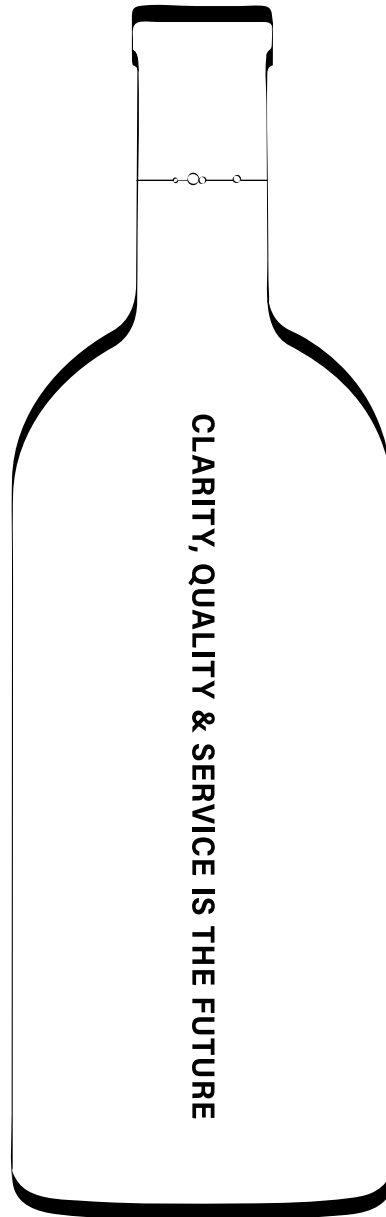


NOTICE

Wednesday, September 14, 2022

at 11.30 a.m.

through Video Conferencing [VC] / Other Audio Visual Means [OAVM]



31ST ANNUAL GENERAL MEETING | 2021-22



HALDYN GLASS LIMITED

CIN : L51909GJ1991PLC015522

Registered Office: Village Gavasad, Taluka Padra, Dist. Vadodara – 391 430, Gujarat

Tel: 02662 242339, **Fax:** 02662 245081, **E-mail:** baroda@haldyn.com, **Web:** www.haldynglass.com

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting ["AGM"] of the Members of **Haldyn Glass Limited** will be held on Wednesday, September 14, 2022 at 11.30 a.m. through Video Conferencing ["VC"/ Other Audio Visual Means ["OAVM"], to transact the following business:

ORDINARY BUSINESS

1. **To consider and adopt [a] the Audited Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon; and [b] the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the Report of the Auditors thereon and, in this regard, to pass the following resolutions as an Ordinary Resolutions:**

- a) **"RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon, laid before this Meeting, be and are hereby considered and adopted."
- b) **"RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022 and the Report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. **To declare a dividend of 60% i.e. ₹ 0.60 [sixty paise only] per Equity Share of ₹ 1.00 [one rupee] each for the financial year ended March 31, 2022 and in this regard, to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT a dividend at the rate of 60% i.e. ₹ 0.60 [sixty paise only] per Equity Share of ₹ 1.00 [one rupee] each, fully paid of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2022 and the same be paid out of the profits of the Company for the financial year ended March 31, 2022."

3. To appoint a Director in place of Mr. N. D. Shetty [DIN: 00025868], having age of 82 years, who retires by rotation and being eligible, offers himself for re-appointment.

4. **Appointment of M/s. KNAV & Co. LLP, Chartered Accountants [Firm Registration No. 120458W / W100679], as Statutory Auditors of the Company for a period of 5 [five] years:**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies [Audit and Auditors] Rules, 2014 [including any statutory modification[s] or re-enactment thereof for the time being in force], and pursuant to the recommendations of the audit committee and the Board of Directors of the Company, M/s. KNAV & Co. LLP, Chartered Accountants, having Firm Registration No. 120458W / W100679, be and are hereby appointed as Statutory Auditors of the Company for a term of five consecutive years, in the place of M/s. Mukund M. Chitale & Co. [Firm Registration No. 106655W], Chartered Accountants, the retiring statutory auditors, to hold the office from the conclusion of this 31st AGM till the conclusion of the 36th AGM of the Company to be held in the year 2027, on such remuneration plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred for the purpose of audit, as may be mutually agreed between the Board of Directors and the Statutory Auditors.

RESOLVED FURTHER THAT the Board of Directors, [including its committees thereof], be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

5. To approve payment of remuneration to Non-Executive Directors as well as Independent Directors by way of Commission:

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

"RESOLVED THAT pursuant to the provisions of Section 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and applicable provisions of SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 [including any statutory modification[s] or re-enactment[s] thereof for the time being in force] and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to pay remuneration by way of commission or otherwise to the Non-Executive Directors as well as Independent Directors of the Company for the financial year 2021-22 at an amount not exceeding 2% of the net profits of the Company computed in accordance with the provisions of Section 198 of the Companies Act, 2013 and the said remuneration is in addition to sitting fees and reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof and the said remuneration be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company;

RESOLVED FURTHER THAT the total overall managerial remuneration payable to all the directors of the Company in any financial year shall be in compliance with Section 197 and other applicable provisions of the Act;

RESOLVED FURTHER THAT the Board of Directors, [including its committees thereof], be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

6. To approve Material Related Party Transaction[s] with Haldyn Corporation Limited:

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

"RESOLVED THAT pursuant to Section 177, 188 and other applicable provisions of the Companies Act, 2013 ["the Act"] read with the rules framed thereunder and in terms of requirements of Regulation 2 [1] [zc], Regulation 23 of the Securities and Exchange Board of India [Listing Obligations and Disclosure Requirements] Regulations, 2015 ["SEBI Listing Regulations"] [including any statutory amendment[s] or re-enactment[s] thereof, for the time being in force, if any] and the Company's Policy on Related Party Transaction[s] as well as subject to such approval[s], consent[s] and/or permission[s], sanctions of any authorities as may be necessary and based on the recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members be and is hereby accorded to the Board of Directors of the Company [hereinafter referred to as "Board", which term shall be deemed to include any duly authorized Committee constituted /empowered by the Board, from time to time, to exercise its powers conferred by this resolution], for entering into and / or carrying out and / or continuing with existing contracts / arrangements/ transactions [whether individual transaction or transaction[s] taken together or series of transaction[s] or otherwise] for purchase and sale of material / utility, sale of furnace oil, arrangement for use of intellectual property rights [trade mark] and arrangement for use / occupation of office premises including maintenance charges with Haldyn Corporation Limited, being a related party of the Company [in which Mr. N. D. Shetty - Executive Chairman, Mr. Rohan Ajila - Non-Executive Director and Mr. Tarun Shetty - Managing Director of the Company through relative, are interested], whether by way of continuation[s] or renewal[s] or extension[s] or modification[s] of earlier/ arrangements/transactions or as fresh and independent transaction[s] or otherwise during the financial year 2022-2023, as per the details set out in the explanatory statement annexed to this notice, for an aggregate value of upto ₹ 5,000 lakhs [Rupees Five Thousand Lakhs], subject to the said contract[s]/ arrangement[s]/ transaction[s] being carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board be and is hereby severally authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/ arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite forms with the regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person[s] to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolution[s], be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors

Dhruv Mehta

Company Secretary
ACS - 46874

Registered Office:

Haldyn Glass Limited

CIN: L51909GJ1991PLC015522

Village Gavasad, Taluka Padra

Dist. Vadodara - 391430, Gujarat

E-mail: baroda@haldyn.com

Web: www.haldynglass.com

Place: Mumbai

Date: August 11, 2022

NOTES :

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Securities and Exchange Board of India ["SEBI"] Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and all other relevant circulars issued from time to time, physical attendance of the members to the AGM venue is not required and general meeting be held through video conferencing ["VC"] or other audio visual means ["OAVM"].
2. The relevant details as required under Regulation 36[3] of the SEBI [Listing Obligations and Disclosure Requirements] Regulations, 2015 ["Listing Regulations"] and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this AGM are also annexed to this notice.
3. Pursuant to the provisions of the Companies Act, 2013 ["Act"] a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of the AGM are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting pursuant to Section 113 of the Companies Act, 2013 ["the Act"].
4. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies [Management and Administration]

Rules, 2014 [as amended] and Regulation 44 of the Listing Regulations and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and May 05, 2022, the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services [India] Limited ["CDSL"] for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by CDSL.

6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders [Shareholders holding 2% or more shareholding], Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. Institutional/Corporate Shareholders [i.e. other than HUF, NRI etc] intending to attend the meetings through their authorized representatives are requested to send a scanned copy [PDF/JPG Format] of certified true copy of the Board Resolution to the Company authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through e-voting, to the Scrutinizer through e-mail at csdoshiac@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com and to the Company at cosec@haldyn.com
8. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company's Registrar and Share Transfer Agent – Universal Capital Securities Private Limited ["RTA"] / Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website at www.haldynglass.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of Company's RTA at www.unisec.in. Members who have not registered their e-mail ids are requested to refer to note no. 27 regarding e-voting instructions.
9. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in dematerialised form, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participants and Members holding shares in physical form are requested to update their e-mail addresses with our RTA, Universal Capital Securities Private Limited at info@unisec.in for receiving all communication, including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, September 8, 2022 to Wednesday, September 14, 2022 [both days inclusive] in terms of the provisions of Section 91 of the Act and as per the provisions of Regulation 42 of the Listing Regulations for annual closing.
11. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection during the meeting in electronic mode and the same may be accessed upon during the AGM on the website of the CDSL at www.evotingindia.com.
12. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company at least ten days prior to the date of AGM at cosec@haldyn.com. The same will be replied by the Company suitably.
13. Subject to the approval of the Members at the AGM, the dividend will be paid on or after September 21, 2022 to the Members whose names appear on the Company's Register of Members as on Wednesday, September 7, 2022 ["Record Date"] and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited and Central Depository Services [India] Limited as beneficial owners as on that date.

Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account

details. Dividend warrants / demand drafts will be despatched to the registered address of the shareholders who have not updated their bank account details.

14. Under the system of payment of dividend through NECS, the shareholders get the credit of dividend directly in their designated bank account. This ensures direct and immediate credit with no chance of loss of warrant in transit or its fraudulent encashment. Shareholders holding shares in physical form and desirous of availing NECS facility are requested to furnish particulars of their bank account [including 9 digit MICR code] to the Company's RTA and in respect of shares held in demat [electronic] form such particulars should be furnished to respective Depository Participants.
15. SEBI has amended Regulation 40 of Listing Regulations, pursuant to which securities can be transferred only in dematerialized form. However, it is clarified that members can continue holding shares in physical form. Transfer of securities in demat form will facilitate convenience and ensure safety of transactions for investors. Members holding shares in physical form are requested to convert their holding[s] to dematerialized form to eliminate all risk associated with physical shares.
16. Members holding shares in physical mode:
 - a) are requested to submit their Permanent Account Number [PAN] and bank account details to the Company/ RTA, if not registered with the Company as mandated by SEBI.
 - b) are requested to intimate any change in address or bank mandates to the Company/ RTA.
17. Members holding shares in electronic mode:
 - a) are requested to submit their Permanent Account Number [PAN] and bank account details to their respective Depository Participants [DP] with whom they are maintaining their demat accounts.
 - b) are requested to intimate any change in address or bank mandates to their respective DP's.
18. Non- Resident Indian members are requested to inform RTA, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete.
19. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
20. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f. April 01, 2020 and the Company is required to deduct income tax from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ["the IT Act"]. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and the amendments thereof. In general, Members are requested to complete and / or update their Residential Status, Permanent Account Number ['PAN'] and Category as per the IT Act with their Depository Participants ['DPs'] or in case shares are held in physical form, with the Company's RTA.

A Resident individual member with PAN and who is not liable to pay Income Tax can submit a yearly declaration in Form no. 15G / 15H, to avail the benefit of non-deduction of tax at source by sending documents by e-mail to cosec@haldyn.com or haldyntds@unisec.in on or before September 8, 2022. Members are requested to note that, inter-alia in case the PAN duly linked with Aadhar is not registered or declarations with requisite information are not provided, the tax will be deducted at higher rate of 20%.

Non-resident members can avail beneficial rates under tax treaty between India and their Country of residence, subject to providing necessary documents. i.e. self-attested copy of PAN Card [if available], No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F or any other documents which may be required to avail the tax treaty benefits by sending documents by e-mail to cosec@haldyn.com or haldyntds@unisec.in on or before September 8, 2022.

No communication / documents on the tax determination / deduction for the purpose of final dividend shall be considered after September 8, 2022

21. The company has transferred the unpaid or unclaimed dividends declared up to financial year 2013-14, from time to time, to the Investor Education and Protection Fund ["IEPF"] established by the Central Government. Dividend for the financial year 2014-15 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred by the Company to IEPF. Members who have not so far encashed dividend warrant[s] / dividend draft[s] for the year ended 2014-15 are requested to seek issue of duplicate warrant[s] / fresh dividend draft[s] by writing to the Company's RTA immediately. The Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on September 23, 2021 [date of the previous AGM] on the website of the Company and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
22. Adhering to the various requirements set out in the Investor Education and Protection Fund Authority [Accounting, Audit, Transfer and Refund] Rules, 2016, as amended, the Company has, during the financial year 2021-22, transferred to the IEPF Authority all shares in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer, i.e. October 15, 2021. Details of shares transferred to the IEPF Authority are available on the website of the Company and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
23. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/investors are advised to visit the web link: <http://iepf.gov.in/IEPFA/refund.html> or contact RTA for lodging claim for refund of shares and / or dividend from the IEPF Authority.
24. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website www.haldyn.com. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to the Company/RTA in case the shares are held in physical form.
25. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.
26. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

27. **E voting instructions**

Voting process and instruction regarding remote e-voting:

Section A: Voting process:

Members should follow the following steps to cast their votes electronically:

Login method for e-voting and joining virtual meeting for individual members holding shares in demat form:

- [i] Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of the Listing Regulations, listed companies are required to provide remote e-voting facility to its members, in respect of all members' resolutions.

Currently, there are multiple e-voting service providers [ESPs] providing e-voting facility to listed companies in India.

This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the members.

In order to increase the efficiency of the voting process, all the demat account holders have been enabled for e-voting by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs.

- [ii] Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, login method for e-Voting and joining virtual meetings for Individual shareholders holding shares in Demat mode is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL	1] Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. 2] After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3] If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4] Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.
Individual Members holding securities in demat mode with NSDL	1] If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com . Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of Members	Login Method
	<p>2] If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3] Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder / Member' section. A new screen will open. You will have to enter your User ID [i.e. 8 Character DPID followed by 8 Character Client ID], Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual members [holding shares in demat mode] through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL:

Login type	Helpdesk details
Individual Members holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Members holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Login method for e-voting and joining virtual meeting for members other than individual members holding shares in demat form:

- Step 1: Open the web browser during the voting period and log on to the e-voting website: www.evotingindia.com.
- Step 2: Click on "Shareholders" to cast your vote[s].
- Step 3: Please enter User ID
 - [i] For account holders in CDSL: Your 16 digits beneficiary ID.
 - [ii] For account holders in NSDL: Your 8 Character DP ID followed by 8 digits Client ID.

[iii] Members holding shares in Physical Form should enter Folio Number registered with the Company.

Step 4: Enter the Image Verification as displayed and Click on “Login”.

Step 5: If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you have forgotten the password, then enter the User ID and the image verification code and click on “FORGOT PASSWORD” and enter the details as prompted by the system.

Step 6: Follow the steps given below if you are first time user:

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department [Applicable for both demat shareholders as well as physical shareholders] <ul style="list-style-type: none"> ▪ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth [DOB]	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. <ul style="list-style-type: none"> ▪ 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.

Step 7: After entering these details appropriately, click on “SUBMIT” tab.

Step 8: 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.

Step 9: For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Step 10: Click on the EVSN for the HALDYN GLASS LIMITED on which you choose to vote.

Step 11: On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES / NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

Step 12: Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

Step 13: After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

Step 14: Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote. You can also take out print of the voting done by you by clicking on “Click here to print” option on the voting page.

Section B: Other instruction regarding remote e-voting:

[i] The remote e-Voting period begins on Saturday, September 10, 2022 [09:00 A.M.] and ends on Tuesday, September 13, 2022 [05:00 P.M.]. During this period Members of the Company, holding shares either in physical form or in

dematerialized form, as on the cut-off date [record date] i.e. September 7, 2022, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- [ii] Non-Individual Shareholders and Custodians [i.e. other than Individuals, HUF, NRI etc.] are additionally required to note and follow the instructions mentioned below:
- They are required to log on to 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
 - After receiving the login details, user would be able to link the account[s] for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.

- [iii] Non-Individual shareholders [i.e. other than Individuals, HUF, NRI etc.] are required to upload the following in PDF Format in the system for the scrutinizer to verify the same:

- Copy of Board resolution [where institution itself is voting]
- Power of Attorney issued in favour of the Custodian as well as the Board resolution of the Custod

Alternatively, Non-Individual members are required to send the relevant Board Resolution / Authority Letter etc. together with attested specimen signature of the duly authorised signatories who are authorised to vote, to the scrutinizer at the e-mail id csdoshiac@gmail.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

- [iv] Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat account.
- [v] 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, under help section or contact Mr. Rakesh Dalvi, Manager, CDSL, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compounds, N. M. Joshi Marg, Lower Parel [East], Mumbai – 400013 or write an email to helpdesk.evoting@cdslindia.com or calling on 022-23058738 or 022-23058543 or 022-23058542 during working hours on all working days.

Voting process and instruction regarding e-voting at AGM are as under:

- [i] The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- [ii] Only those Members, who will be present in the AGM through VC / OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available in the AGM.
- [iii] Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Instruction for members for attending the AGM through VC / OAVM are as under:

- [i] The link for VC / OAVM to attend the AGM will be available where the EVSN of the Company will be displayed after successful login as per instruction mentioned above for remote e-voting.
- [ii] Members are encouraged to join the Meeting through Laptops / IPads for better experience. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

- [iii] For ease of conduct, Members who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request atleast 10 days prior to the date of meeting mentioning their name, demat account number / folio number, email id, mobile number at cosec@haldyn.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number / folio number, email id, mobile number at cosec@haldyn.com. These queries will be replied to by the company suitably by email.
 - [iv] Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
28. Mr. Ashish C. Doshi, Partner of SPANJ & ASSOCIATES, Company Secretaries, have been appointed as the scrutinizer to scrutinize the e-voting process [both remote e-voting and e-voting at AGM] in a fair and transparent manner.
29. The Scrutinizer, after scrutinizing the votes cast through remote e-voting and through e-voting at the AGM, will not later than three days of the conclusion of the meeting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or the Company Secretary. The results declared along with the consolidated Scrutiniser's Report shall be placed on the website of the Company at www.haldynglass.com after the declaration of results. The results shall also be simultaneously communicated to the stock Exchanges.
30. Subject to receipt of the requisite number of votes, the resolutions shall be deemed to have been passed on the date of the meeting, i.e. September 14, 2022.

Explanatory Statement

Pursuant to Section 102[1] of the Act

Item No. 4

The members of the Company at the 29th AGM held on September 30, 2020, had re-appointed M/s. Mukund M. Chitale & Co., Chartered Accountants, as Statutory Auditors of the Company for a second term for two years from the conclusion of 29th AGM till the conclusion of the 31st AGM.

Pursuant to the provisions of Section 139 of the Act, an audit firm shall act as a Statutory Auditors of the Company for not more than two terms.

In view of the above, the two terms of M/s. Mukund M. Chitale & Co., Chartered Accountants, as Statutory Auditors of the Company will get completed at the ensuing 31st AGM. To comply with the provisions of the Act, Audit Committee and the Board of Directors at its Meeting held on August 11, 2022, recommended for the approval of the Members, the appointment of M/s. KNAV & Co. LLP, Chartered Accountants, having Firm Registration No. 120458W / W100679, as Statutory Auditors of the Company for a term of 5 [five] consecutive years, from the conclusion of this AGM till the conclusion of the 36th AGM of the Company to be held in the year 2027.

The Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and found M/s. KNAV & Co. LLP, Chartered Accountants, to be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. Mukund M. Chitale & Co., Chartered Accountants, retiring Statutory Auditors, was paid a total fee of ₹ 19.36 lakhs for the financial ended March 31, 2022. M/s. KNAV & Co. LLP, Chartered Accountants, proposed Statutory Auditors will be paid a fee of ₹ 20 lakhs (exclusive of out-of-pocket expense) for the financial year ending March 31, 2023. The Board, in consultation with the audit committee shall approve the revisions in the remuneration of the Statutory Auditors for the remaining part of the tenure.

M/s. KNAV & Co. LLP, Chartered Accountants, have given their consent to act as Statutory Auditors of the Company and have confirmed that the said re-appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act. They have also confirmed that they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, are interested in the proposed resolution as set out in Item No. 4 of the notice.

Accordingly, the Board recommends the Ordinary Resolution as set out in item No. 4 of the notice for approval by the Members.

Item No. 5

The Company's Non-Executive as well as Independent Directors are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, financial governance, corporate governance, information technology amongst others.

Pursuant to Section 197 of the Act, the Company can pay Commission to Non-Executive and Independent Director, not exceeding 1% of the net profit of the Company, calculated in accordance with the provisions of the Act, without obtaining members approval. However, if Company want to pay commission in excess of said limit of 1% of the net profit of the Company, then members' approval is required.

Considering the rich experience and expertise brought to the Board by the Non-Executive as well as Independent Directors, it is proposed that remuneration by way of commission or otherwise, not exceeding 2% [two percent] of the net profit of the Company, calculated in accordance with the provisions of the Act, be paid to all Non-Executive as well as Independent Directors as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, for the financial year 2021-22. Such payment of remuneration shall be in addition to the sitting fees for attending Board/Committee meetings.

This remuneration will be distributed amongst all five Non-Executive and Independent Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Act.

None of the Directors, Key Managerial Personnel or their respective relatives, except all of the Non-Executive as well as Independent Directors of the Company to whom the resolution relates are concerned, are interested in the Resolution mentioned at Item No. 5 of the notice.

Accordingly, the Board recommends the resolution set forth in Item No. 5 for approval of the members by way of Special Resolution.

Item No. 6

The provisions of the SEBI Listing Regulations, as amended by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, shall require prior approval of Members by means of an ordinary resolution for all material related party transactions, even if such transactions are in the ordinary course of business of the concerned company and on arm's length basis. A transaction with a related party shall be considered as material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed(s) ₹ 1,000 crores, or 10% of the annual consolidated turnover as per the last audited financial statements of the listed entity, whichever is lower.

In the financial year 2022-23, the related party transactions as mentioned below, in the aggregate, are expected to cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions to be undertaken by the Company. All the transactions to be entered into would be in the ordinary course of business of the Company and on an arm's length basis.

The Company proposes to enter into transactions with its related party as mentioned in Resolution in Item no. 6 of the Notice, during the financial year 2022-2023, as per the terms and conditions as mutually agreed upon between the parties. The Audit Committee of the Company has approved the said related party transactions and has noted that although the proposed related party transactions are in the ordinary course of business of the Company and shall be entered into at an arm's length basis, they may, in aggregate, cross the applicable materiality thresholds as mentioned above. Accordingly, as per the SEBI Listing Regulations, prior approval of the Members is being sought for all such arrangements / transactions to be undertaken by the Company.

Information required under Regulation 23 of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 is provided herewith:

Sr. No.	Particulars	Details	
1	Name of the Related Party and its relationship with the listed entity	Name - Haldyn Corporation Limited["HCL"] Relationship – Holding Company	
2	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. N. D. Shetty and Mr. Rohan Ajila are also Directors in HCL. Mr. T. N. Shetty is son of Mr. N. D. Shetty and brother-in-law of Mr. Rohan Ajila	
3	Type, tenure, material terms and particulars	Nature of the Proposed Transaction	Estimated Value for FY 2022-23 (₹ in lakhs)
		Purchase and sale of material/ utilities	Not exceeding ₹ 5,000 lakhs for all contracts / arrangements/ transactions with Haldyn Corporation Limited
		Sale of Furnace Oil	
		Arrangement for use of intellectual property rights (Trade Mark)	
		Arrangement for use / occupation of office premises including maintenance charges	
4	Tenure of the proposed transaction	Financial Year 2022-23	

Sr. No.	Particulars	Details
5	Value of the proposed transaction	Upto ₹ 5,000 lakhs
6	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	In excess of 10% of the annual consolidated turnover of the Company as per the last audited financial statements.
7	Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable
8	Justification as to why the related party transaction is in the interest of the Company	<p data-bbox="602 662 1044 687">Purchase and sale of materials / utilities:</p> <p data-bbox="602 701 1444 919">The Company procures most of its corrugated boxes and shrink films for packing its products and currently is in need of around 450 tons per month. Haldyn Corporation Limited ("HCL"), has a plant wherein it manufactures corrugated boxes and shrink films and that plant is opposite to Haldyn Glass Limited (HGL)'s Plant in village Gavasad. HCL's plant has a capacity to produce Corrugated Packing material of around 450 tons per month, which suits the Company's requirements. All such purchases are made at arm's length prices.</p> <p data-bbox="602 938 1444 1126">The company also procures corrugated boxes from other vendors on same terms & conditions. It is in the interest of the Company to purchase said packing material from HCL to ensure (i) timely supply (ii) quality required (iii) no stock to be maintained by the Company due to proximity of the source of supply, and (iv) savings on interest cost due to non-blockage of working capital in procurement of packing material.</p> <p data-bbox="602 1145 1321 1170">Hence it is recommended to continue the said transaction with HCL.</p> <p data-bbox="602 1203 813 1228">Sale of Furnace Oil:</p> <p data-bbox="602 1248 1444 1306">The Company sells Furnace Oil to HCL, which has its plant opposite to HGL's plant in village Gavasad.</p> <p data-bbox="602 1325 1444 1479">The storage capacity of the Company for Furnace Oil is 100 KL, with license to store 40KL. HCL's need for furnace oil is 10 KL/month which is sold to HCL at prevailing market price. It is in the interest of the Company to sell furnace oil to HCL so as to obtain the benefits of timely supply with the requisite quality for corrugated packing material.</p> <p data-bbox="602 1499 1295 1524">Hence it is recommended to continue with existing arrangements.</p>

Sr. No.	Particulars	Details
		<p>Arrangement for use of intellectual property rights (Trade Mark):</p> <p>The Company has entered into an agreement (for 5 years i.e. upto March 31, 2026) with HCL, for the use of HCL's registered trade mark "Haldyn" for the Company's products, on same terms and conditions as contained in the earlier agreement. The same is available to the members for inspection.</p> <p>The Company has been a licensed user of the trade mark since 1995 and use of the Trade Mark has benefited the Company in various ways including indicating to the purchasing public the Company's products and their quality, as distinguished from similar goods manufactured or dealt in by other persons.</p> <p>The additional bottles made under the Company's expansion project as also the cosmetic bottles made/ to be made would likewise enjoy the benefit of the Trade Mark without any significant increase in cost; hence the Agreement will be in the interest of the Company and its shareholders.</p> <p>Arrangement for use / occupation of office premises including maintenance charges:</p> <p>The Company has entered into an agreement (for 5 years i.e. upto December 31, 2026) with HCL, for use of 6000 Sq.ft. in HCL's office premises as its corporate office (plus maintenance charges) together with interest free security deposit payable to HCL, on same terms and conditions as contained in the earlier agreement. The same is available to the members for inspection.</p> <p>The said arrangement is in the interest of the Company and it is recommended for members' approval to continue with the said arrangement.</p>
9	Details of valuation or other external party report, if such report has been relied upon	Not Applicable
10	Any other information that may be relevant	Nil

None of the Directors and Key Managerial Personnel of the Company, or their relatives, except Mr. N. D. Shetty, Mr. T. N. Shetty and Mr. Rohan Ajila, are interested in the proposed resolution as set out in item no. 6 of the notice.

Accordingly, the Board recommends the Ordinary Resolution as set out in item no. 6 of the notice for approval by the Members.

Details required under regulation 36 of the Listing Regulations and SS-2 with respect to Director seeking re-appointment is given below:

Name of the Director	Mr. N. D. Shetty
Director Identification Number	00025868
Date of Birth	August 12, 1940
Age	82 Years
Qualifications	Intermediate
Experience [including expertise in specific functional area] / Brief Resume	Vast experience over five decades in glass industry
Terms and conditions of re-appointment	Mr. N. D. Shetty retires by rotation at this AGM and being eligible, seeks re-appointment.
Date of first Appointment	April 25, 1991
Shareholding in the Company as on March 31, 2022	Holds 763960 shares in the Company
Relationship between Directors inter-se and with Manager and other KMPs	He is related to Mr. T. N. Shetty – Managing Director and Mr. Rohan Ajila – Non-Executive Non-Independent Director of the Company. He is not related to manager and other KMPs of the Company.
Number of meetings of the Board attended during the financial year 2021-22	All 6 Board Meetings held during the year 2021-22.
Directorship held in other Public/Private companies	1. Haldyn Corporation Limited 2. Lotus Arts De Vivre [India] Private Limited
Membership/ Chairmanship of Committees of other Public/Private Companies, if any	Nil



www.haldynglass.com

Haldyn Glass Limited



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