ended 31 <sup>st</sup> March, 2019	For the Year Ended 31 <sup>st</sup> March, 2018
Property, Plant and Equipment, Capital-Work-in-Progress and Intangible Assets	1,233.38	1,556.52	-	(323.14)	(224.75)
Inventories	(5.01)	(5.01)	-	-	0.95
Ind AS 115 Impact	(61.49)	-	(47.26)	(14.23)	-
Financial Instruments-Assets	38.75	9.39	-	29.36	9.39
Provision for Expected Credit Loss/Credit Impaired	(4.92)	(6.88)	-	1.96	(2.36)
Non-Cumulative Non Convertible Redeemable Preference Shares	807.98	365.62	818.42	(376.06)	(474.03)
Disallowance Under the Income Tax Act, 1961	(66.76)	(51.23)	-	(15.53)	(4.62)
Financial Instruments-Liabilities	(6.57)	(20.67)	-	14.10	50.15
Unabsorbed depreciation utilised	-	-	-	-	592.42
<b>Deferred Tax Liabilities / (Assets)</b>	<b>1,935.36</b>	<b>1,847.74</b>	<b>771.16</b>	<b>(683.54)</b>	<b>(52.85)</b>

Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

## 21.5 Reconciliation of deferred tax liabilities (Net):

Particulars	(Rs. in Lakhs)	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Opening Balance as at 1 <sup>st</sup> April	1,847.74	1,900.59
Ind AS 115 and extension of preference shares impact recognised in Other Equity	771.16	-
Deferred Tax expenses recognised in Statement of Profit and Loss	(680.35)	(55.10)
Deferred Tax expenses recognised in OCI	(3.19)	2.25
<b>Closing balance as at 31<sup>st</sup> March</b>	<b>1,935.36</b>	<b>1,847.74</b>

## Note - 22 Current Financial Liabilities - Borrowings

Particulars	(Rs. in Lakhs)	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Secured Loan from Banks</b>		
Buyer's Credit	561.70	947.31
Working Capital Facility	1,310.94	48.16
<b>Total</b>	<b>1,872.64</b>	<b>995.47</b>

**22.1** Buyers' credit is secured by a standby letter of credit given by a bank, within the overall facilities sanction by that bank, which is primary secured by the current assets of the Company and further secured by all the Fixed Assets of the Company (Present & Future) situated at Village Govali, Distt- Bharuch. The above buyer's credit carries Interest @ 12 month EURIBOR plus 27 BPS.

**22.2 a)** Working Capital Facility from banks are primary secured by current assets of the Company and additionally secured by way of second charges on Property, Plant and Equipment of the Company (Present & Future) situated at Village Govali, Distt- Bharuch.

b) Interest rate on Working Capital Facility - Base Rate + 1% i.e.9.50%.

## Note - 23 Current Financial Liabilities - Trade Payables

Particulars	(Rs. in Lakhs)	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Micro, Small and Medium Enterprises	156.29	74.65
Others	867.63	1,026.83
<b>Total</b>	<b>1,023.92</b>	<b>1,101.48</b>



**Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019**

**23.1** Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED 2006) have been determined based on the information as available with the Company and the required disclosures are given below:

(Rs. in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year;	156.29	74.65
(ii) Interest due thereon remaining unpaid to any supplier as at the end of the accounting year;	0.26	-
(iii) The amount of Interest paid, along with the amounts of the payment made to the supplier beyond the appointed day;	-	-
(iv) The amount of Interest due and payable for the year	-	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	0.26	-
(vi) The amount of Further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid	-	-

**Note - 24 Current Financial Liabilities - Others**

(Rs. in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>-Liability component of compound financial instrument</b>		
90,00,000 - 9% Non-Cumulative Non Convertible Redeemable Preference Shares	-	10,535.30
Interest Accrued but not Due on Borrowing	595.65	0.66
Interest Accrued and due	0.26	-
Creditors for Capital Goods	1,258.82	346.25
Security Deposits	51.67	52.06
Other Payables	580.80	430.87
<b>Total</b>	<b>2,487.20</b>	<b>11,365.14</b>

**24.1** Other Payables mainly includes outstanding liability for expenses and payable to employees.

Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

## Note -25 Other Current Liabilities

Particulars	(Rs. in Lakhs)	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Advance from Customers	29.07	153.54
Statutory liabilities	123.68	228.84
Export Obligation Liability	-	39.97
<b>Total</b>	<b>152.75</b>	<b>422.35</b>

## Note - 26 Current Provisions

Particulars	(Rs. in Lakhs)	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Provisions for Employee Benefits</b>		
Gratuity (Funded) (Refer Note No. 37)	36.15	12.81
Leave Encashment	10.81	5.99
<b>Total</b>	<b>46.96</b>	<b>18.80</b>

## Note - 27 Revenue From Operations

Particulars	(Rs. in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2019	For the Year Ended 31 <sup>st</sup> March, 2018
Sale of Products	21,444.69	19,835.04
Other Operating Revenue	231.49	146.19
<b>Revenue from Operations</b>	<b>21,676.18</b>	<b>19,981.23</b>

**27.1** Sale of products up to 30<sup>th</sup> June 2017 includes excise duty, which is discontinued with effect from 1<sup>st</sup> July, 2017 upon implementation of Goods and Service Tax (GST). GST is not included in Revenue from operations. In view of the aforesaid change in indirect taxes, Revenue from operations for the year is not comparable with the previous year.

**27.2 Revenue disaggregation by type of goods and services is as follows:**

The Company is engaged only in the business of manufacture of Flat Glass which is a single segment in terms of Indian Accounting Standard 'Operating Segments (Ind AS-108)' and hence, the requirement of disaggregation by type of goods and services is not applicable.

## Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

### 27.3 Revenue disaggregation by geography is as follows:

Particulars	(Rs. in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2019	For the Year Ended 31 <sup>st</sup> March, 2018
India	17,041.87	16,349.10
Outside India	4,634.31	3,632.13
	<b>21,676.18</b>	<b>19,981.23</b>

### 27.4 Reconciliation of Revenue from operations with contract price

Particulars	(Rs. in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2019	
Contract Price	21,822.36	
Reduction towards variables considerations components *	(146.18)	
<b>Total Revenue from operation</b>	<b>21,676.18</b>	

\* The reduction towards variable consideration comprises of volume discounts, quality claims brokerage, etc.

### Note - 28 Other Income

Particulars	(Rs. in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2019	For the Year Ended 31 <sup>st</sup> March, 2018
Interest Income from Financial Assets measured at amortised cost		
- Fixed Deposits with banks	30.73	15.37
- Others	4.48	213.12
Gain on Sale of Current Investments (Net)	58.49	0.92
Gain on Financial Instruments measured at fair value through profit or loss (Net)	-	53.72
Share in Profit from LLP	-	0.02
Gain on foreign currency transactions (Net)	31.70	-
Sundry Credit Balance Written Back (Net)	77.86	12.11
Export Incentives	131.89	-
Miscellaneous Income	9.96	55.23
<b>Total</b>	<b>345.11</b>	<b>350.49</b>

Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

Note - 29 Changes in Inventories of Finished Goods and Work-in-Progress

(Rs. in Lakhs)

Particulars	For the Year Ended 31 <sup>st</sup> March, 2019	For the Year Ended 31 <sup>st</sup> March, 2018
<b>Finished Goods</b>		
Opening Stock	103.81	346.00
Add: Transitional impact of Ind AS 115 (Refer Note No. 46.1)	434.84	-
	538.65	346.00
Less: Closing Stock	1,167.95	103.81
	(629.30)	242.19
<b>Work-in-Progress</b>		
Opening Stock	186.33	728.88
Less: Closing Stock	413.13	186.33
	(226.80)	542.55
<b>(Increase) / Decrease in Inventories</b>	<b>(856.10)</b>	<b>784.74</b>

Note - 30 Employee Benefits Expense

(Rs. in Lakhs)

Particulars	For the Year Ended 31 <sup>st</sup> March, 2019	For the Year Ended 31 <sup>st</sup> March, 2018
Salaries, Wages & allowances	2,364.09	2,117.09
Contribution to Provident and Other Funds (Refer Note No. 37)	114.34	120.61
Staff Welfare Expenses	131.23	136.46
<b>Total</b>	<b>2,609.66</b>	<b>2,374.16</b>

Note - 31 Finance Costs

(Rs. in Lakhs)

Particulars	For the Year Ended 31 <sup>st</sup> March, 2019	For the Year Ended 31 <sup>st</sup> March, 2018
Interest Expenses on Financial Liabilities measured at Amortised Cost	1,338.39	1,287.48
Exchange differences regarded as an adjustment to Borrowing Costs	(8.05)	89.43
<b>Total</b>	<b>1,330.34</b>	<b>1,376.91</b>

31.1 Above includes, Interest of Rs. Nil (Previous Year Rs. 18.87 Lakhs) on late payment of Advance Tax.

Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

## Note - 32 Depreciation and Amortization Expense

Particulars	(Rs. in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2019	For the Year Ended 31 <sup>st</sup> March, 2018
Depreciation of Property, Plant and Equipment (Refer Note No. 5)	1,778.27	1,658.53
Amortisation of Intangible Assets (Refer Note No. 6)	10.66	9.01
<b>Total</b>	<b>1,788.93</b>	<b>1,667.54</b>

## Note - 33 Other Expenses

Particulars	(Rs. in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2019	For the Year Ended 31 <sup>st</sup> March, 2018
<b>Manufacturing Expenses</b>		
Stores, Spares and Consumables	711.52	611.20
Packing Materials	1,155.15	1,154.12
Power and Fuel	4,126.11	3,426.91
Processing charges	23.64	76.34
<b>Repairs and Maintenance</b>		
- Plant and Machinery	152.80	236.56
- Buildings	9.03	18.61
- Others	155.04	105.30
<b>Selling and Distribution Expenses</b>		
Sales Promotion and Advertisement Expenses	94.84	151.68
Freight Outward	1,532.48	1,456.46
Commission	88.34	69.65
Cash Discount	67.44	69.47
<b>Administrative and General Expenses</b>		
Insurance	82.02	64.68
Rent	23.47	19.66
Rates and Taxes	5.09	12.36
Legal and Professional Fees	219.00	268.18
Travelling and Conveyance Expenses	375.60	304.55
Corporate Social Responsibility Expenditure (Refer Note No. 33.1)	33.40	33.40
Payment to Auditor (Refer Note No. 33.2)	25.87	28.66
Security Expenses	45.26	41.41
Excise duty of earlier years	-	197.35
Loss on foreign currency transactions (Net)	-	26.28

Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

Particulars	(Rs. in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2019	For the Year Ended 31 <sup>st</sup> March, 2018
Directors Sitting Fees	22.10	17.10
Bad Debts	12.91	4.78
Less: Provision Written Back	10.55	-
Provision for Expected Credit Loss/Credit Impaired	3.82	10.56
Loss on Discard/sale of Property, Plant and Equipment (Net)	57.32	11.31
Bank Charges	30.45	37.26
Miscellaneous Expenses	252.35	185.93
<b>Total</b>	<b>9,294.50</b>	<b>8,639.77</b>

**Note - 33.1 Notes related to Corporate Social Responsibility Expenditure (CSR)**

- (a) CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the Company during the year is Rs. 33.12 Lakhs (Previous Year Rs. 32.88 Lakhs).
- (b) Expenditure related to CSR is Rs. 33.40 Lakhs (Previous Year Rs. 33.40 Lakhs).

**Details of expenditure towards CSR given below:**

Particulars	(Rs. in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2019	For the Year Ended 31 <sup>st</sup> March, 2018
(i) Water Management Project	20.00	-
(ii) Preventive health care & for food supply to patients of Government hospital	2.40	-
(iii) Imparting education in tribal area under One Teacher School (OTS)	10.00	-
(iv) The Influencer - an women empowerment initiative	1.00	-
(v) Cost of shipping of the artwork and logistics of the exhibition	-	12.40
(vi) Promoting education and making available safe drinking water	-	21.00
<b>Total</b>	<b>33.40</b>	<b>33.40</b>

## Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

### Note - 33.2 Details of Payment to Auditor

Particulars	(Rs. in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2019	For the Year Ended 31 <sup>st</sup> March, 2018
Payments to the auditor as:		
Auditor	20.25	18.00
For taxation Matters	-	-
For Company law matters	-	-
For Certifications	5.45	5.25
For other services	-	5.00
For reimbursement of expenses	0.17	0.41
<b>Total</b>	<b>25.87</b>	<b>28.66</b>

### Note - 34 Exceptional Items

Particulars	(Rs. in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2019	For the Year Ended 31 <sup>st</sup> March, 2018
Loss on sale of Property, Plant and Equipment	-	195.37
<b>Total</b>	<b>-</b>	<b>195.37</b>

**34.1** During the previous year, the Company had sold Captive Power Plant (Gas Based Genset) at a loss of Rs. 195.37 Lakhs which was shown as an exceptional item.

### Note - 35 Earning Per Share

Particulars	(Rs. in Lakhs)	
	For the Year Ended 31 <sup>st</sup> March, 2019	For the Year Ended 31 <sup>st</sup> March, 2018
Net Profit Attributable to Equity Shareholders for Basic EPS and Diluted EPS (Rs. In Lakhs)	1,008.34	691.93
Weighted Average Number of Equity Shares Outstanding During the year for Basic EPS and Diluted EPS (in Nos.)	68,207,500	68,207,500
Basic and Diluted Earning per share of Rs. 5 each (in Rs.)	1.48	1.01
Face Value per Equity Share (in Rs.)	5.00	5.00

**Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019**

**Note - 36 Contingent Liabilities and Commitments**

**36.1** Contingent Liabilities (To the extent not provided for) Claims against the Company not acknowledged as debts

(Rs. in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Disputed Liabilities in Appeal (No Cash outflow is expected in the near future)</b>		
- Income Tax	141.82	332.20
- Sales Tax	550.84	565.79
- Cenvat Credit/Service Tax (amount paid under protest of Rs. 0.43 lakhs (Previous Year Rs. 1.18 lakhs)	4.68	11.30
- Others (amount paid under protest of Rs. 44.13 lakhs (Previous Year Rs. 44.13 lakhs)	120.47	112.98
<b>Guarantees</b>		
- Bank Guarantees	1,043.24	546.48
<b>Others</b>		
1 Letter of Credits	2,866.96	341.18
2 Bonus (Refer Note No. 36.5)	18.45	18.45

**36.2** A sum of Rs.523.98 Lakhs (including interest Rs. 266.26 Lakhs) was refunded to the Company by the Central Excise department in 2017-18 consequent to a favourable order passed on 28.7.2017 by the Customs Excise & Service Tax Appellate Tribunal. The said order has been challenged by the excise department before the Hon'ble High Court of Gujarat by way of a Tax Appeal which has been admitted by the high court. However, no stay against order of Tribunal has been granted. The Company does not expect any financial effect as the Company is confident in the matter.

**36.3** Management is of the view that above litigations will not materially impact the financial position of the Company.

**36.4 Commitments**

(Rs. in Lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Estimated amount of Contracts remaining to be executed on Capital Account not provided for (cash outflow is expected on execution of such capital contracts)		
-- Related to Property, Plant and Equipment	3,989.94	1,662.49
-- Related to Intangible Assets	-	-

**36.5** The eligibility limit and Calculation Ceiling under section 12 was raised by Payment of Bonus (Amendment) Act, 2015 from Rs. 3500 to Rs. 7000 or the minimum wage for the scheduled employment, as fixed by the appropriate Government, whichever is higher. The amendment came



## Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

into force on the 1<sup>st</sup> April 2014. However, applicability from a retrospective date was challenged in the various High Courts by some entities and stay was obtained. As the matter is yet to be finally decided, the incremental liability for 2014-15 has been shown as contingent liability.

### Note - 37 Employee Benefits

**37.1** As per Ind AS-19 'Employee Benefits', the disclosure of Employee benefits as defined in the Ind AS are given below:

#### (a) Defined Contribution Plan:

Contribution to Defined Contribution Plan, recognized as expense for the year are as under:

Particulars	(Rs. in Lakhs)	
	2018-19	2017-18
Employer's Contribution to Provident Fund	52.44	53.43
Employer's Contribution to Pension Scheme	36.50	34.00

The contribution to provident fund is made to Employees' Provident Fund managed by Provident Fund Commissioner.

#### (b) Defined Benefit Plan:

The employees' Gratuity Fund is managed by the Birla Sun Life Insurance Corporation of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as the gratuity.

Particulars	Gratuity (Funded)	
	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
<b>Actuarial assumptions</b>		
Mortality Table	Indian Assured Lives Mortality (2006-08) Ult	Indian Assured Lives Mortality (2006-08) Ult
Salary growth	5.00%	5.00%
Discount rate	7.45%	7.55%
Expected returns on plan assets	7.45%	7.55%
Withdrawal rates	2% at younger ages reducing to 1% at older ages	2% at younger ages reducing to 1% at older ages

Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

Particulars	(Rs. in Lakhs)	
	Gratuity (Funded)	
	2018-19	2017-18
<b>Movement in present value of defined benefit obligation</b>		
Obligation at the beginning of the year	266.72	242.66
Current service cost	25.39	22.98
Past service cost	-	9.80
Interest cost	19.33	16.92
Benefits paid	(29.62)	(13.18)
Actuarial (gain)/loss on obligation	12.15	(12.46)
<b>Obligation at the end of the year</b>	<b>293.97</b>	<b>266.72</b>
<b>Movement in present value of plan assets</b>		
Fair value at the beginning of the year	253.91	225.66
Interest Income	19.32	16.52
Expected Return on Plan Assets	1.21	(0.09)
Employer Contribution	13.00	25.00
Benefits paid	(29.62)	(13.18)
<b>Fair value at the end of the year</b>	<b>257.82</b>	<b>253.91</b>
<b>Amount recognised in Statement of Profit and Loss</b>		
Current service cost	25.39	22.98
Past service cost and loss on curtailments and settlement	-	9.80
Interest cost	0.01	0.40
<b>Total</b>	<b>25.40</b>	<b>33.18</b>
<b>Amount recognised in the other comprehensive income</b>		
Components of actuarial gain/losses on obligations:		
Due to financial assumptions	2.59	(6.96)
Due to experience adjustments	9.56	(5.50)
Return on plan assets excluding amounts included in interest income	(1.21)	0.09
<b>Total</b>	<b>10.94</b>	<b>(12.37)</b>

## (c) Fair Value of assets

Particulars	(Rs. in Lakhs)	
	Fair Value of Asset	
	2018-19	2017-18
Birla Sun Life Insurance Corporation of India	257.82	253.91
<b>Total</b>	<b>257.82</b>	<b>253.91</b>

Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

## (d) Net Liability Recognised in the balance sheet

(Rs. in Lakhs)		
Amount recognised in the balance sheet	As at 31 <sup>st</sup> March, 2019	As at 31 <sup>st</sup> March, 2018
Present value of obligations at the end of the year	293.97	266.72
Less: Fair value of plan assets at the end of the year	257.82	253.91
<b>Net liability recognised in the balance sheet</b>	<b>36.15</b>	<b>12.81</b>

- (e) The estimate of rate of escalation in Salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other retirement factors including supply & demand in the employment market. The above information is certified by the actuary.

## 37.2 Sensitivity analysis:

(Rs. in Lakhs)		
Particulars	Changes in assumptions	Effect on Gratuity Obligation
<b>For the year ended 31<sup>st</sup> March, 2018</b>		<b>(Decrease) / Increase</b>
Discount rate	+0.5%	(11.01)
	-0.5%	11.76
Salary growth rate	+0.5%	11.56
	-0.5%	(10.79)
Withdrawal rate (W.R.)	W.R. x 110%	0.66
	W.R. x 90%	(0.66)
<b>For the year ended 31<sup>st</sup> March, 2019</b>		
Discount rate	+0.5%	(12.61)
	-0.5%	13.46
Salary growth rate	+0.5%	12.48
	-0.5%	(11.93)
Withdrawal rate (W.R.)	W.R. x 110%	0.74
	W.R. x 90%	(0.75)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. In presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined obligation liability recognized in the Balance Sheet.

## Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

### 37.3 Risk exposures

- 1) **Actuarial Risk:** This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate, than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate, than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

- 2) **Investment Risk:** For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.
- 3) **Liquidity Risk:** Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the Company there can be strain on the cash flows.
- 4) **Market Risk:** Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.
- 5) **Legislative Risk:** Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognised immediately in the year when any such amendment is effective.

### 37.4 Details of Asset-Liability Matching Strategy:-

Gratuity benefits liabilities of the Company are funded. There are no minimum funding requirements for a Gratuity benefits plan in India and there is no compulsion on the part of the Company to fully or partially pre-fund the liabilities under the Plan.

The trustees of the plan have outsourced the investment management of the fund to an insurance company. The insurance company in turn manages these funds as per the mandate provided to

**Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019**

them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations. Due to the restrictions in the type of investments that can be held by the fund, it may not be possible to explicitly follow an asset-liability matching strategy to manage risk actively in a conventional fund.

**37.5** The expected payments towards contributions to the defined benefit plan for the next year is Rs. 26.86 Lakhs.

**37.6** The expected payments towards to the gratuity in future years:

(Rs. in Lakhs)

Year Ended	Expected payment
31 <sup>st</sup> March, 2020	12.17
31 <sup>st</sup> March, 2021	22.60
31 <sup>st</sup> March, 2022	10.17
31 <sup>st</sup> March, 2023	23.35
31 <sup>st</sup> March, 2024	20.22
31 <sup>st</sup> March, 2024 to 31 <sup>st</sup> March, 2029	190.53

**37.7** The average duration of the defined benefit plan obligation at the end of the reporting period is 9.47 years (31<sup>st</sup> March 2018: 13.70 years).

**Note - 38 Provisions**

Disclosures as required by Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets:-

**Movement in provisions:-**

(Rs. in Lakhs)

Nature of provision	Provision for Credit Impaired / Expected Credit loss on Trade Receivable	Excise duty	Total
<b>As at 31<sup>st</sup> March, 2017</b>	<b>13.05</b>	<b>40.85</b>	<b>53.90</b>
Provision during the year	10.56	-	10.56
Payment during the year	-	(40.85)	(40.85)
<b>As at 31<sup>st</sup> March, 2018</b>	<b>23.61</b>	<b>-</b>	<b>23.61</b>
Provision during the year	3.82	-	3.82
Provision reversed during the year	(10.55)	-	(10.55)
<b>As at 31<sup>st</sup> March, 2019</b>	<b>16.88</b>	<b>-</b>	<b>16.88</b>

**Note - 39** The settlement with Worker's Union expired on 31<sup>st</sup> December, 2009 and 31<sup>st</sup> December, 2015, the Company has signed settlement agreement with workers on 21<sup>st</sup> March, 2013 and 20<sup>th</sup> August, 2016. The wages payable as per the settlement agreement to workers who have still not accepted the settlement amount from 1<sup>st</sup> January, 2010 to 31<sup>st</sup> March, 2019 amounts to Rs. 293.54 lakhs (Previous Year Rs. 248.14 lakhs) , which have provided in the books of accounts.

## **Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019**

**Note - 40** Company had filed application for exemption for electricity duty on power used in Solar glass plant. The exemption has been partially granted and the same has been accounted. However, exemption in respect of electricity used from Captive Power Plant in the solar glass plant is pending for disposal and accounting of the same will be done on disposal of said application.

### **Note - 41 Related party disclosure**

In accordance with the requirements of Ind AS 24, on related party disclosures, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exists and with whom transactions have taken place during the year 2018-19, are as detail below:

#### **41.1 List of Related Parties :**

**(a) Entity having control through voting right**

Borosil Glass Works Limited  
(Holding 25.25% of the equity share of the Company)

**(b) Fellow subsidiaries**

Borosil Limited (Formerly known as Hopewell Tableware Limited)  
Klasspack Limited (Formerly known as Klasspack Private Limited)

**(c) Key Management Personnel**

Mr. B. L. Kheruka – Chairman and Non-Executive Director (Upto 18<sup>th</sup> September, 2018)  
Mr. P. K. Kheruka – Chairman and Non-Executive Director (Chairman with effect from 18<sup>th</sup> September, 2018)  
Mr. Shreevar Kheruka - Additional Director (With effect from 18<sup>th</sup> September, 2018)  
Mr. Rajesh Chaudhary - Whole-time Director (upto 31<sup>st</sup> March, 2018)  
Mr. Ramaswami Velayudhan Pillai - Whole-time Director ( With effect from 1<sup>st</sup> April, 2018)  
Mr. Milind Gurjar - Chief Executive Officer (With effect from 24<sup>th</sup> September, 2018)  
Mr. Sunil Kumar Roongta - Chief Financial Officer  
Mr. Kishor Talreja - Company Secretary

**(d) Enterprises over which persons described in (c) above or key management personnel of entity having control through voting right or their relatives are able to exercise significant influence (Other Related Parties) with whom transactions have taken place:-**

Cycas Trading LLP  
Vyline Glass Works Limited  
Window Glass Limited  
Borosil Foundation  
Croton Trading Private Limited \*

\* During the year, Chotila Silica Private Limited has been amalgamated with Croton Trading Private Limited with effect from 1<sup>st</sup> April, 2017.

Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

## (e) Related Party Transactions:-

(Rs. in Lakhs)			
Nature of Transactions	Name of the Related Party	2018-19	2017-18
Transactions with entity having control through voting right:			
Purchase of Goods	Borosil Glass Works Limited	15.60	5.49
Rent Paid	Borosil Glass Works Limited	15.60	15.64
Reimbursement of expenses to	Borosil Glass Works Limited	43.83	1.26
Reimbursement of expenses from	Borosil Glass Works Limited	-	10.99
Interest Expense on Intercompany Deposit	Borosil Glass Works Limited	647.80	-
Transactions with fellow subsidiary:			
Sale of Goods	Borosil Limited	17.49	2.11
Purchase of Goods	Borosil Limited	17.96	-
Reimbursement of expenses from	Klasspack Limited	-	0.28
	Borosil Limited	-	3.42
Reimbursement of expenses to	Borosil Limited	-	7.50
Transactions with other related parties:			
Sale of Goods	Vyline Glass Works Limited	-	0.15
Purchase of Goods	Vyline Glass Works Limited	0.01	1.04
	Croton Trading Private Limited *	249.57	267.05
Rent Paid	Cycas Trading LLP	2.64	2.64
Office Rent/ Maintenance charges	Window Glass Limited	3.19	2.84

Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

(Rs. in Lakhs)			
Nature of Transactions	Name of the Related Party	2018-19	2017-18
Donation Given for CSR activities	Borosil Foundation	33.40	22.40
Director Sitting Fees	Mr. B.L. Kheruka	1.70	2.60
	Mr. P.K. Kheruka	3.20	2.40
	Mr. Shreevar Kheruka	1.30	-
Managerial Remuneration	Mr. Rajesh Chaudhary	-	48.10
	Mr. Ramaswami Velayudhan Pillai	94.35	-
	Mr. Milind Gurjar	44.12	-
	Mr. Sunil Roongta	40.57	35.40
	Mr. Kishor Talreja	22.48	18.53
Reimbursement of expenses from	Vyline Glass Works Limited	-	9.73

(Rs. in Lakhs)			
Nature of Transactions	Name of the Related Party	As at 31 <sup>st</sup> March 2019	As at 31 <sup>st</sup> March 2018
<b>Balances with entity having control through voting right:</b>			
Non Current Financial Liabilities - Borrowings - Inter corporate deposit	Borosil Glass Works Limited	12,500.00	-
Current Financial Liabilities - Others - Interest accrued but not due	Borosil Glass Works Limited	583.02	-

## 41.2 Compensation to key management personnel of the Company

(Rs. in Lakhs)		
Nature of transaction	2018-19	2017-18
Short-term employee benefits	213.17	111.31
Post-employment benefits	5.63	11.39
<b>Total compensation paid to key management personnel</b>	<b>218.80</b>	<b>122.70</b>

**41.3** The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at year-end are unsecured, unless specified and settlement occurs in cash. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.



Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

## Note - 42 Fair Values

## 42.1 Financial Instruments by category:

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial assets and liabilities that are recognised in the financial statements.

## a) Financial Assets measured at fair value:

Particulars	(Rs. in Lakhs)	
	As at 31 <sup>st</sup> March 2019	As at 31 <sup>st</sup> March 2018
Financial Assets designated at fair value through profit or loss:-		
- Investments	4,055.48	3,053.89
	<u>4,055.48</u>	<u>3,053.89</u>

## b) Financial Assets designated at amortised cost:-

Particulars	(Rs. in Lakhs)			
	As at 31 <sup>st</sup> March 2019		As at 31 <sup>st</sup> March 2018	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets designated at amortised cost:-				
- Trade Receivable	2,406.80	2,406.80	2,445.22	2,445.22
- Cash and cash equivalents	20.22	20.22	52.38	52.38
- Bank Balance other than cash and cash equivalents	357.74	357.74	112.56	112.56
- Loans	27.24	27.24	7.25	7.25
- Others	188.07	188.07	134.39	134.39
	<u>3,000.07</u>	<u>3,000.07</u>	<u>2,751.80</u>	<u>2,751.80</u>

## c) Financial Liabilities designated at amortised cost:-

Particulars	(Rs. in Lakhs)			
	As at 31 <sup>st</sup> March 2019		As at 31 <sup>st</sup> March 2018	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Liabilities designated at amortised cost:-				
- Borrowings	25,666.72	25,666.72	995.47	995.47
- Trade Payable	1,023.92	1,023.92	1,101.48	1,101.48
- Other Financial Liabilities	2,487.20	2,487.20	11,365.14	11,365.14
	<u>29,177.84</u>	<u>29,177.84</u>	<u>13,462.09</u>	<u>13,462.09</u>

## **Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019**

### **42.2 Fair Valuation techniques used to determine fair value**

The Company maintains procedures to value its financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

- i) Fair value of cash and cash equivalents, other bank balances, trade receivables, trade payables, current loans, current borrowings, deposits and other current financial assets and liabilities are approximate at their carrying amounts largely due to the short-term maturities of these instruments.
- ii) The fair values of non-current borrowings, Security Deposits and Margin money are approximate at their carrying amount due to interest bearing features of these instruments.
- iii) Fair values of mutual fund are derived from published NAV (unadjusted) in active markets for identical assets.

### **42.3 Fair value hierarchy**

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques:-

- i) **Level 1 :-** Quoted prices / published NAV (unadjusted) in active markets for identical assets or liabilities. It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the balance sheet date and financial instruments like mutual funds for which net assets value (NAV) is published by mutual fund operators at the Balance Sheet date.
- ii) **Level 2 :-** Inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). It includes fair value of the financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the Company specific estimates. If all significant inputs required to fair value an instrument are observable then instrument is included in level 2.
- iii) **Level 3 :-** Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The following table provides hierarchy of the fair value measurement of Company's asset and liabilities, grouped into Level 1 (Quoted prices in active markets), Level 2 (Significant observable inputs) and Level 3 (Significant unobservable inputs) as described below:

Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

Particulars	(Rs. in Lakhs)		
	As at 31 <sup>st</sup> March 2019		
	Level 1	Level 2	Level 3
<b>Financial Assets designated at fair value through profit or loss:-</b>			
- Investments	4,055.48	-	-

Particulars	(Rs. in Lakhs)		
	As at 31 <sup>st</sup> March 2018		
	Level 1	Level 2	Level 3
<b>Financial Assets designated at fair value through profit or loss:-</b>			
- Investments	3,053.89	-	-

**Note - 43 Financial Risk Management objective and policies**

The Company is exposed to market risk, credit risk and liquidity risk. Risk management is carried out by the Company under policies approved by the board of directors. This Risk management plan defines how risks associated with the Company will be identified, analysed, and managed. It outlines how risk management activities will be performed, recorded, and monitored by the Company. The basic objective of risk management plan is to implement an integrated risk management approach to ensure all significant areas of risks are identified, understood and effectively managed, to promote a shared vision of risk management and encourage discussion on risks at all levels of the organization to provide a clear understanding of risk/benefit trade-offs, to deploy appropriate risk management methodologies and tools for use in identifying, assessing, managing and reporting on risks, and to determine the appropriate balance between cost and control of risk and deploy appropriate resources to manage/optimize key risks. Activities are developed to provide feedback to management and other interested parties (e.g. Audit committee, Board etc.). The results of these activities ensure that risk management plan is effective in the long term.

**43.1 Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: foreign currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, Trade Payable, deposits and investments.

The sensitivity analyses relate to the position as at 31<sup>st</sup> March 2019 and 31<sup>st</sup> March 2018.

The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations, provisions and on the non-financial assets and liabilities. The sensitivity of the relevant Statement of Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as at 31<sup>st</sup> March, 2019 and 31<sup>st</sup> March, 2018.

Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

## (a) Foreign exchange risk and sensitivity

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. The Company transacts business primarily in USD and EURO. The Company has obtained foreign currency loans and has foreign currency trade payables and receivables and is therefore, exposed to foreign exchange risk. The Company regularly reviews and evaluates exchange rate exposure arising from foreign currency transactions.

The following table demonstrates the sensitivity in the USD and EURO to the Indian Rupee with all other variables held constant. The impact on the Company's profit before tax due to changes in the fair values of monetary assets and liabilities is given below:

Unhedged Foreign currency exposure as at 31 <sup>st</sup> March, 2018	Currency	Amount in FC	(Rs. in Lakhs)
Trade Receivables	USD	38,351	24.94
Trade Receivables	EURO	3,99,639	322.20
Trade Payables	USD	4,31,955	280.96
Trade Payables	EURO	2,64,851	213.53
Borrowings and interest thereon	EURO	11,75,820	947.97

Unhedged Foreign currency exposure as at 31 <sup>st</sup> March, 2019	Currency	Amount in FC	(Rs. in Lakhs)
Trade Receivables	USD	1,88,752	130.56
Trade Receivables	EURO	4,70,127	365.30
Trade Payables	USD	4,79,500	331.68
Trade Payables	EURO	1,28,157	99.58
Borrowings and interest thereon	EURO	7,25,128	563.44

## Foreign currency sensitivity

2% increase or decrease in foreign exchange rates will have the following impact on profit before tax:-

Particulars	(Rs. in Lakhs)			
	2018-19		2017-18	
	2% Increase - Profit / (Loss)	2% Decrease - Profit / (Loss)	2% Increase - Profit / (Loss)	2% Decrease - Profit / (Loss)
USD	(4.02)	4.02	(5.12)	5.12
EURO	(5.95)	5.95	(16.79)	16.79
<b>Increase / (Decrease) in profit before tax</b>	<b>(9.97)</b>	<b>9.97</b>	<b>(21.91)</b>	<b>21.91</b>

## Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

### b) Interest rate risk and sensitivity :-

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company having non current borrowing in the form of Term Loan and Inter corporate deposit. Also, the Company is having current borrowings in the form of buyers credit and working capital facility. There is a fixed rate of interest in case of Inter corporate deposit, Bill of discounting and buyers credit hence, there is no interest rate risk associated with these borrowings. The Company is exposed to interest rate risk associated with Term Loan and working capital facility due to floating rate of interest.

The table below illustrates the impact of a 2% increase in interest rates on interest on financial liabilities assuming that the changes occur at the reporting date and has been calculated based on risk exposure outstanding as of date. The year end balances are not necessarily representative of the average debt outstanding during the year. This analysis also assumes that all other variables, in particular foreign currency rates, remain constant.

Particulars	(Rs. in Lakhs)			
	2018-19		2017-18	
	2% Increase - Decrease in PBT	2% Decrease - Increase in PBT	2% Increase - Decrease in PBT	2% Decrease - Increase in PBT
Working Capital Facility	(26.22)	26.22	(0.96)	0.96
<b>Increase / (Decrease) in profit before tax</b>	<b>(26.22)</b>	<b>26.22</b>	<b>(0.96)</b>	<b>0.96</b>

As Interest on Term loan has been capitalised, hence details of sensitivity has not been given.

The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

### c) Commodity price risk:-

The Company is exposed to the movement in price of key consumption materials in domestic and international markets. The Company entered into contracts for procurement of material, most of the transactions are short term fixed price contract and hence Company is not exposed to significant risk.

## 43.2 Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and other financial instruments.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default

## Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

occurring on asset as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business,
- ii) Actual or expected significant changes in the operating results of the counterparty,
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations,
- iv) Significant increase in credit risk on other financial instruments of the same counterparty,
- v) Significant changes in the value of the collateral supporting the obligation or in the quality of the third-party guarantees or credit enhancements."

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss. The Company measures the expected credit loss of trade receivables based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

### a) Trade Receivables:-

"The Company measures the expected credit loss of trade receivables, which are subject to credit risk, based on historical trend, industry practices and the business environment in which the entity operates and adjusted for forward looking information. Loss rates are based on actual credit loss experience and past trends.

The Company has used practical expedient by computing the expected credit loss allowance for trade receivables based on provision matrix. The provision matrix taken into account historical credit loss experience and adjusted for forward looking information. The expected credit loss allowance is based on ageing of the days the receivables are due.

The following table summarizes the Gross carrying amount of the trade receivable and provision made.

Particulars	(Rs. in Lakhs)			
	March 31, 2019		March 31, 2018	
	Gross Carrying Amount	Loss Allowance	Gross Carrying Amount	Loss Allowance
Trade Receivables	2,423.68	16.88	2,468.83	23.61

## Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

The following table summarizes the changes in the Provisions made for the receivables:

Particulars	(Rs. in Lakhs)	
	March 31, 2019	March 31, 2018
Opening balance	23.61	13.05
Provided during the year (net of write off)	3.82	10.56
Reversals of provisions	(10.55)	-
<b>Closing Balance</b>	<b>16.88</b>	<b>23.61</b>

### b) Financial instruments and cash deposits:-

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances are maintained. Credit risk from balances with bank is managed by the Company's finance department. Investment of surplus funds are also managed by finance department. The Company does not maintain significant cash in hand. Excess balance of cash other than those required for its day to day operations is deposited into the bank/liquid Mutual Fund.

For other financial instruments, the finance department assesses and manage credit risk based on internal assessment. Internal assessment is performed for each class of financial instrument with different characteristics.

### 43.3 Liquidity risk.

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times, maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company relies operating cash flows and short term borrowings in the form of buyers credit and working capital to meet its needs for funds. Company does not breach any covenants (where applicable) on any of its borrowing facilities. The Company has access to a sufficient variety of sources of funding as per requirement.

The table below provides undiscounted cash flows towards financial liabilities into relevant maturity based on the remaining period at the balance sheet to the contractual maturity date.

(Rs. in Lakhs)						
Particulars	on Demand	Maturity				Total
		0 - 3 Months	3 - 6 Months	6 - 12 months	More than 1 year	
As at 31 <sup>st</sup> March, 2018						
Short term borrowings	48.16	-	-	947.31	-	995.47
Trade Payable	-	1,101.48	-	-	-	1,101.48
Other	365.20	251.83	212.15	10,535.96	-	11,365.14
<b>Total</b>	<b>413.36</b>	<b>1,353.31</b>	<b>212.15</b>	<b>11,483.27</b>	<b>-</b>	<b>13,462.09</b>

Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

(Rs. in Lakhs)						
Particulars	on Demand	Maturity				Total
		0 - 3 Months	3 - 6 Months	6 - 12 months	More than 1 year	
As at 31 <sup>st</sup> March, 2019						
Non current borrowings	-	-	-	-	23794.08	23,794.08
Short term borrowings	1,310.94	-	-	561.70	-	1,872.64
Trade Payable	-	1,023.92	-	-	-	1,023.92
Other	345.21	1,557.23	583.03	1.73	-	2,487.20
<b>Total</b>	<b>1,656.15</b>	<b>2,581.15</b>	<b>583.03</b>	<b>563.43</b>	<b>23,794.08</b>	<b>29,177.84</b>

## 43.4 Competition and price risk

The Company faces competition from local and foreign competitors. Nevertheless, it believes that it has competitive advantage in terms of high quality products and by continuously upgrading its expertise and range of products to meet the needs of its customers.

## Note - 44 Capital Management

For the purpose of Company's capital management, capital includes issued capital, all other equity reserves and debts. The primary objective of the Company's capital management is to maximise shareholders value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The Company monitors capital using gearing ratio, which is net debt divided by total capital (equity plus net debt). Net debt are non-current and current debts as reduced by cash and cash equivalents, other bank balances and current investments. Equity comprises all components including other comprehensive income.

Particulars	(Rs. in Lakhs)	
	As at 31 <sup>st</sup> March 2019	As at 31 <sup>st</sup> March 2018
Total Debt	25,666.72	11,530.77
Less:- Cash and cash equivalent	20.22	52.38
Less:- Current Investments	4,055.48	3,053.89
<b>Net Debt</b>	<b>21,591.02</b>	<b>8,424.50</b>
Equity ( Equity Share Capital plus Other Equity)	9,768.74	6,891.14
<b>Total Capital ( Equity plus net debts)</b>	<b>31,359.76</b>	<b>15,315.64</b>
<b>Gearing ratio</b>	<b>68.85%</b>	<b>55.01%</b>



## Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019

### Note - 45 Segment Information

**45.1** The Company is engaged only in the business of manufacture of Flat Glass which is a single segment in terms of Indian Accounting Standard 'Operating Segments (Ind AS-108).

### 45.2 Revenue from Operations

(Rs. in Lakhs)

Particulars	For the Year Ended 31 <sup>st</sup> March, 2019	For the Year Ended 31 <sup>st</sup> March, 2018
India	17,041.87	16,349.10
Outside India	4,634.31	3,632.13
	<b>21,676.18</b>	<b>19,981.23</b>

**45.3** No single customer has accounted for more than 10% of the Company revenue for the year ended 31<sup>st</sup> March, 2019 and 31<sup>st</sup> March 2018.

**45.4** No Non-Current Assets of the Company is located outside India as on 31<sup>st</sup> March, 2019 and 31<sup>st</sup> March 2018.

### Note - 46 Transitional Provision – Ind AS 115 – Revenue from Contracts with Customer:

**46.1** In accordance with the transition provisions in Ind AS -115, the Company has adopted the modified retrospective method. As per modified retrospective method, adjustments to the transition provision has been made in respective item as at 1<sup>st</sup> April, 2018 with corresponding Impact to equity net of tax. Details of changes made in item along with equity have given in below table.

Particulars	(Rs. in Lakhs) As at 1 <sup>st</sup> April 2018
<b>Assets</b>	
Decrease in Trade and other Receivables	(599.84)
Increase in Inventories	434.84
<b>Total Assets</b>	<b>(165.00)</b>
<b>Liabilities</b>	
Decrease in Provisions	(2.67)
Deferred Tax Liabilities	(47.26)
<b>Total Liabilities</b>	<b>(49.93)</b>
<b>Net impact on retain earning { Increase / (Decrease) }</b>	<b>(115.07)</b>

### Note - 47 Standards issued but not effective :

On March 30, 2019, the Ministry of Corporate Affairs (MCA) has notified Ind AS 116 – Leases and certain amendment to existing Ind AS. These amendments shall be applicable to the Company from April 01, 2019.

**Notes to the Financial Statement for the year ended 31<sup>st</sup> March, 2019****a) Issue of Ind AS 116 - "Leases"**

Ind AS 116 will replace the existing leasing standard i.e. Ind AS 17 and related interpretations. Ind AS 116 introduces a single lessee accounting model and requires lessee to recognize assets and liabilities for all leases with non-cancellable period of more than twelve months except for low value assets. Ind AS 116 substantially carries forward the lessor accounting requirement in Ind AS 17.

**b) Amendment to Existing issued Ind AS**

The MCA has also notified certain amendments to the following Accounting Standards:

- i. Ind AS 103 – Business Combinations
- ii. Ind AS 109 - Financial Instruments
- iii. Ind AS 12 – Income Taxes
- iv. Ind AS 19 – Employee Benefits
- v. Ind AS 23 – Borrowing Costs

Applications of the above standards are not expected to have any significant impact on the Company's financial statements.

**Note - 48** The Management and authorities have the power to amend the Financial Statements in accordance with section 130 and 131 of The Companies Act, 2013.

**Note - 49** The Board of Directors of the Company at its meeting held on 18<sup>th</sup> June, 2018 approved a Composite Scheme of Amalgamation and Arrangement which provides for: (a) Amalgamation of Vylene Glass Works Limited, Fennel Investment and Finance Private Limited and Gujarat Borosil Limited with Borosil Glass Works Limited ('BGWL') and (b) Demerger of the Scientific and Industrial products and Consumer products businesses into Borosil Limited (Formerly known as Hopewell Tableware Limited) - a wholly owned subsidiary of BGWL. The appointed date is 1<sup>st</sup> October, 2018. As directed by the Mumbai Bench of the National Company Law Tribunal ('NCLT, Mumbai') by an order dated March 29, 2019 under sub-section (1) of section 230 of the Companies Act, 2013, meetings of the various stakeholders will be held on 14<sup>th</sup> May, 2019 and 15<sup>th</sup> May, 2019 to consider above Composite Scheme.

**Note - 50** Previous Year figures have been regrouped and rearranged wherever necessary.

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As per our report of even date

For and on behalf of the Board of Directors

**For CHATURVEDI & SHAH LLP**  
Chartered Accountants  
(Firm Registration no. 101720W/W100355)

**Sunil Kumar Roongta**  
Chief Financial Officer

**P.K. Kheruka**  
Chairman  
DIN-00016909

**R. Korla**  
Partner  
Membership No. 035629

Place : Mumbai  
Date : 7<sup>th</sup> May, 2019

**Kishor Talreja**  
Company Secretary  
Membership No. F7064

**Ramaswami Velayudhan Pillai**  
Whole-time Director  
DIN-00011024

## FINANCIAL HIGHLIGHTS

Particulars	Year Ended 31.03.2019 (Rs. in Lakhs)	Year Ended 31.03.2018 (Rs. in Lakhs)	Increase / Decrease (Rs. in Lakhs)	%
Net revenue from operations	21676	19981	1695	8%
Other Income	345	350	-5	-2%
Profit/(Loss) before interest, depreciation and tax	4537	3908	629	16%
Interest	1330	1377	-47	-3%
Depreciation	1789	1668	121	7%
Net Profit/(Loss) before tax and exceptional items	1418	863	554	64%
Exceptional items- Income/(Expenditure)	0	-195	195	-100%
Provision for Current Tax	1089	31	1058	3381%
Provision for deferred tax liability /(Asset) created	-680	-55	-625	1135%
OCI	-8	4	-12	-283%
Total Comprehensive Income	1001	696	304	44%
Add: Balance brought forward from last year	-1089	-1781	692	-39%
Add: Adjustment of Depreciation	-115	0	-115	0%
Balance carried to the Balance sheet	-195	-1089	893	-82%

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**GUJARAT BOROSIL LIMITED**

CIN:L26100MH1988PLC316817

Regd. Office: 1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East),  
Mumbai -400 051, Maharashtra

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL  
Joint shareholders may obtain additional Slip at the venue of the meeting.

**ATTENDANCE SLIP**

DP Id \* \_\_\_\_\_ Folio No. \_\_\_\_\_  
Client Id \* \_\_\_\_\_ No. of shares \_\_\_\_\_

NAME AND ADDRESS OF THE SHAREHOLDER:  
NAME AND ADDRESS OF THE PROXYHOLDER:

I hereby record my presence at the **30<sup>th</sup> ANNUAL GENERAL MEETING** of the Company held on Thursday,  
December 26, 2019 at 1.30 p.m. at Sasmira Auditorium, 3<sup>rd</sup> Floor, Sasmira Marg, Dr. Annie Besant Road,  
Worli, Mumbai - 400 030.

\*Applicable for investors holding shares in electronic form.

\_\_\_\_\_  
Signature of Shareholder/proxy

**PROXY FORM**

[Pursuant to section 105(6) of the Companies  
Act, 2013 and rule 19(3) of the Companies  
(Management and Administration) Rules, 2014]

**GUJARAT BOROSIL LIMITED**

CIN:L26100MH1988PLC316817

Regd. Office: 1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East),  
Mumbai -400 051, Maharashtra

Name of the member(s):	e-mail Id:
Registered address:	Folio No./*Client Id:
	*DP Id:

I/We, being the member(s) of .....shares of the above Company, hereby appoint:

- 1) Name \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him
- 2) Name \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_ or failing him
- 3) Name \_\_\_\_\_ Address : \_\_\_\_\_  
E-mail ID: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30<sup>th</sup> Annual General Meeting of the Company, to be held on Thursday, December 26, 2019 at 1.30 p.m. at Sasmira Auditorium, 3<sup>rd</sup> Floor, Sasmira Marg, Dr. Annie Besant Road, Worli, Mumbai - 400 030 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
1. Adoption of Audited Financial Statement, Reports of the Board of Directors and Auditors for the year ended March 31, 2019		
2. Re-appointment of Mr. Ashok Jain who retires by rotation		
3. Ratification of Remuneration of the Cost Auditors.		
4. Appointment of Mr. Shreevar Kheruka as a regular Director of the Company		
5. Re-appointment of Mrs. Shalini Kamath as an Independent Director of the Company, not liable to retire by rotation, for second term of 5 (Five) years with effect from November 03, 2019		
6. Appointment of Mr. Raj Kumar Jain as a Regular Director in Independent Director category, not liable to retire by rotation, for first term of 2 (two) years with effect from February 07, 2019.		
7. Appointment of Mr. Pradeep V Bhide as a Regular Director in Independent Director category, not liable to retire by rotation, for first term of 5 (five) years with effect from April 01, 2019.		
8. Appointment of Mr. Haigreve Khaitan as a Regular Director in Independent Director category, not liable to retire by rotation, for first term of 5(five) years with effect from April 03, 2019.		
9. Appointment of Mr. Asif Syed Ibrahim as a Regular Director in Independent Director category, not liable to retire by rotation, for first term of 5 (five) years with effect from April 03, 2019.		
10. Appointment and terms of remuneration of Mr. Ashok Jain as Whole Time Director and Key Managerial Personnel of the Company.		

\* Applicable for investors holding shares in electronic form.

Affix  
Revenue  
Stamp

Signed this.....day of .....2019

Signature of shareholder

Signature of First Proxy holder

Signature of Second Proxy holder

Signature of Third Proxy holder

**Notes:**

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the Commencement of the meeting.**
- A Proxy need not be a member of the Company.**
- A Person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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.
- This is only optional, please put a 'x' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.

## E-MAIL REGISTRATION FORM

### FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM

To  
**Universal Capital Securities Pvt. Ltd**  
Unit: Gujarat Borosil Limited,  
21, Shakil Nivas,  
Mahakali Caves Road,  
Andheri (East), Mumbai-400 093.  
Tel No.022-28207203/ 28207204/ 28207205

Dear Sir/s,

#### Re: Registration of e-mail ID for receiving communications in electronic form

I/We am/are a shareholder of the Company. I/We want to receive all communication from the Company including AGM and other General Meeting notices and explanatory statement(s) thereto, Balance Sheets, Director's reports, Auditor's Reports etc. through email. Please register my e-mail ID, set out below, in your records for sending communication through e-mail:

Folio No. : .....  
Name of 1st Registered Holder : .....  
Name of Joint Holder(s) : .....  
Address : .....  
Pin code : .....  
E-mail ID (to be registered) : .....  
Contact Tel. Nos. : Mobile : .....  
Land Line : .....

PAN NO.

Date : .....

Signature : .....

#### Important Notes:

- 1) On registration, all the communication will be sent to the e-mail ID registered in the folio
- 2) The form is also available on the website of the company **www.gujaratborosil.com**
- 3) Any change in email ID, from time to time, may please be registered in the records of the Company.

### FOR SHAREHOLDERS HOLDING SHARES IN DEMAT FORM

Members holding shares in demat form may register the e-mails with their respective depository participant.

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[illegible]



BY SPEED POST / COURIER / REGISTERED POST

To,

**GUJARAT BOROSIL**

**GUJARAT BOROSIL LIMITED**

If undelivered, please return to :

**Universal Capital Securities Pvt. Ltd.**

Unit : Gujarat Borosil Limited

21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai - 400 093.

Ph: 022- 2820 7203 / 2820 7204 / 2820 7205