

NOTICE

Wednesday, September 13, 2023

at 11.30 a.m.

at Village Gavasad, Taluka Padra, Dist. Vadodara - 391430

Haldyn Glass Ltd.



A NEW IDENTITY

32ND ANNUAL GENERAL MEETING | 2022-23



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 32nd Annual General Meeting ["AGM"] of the Members of **Haldyn Glass Limited** will be held on Wednesday, September 13, 2023 at 11.30 a.m. at Village Gavasad, Taluka Padra, Dist. Vadodara - 391 430, to transact the following business:

ORDINARY BUSINESS

- To consider and adopt [a] the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 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, 2023 and the Report of the Auditors thereon and, in this regard, to pass the following resolutions as an Ordinary Resolutions:**

- "RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 and the Reports of the Board of Directors and Auditors thereon, laid before this Meeting, be and are hereby considered and adopted."
- "RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the Report of the Auditors thereon laid before this meeting, be and are hereby considered and adopted."

- To declare a dividend of 70% i.e. ₹ 0.70 [seventy paise only] per Equity Share of ₹ 1.00 [one rupee] each for the financial year ended March 31, 2023 and in this regard, to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT a dividend at the rate of 70% i.e. ₹ 0.70 [seventy 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, 2023 and the same be paid out of the profits of the Company for the financial year ended March 31, 2023."

- To appoint a Director in place of Mr. Rohan Ajila [DIN: 01549005], who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

- Re-appointment of Mr. N. D. Shetty [DIN: 00025868], having age of 83 years, as Executive Chairman of the Company for a period of 2 [two] years:

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, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014 [including any statutory modification[s] or re-enactment[s] thereof, for the time being in force], Regulation 17 of SEBI [Listing Obligation and Disclosure Requirements] Regulations, 2015 and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on July 31, 2023 and August 03, 2023 and subject to the approval of any regulatory authorities, if any, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. N. D. Shetty [DIN: 00025868], having age of 83 years, as Executive Chairman of the Company for a period of 2 [two] years with effect from August 16, 2023 [i.e. upto and including August 15, 2025], his period of office being subject to liable to retire by rotation, on a remuneration of Rs.12.00 Lakhs per month.





RESOLVED FURTHER THAT the perquisites [including allowances] and commission payable to the appointee be as follows:

Perquisites:

- 1] In addition to salary, an appointee shall also be entitled to perquisites which would include furnished accommodation or house rent allowance in lieu thereof, gas, electricity, water, furnishings, medical reimbursement, and leave travel concession for self and family, club fees, use of Company car, medical and personal accidental insurance and other benefits, amenities and facilities.

The value of the Perquisites will be evaluated as per Income-tax Rules, 1962 wherever applicable, and at actual cost in the absence of any such Rule.

- 2] Contribution to Provident Fund, Superannuation Fund, Annuity Fund and Gratuity shall not be included in the computation of ceiling on remuneration to the extent these, either singly or put together, are not taxable under the Income-tax Act, 1961.
- 3] Encashment of earned leave at the end of the tenure as per Rules of the Company shall not be included in the computation of ceiling on remuneration.
- 4] Provision of car for use on Company's business, telephone and other communication facilities at residence will not be considered as perquisites.

Commission:

In addition to the salary and perquisites, an appointee shall be entitled to Commission, based on the net profits of the Company in any financial year not exceeding 1% [one percent] of net profits as the Nomination and Remuneration Committee shall determine having regard to the performance of the Company.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of an appointee, the Company has no profits or its profits are inadequate, the Company may pay to an appointee the above remuneration as the minimum remuneration subject to receipt of approvals, if any, required.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors to do all such acts, deeds, matters and things to take all such steps as may be required in this connection to give effect to this resolution and to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

5. Re-appointment of Mr. T. N. Shetty [DIN: 00587108], as Managing Director of the Company for a period of 3 [three] years:

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, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014 [including any statutory modification[s] or re-enactment[s] thereof, for the time being in force], Regulation 17 of SEBI [Listing Obligation and Disclosure Requirements] Regulations, 2015 and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on July 31, 2023 and August 03, 2023 and subject to the approval of any regulatory authorities, if any, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. T. N. Shetty [DIN: 00587108], as Managing Director of the Company for a period of 3 [three] years with effect from August 16, 2023 [i.e. upto and including August 15, 2026], his period of office not liable to retire by rotation, on a remuneration of ₹ 25.00 Lakhs per month.



RESOLVED FURTHER THAT the perquisites [including allowances] and commission payable to the appointee be as follows:

Perquisites:

1] In addition to salary, an appointee shall also be entitled to perquisites which would include furnished accommodation or house rent allowance in lieu thereof, gas, electricity, water, furnishings, medical reimbursement, and leave travel concession for self and family, club fees, use of Company car, medical and personal accidental insurance and other benefits, amenities and facilities.

The value of the Perquisites will be evaluated as per Income-tax Rules, 1962 wherever applicable, and at actual cost in the absence of any such Rule.

2] Contribution to Provident Fund, Superannuation Fund, Annuity Fund and Gratuity shall not be included in the computation of ceiling on remuneration to the extent these, either singly or put together, are not taxable under the Income-tax Act, 1961.

3] Encashment of earned leave at the end of the tenure as per Rules of the Company shall not be included in the computation of ceiling on remuneration.

4] Provision of car for use on Company's business, telephone and other communication facilities at residence will not be considered as perquisites.

Commission:

In addition to the salary and perquisites, an appointee shall be entitled to Commission, based on the net profits of the Company in any financial year not exceeding 1% [one percent] of net profits as the Nomination and Remuneration Committee shall determine having regard to the performance of the Company.

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of an appointee, the Company has no profits or its profits are inadequate, the Company may pay to an appointee the above remuneration as the minimum remuneration for a period not exceeding 3 [three] years from the date of appointment subject to receipt of approvals, if any, required.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby accorded to the Board of Directors to do all such acts, deeds, matters and things to take all such steps as may be required in this connection to give effect to this resolution and to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient."

6. 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 149, 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 2022-23 at an amount not exceeding 1% 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."

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 03, 2023

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ["the Act"], setting out material facts concerning the business under item nos. 4 to 6 of the notice is annexed hereto. Further, the relevant details with respect to item nos. 3 to 5 pursuant to 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.
2. 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. A proxy shall not have the right to speak and shall not be entitled to vote except on a poll.

A person can act as a proxy on behalf of members not exceeding 50 in number and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the AGM.

3. 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 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.



4. In accordance with the circulars issued by the Ministry of Corporate Affairs i.e. General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 10/2022 dated December 28, 2022 [collectively referred to as "MCA Circulars"] and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by Securities Exchange Board of India [collectively referred to as "SEBI Circulars"], the notice of the 32nd AGM along with the Annual Report 2022-23 are being sent only by 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 please note that this Notice and Annual Report 2022-23 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.
5. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail only. 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.
6. SEBI, vide its circular nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD1/P/CIR/2023/37 dated March 16, 2023, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access www.bseindia.com for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agent.
7. In case a holder of physical securities fails to furnish PAN, nomination, contact details, bank account details and specimen signature by October 1, 2023, RTA will be obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments [including dividend] and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar/the Company shall refer such securities to the administering authority under the Benami Transactions [Prohibitions] Act, 1988, and/or the Prevention of Money Laundering Act, 2002. In compliance with SEBI guidelines, the Company had sent communication intimating about the submission of above details to all the Members holding shares in physical form.
8. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13, prescribed by the Government is available on the Company's website and on the website of the Company's RTA.
9. Members / Proxies should bring the Attendance Slip enclosed in the AGM Notice, duly filled in, while attending the Meeting.
10. In accordance with the proviso to Regulation 40[1] of the Listing Regulations, as amended from time to time, and read with SEBI circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, transfer of securities of the Company including transmission and transposition requests shall not be processed unless the securities are held in the dematerialized form with a depository. Accordingly, shareholders holding equity shares in physical form are urged to have their shares dematerialized so as to be able to freely transfer them, eliminate all risks associated with physical holding and participate in corporate actions.
11. 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 along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.



- 12. Dispute Resolution Mechanism at Stock Exchanges:** SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/ CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request. In compliance with SEBI guidelines, the Company had sent communication intimating about the said Dispute Resolution Mechanism to all the Members holding shares in physical form.
13. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, September 07, 2023 to Wednesday, September 13, 2023 [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.
14. 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 such documents referred to in this Notice and Explanatory Statement are open for inspection by the Members at the registered office of the Company on all working days between 11 a.m. to 4.00 p.m. except Saturday, Sunday and public holidays upto the date of the AGM..
15. Members seeking any information with regard to the financial statements 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 through email on cosec@haldyn.com. The same will be replied by the Company suitably.
16. If the dividend, as recommended by the Board of Directors, is approved at the AGM, the payment of such dividend subject to deduction of tax at source will be made on or after September 20, 2023 to the Members whose names appear on the Company's Register of Members as on Wednesday, September 06, 2023 ["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.
17. 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.
18. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to the shareholders at prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to complete and / or update their Residential Status and Permanent Account Number ['PAN'] with their Depository Participants ['DPs'] or in case shares are held in physical form, with the Company's RTA.

A Resident individual shareholder with PAN and whose income does not exceed maximum amount chargeable to tax or who is not liable to pay tax, as the case may be, 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@uniseq.in on or before September 06, 2023. Shareholders are requested to note that in case their PAN is not registered or having invalid PAN or Specified Person as defined under Section 206AB of the Income-tax Act, the tax will be deducted at a higher rate prescribed under Section 206AA or 206AB of the Income-tax Act, as applicable.



Other Resident Shareholders for eg. Insurance Companies, Corporation established by or under a Central Act, Mutual Funds specified under clause [23D] of section 10 of the Act, Alternative Investment Fund [AIF], New Pension System [NPS] Trust, which is, under any law for the time being in force is exempt from income tax on its income, are required to submit the relevant declaration along with self-attested registration certificate as may be applicable in respective Act.

Non-resident shareholders [including Foreign Institutional Investors [FIIs]/Foreign Portfolio Investors [FPIs]] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending documents by e-mail to cosec@haldyn.com or haldyntds@uniseq.in on or before September 06, 2023.

No communication / documents on the tax determination / deduction for the purpose of final dividend shall be considered after September 06, 2023.

19. The company has transferred the unpaid or unclaimed dividends declared up to financial year 2014-15, from time to time, to the Investor Education and Protection Fund ["IEPF"] established by the Central Government. Dividend for the financial year 2015-16 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 2015-16 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 14, 2022 [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.
20. 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 2022-23, 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 29, 2022. 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.
21. 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.
22. 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.
23. Voting through electronic means:
 - I. 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, the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the 32nd 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 will be provided by CDSL.
 - II. The facility for voting, either through electronic voting system or through ballot / polling paper shall also be made available at the venue of the 32nd AGM. Members attending the meeting who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. Members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

**Access through Depositories CDSL/NSDL e-voting system in case of individual shareholders holding shares in demat mode:**

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and Email-ID in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1] Users who have opted for CDSL 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.2] After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4] Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers
Individual Members holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">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 either on a Personal Computer or on a mobile. 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.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



Type of Members

Login Method

	<p>3] Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. 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. your sixteen digit demat account number hold with NSDL), 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.</p>
<p>Individual members (holding shares in demat mode) login through their Depository Participants</p>	<p>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 website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 toll free no. 1800 22 55 33
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.: 022-4886 7000 and 022-2499 7000

Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode:

Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- Step 1: Log on to the e-voting website www.evotingindia.com.
- Step 2: Click on "Shareholders" module.
- Step 3: Please enter your 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.

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	<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">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	<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>
OR Date of Birth [DOB]	<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.

Step 15: 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.

Step 16: There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

- (i) The remote e-Voting period begins on Saturday, September 09, 2023 [09:00 A.M.] and ends on Tuesday, September 12, 2023 [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 06, 2023, 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 Custodian.
- 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:

- 1) **For Physical shareholders:** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
- 2) **For Demat shareholders:** Please update your email id & mobile no. with your respective Depository Participant (DP).
- 3) **For Individual Demat shareholders:** Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

24. Mr. Ashish C. Doshi, Partner of SPANJ & ASSOCIATES, Company Secretaries, have been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
25. 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.
26. 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 13, 2023.



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 approved the appointment of Mr. N. D. Shetty [DIN: 00025868] as Executive Chairman of the Company for a period of 3 [three] years w.e.f. August 16, 2020 on a remuneration of ₹ 14.00 Lakhs per month in the scale of ₹ 14.00 Lakhs to ₹ 17.00 Lakhs per month. Here, it is pertinent to note that although remuneration approved was ₹ 14.00 Lakhs per month in the scale of ₹ 14.00 Lakhs to ₹ 17.00 Lakhs per month, Executive Chairman had requested for waiver in additional pay and taken old remuneration at ₹ 12.00 Lakhs per month only for the entire term of 3 years.

In view of the above, the said term of Mr. N. D. Shetty [DIN: 00025868] as Executive Chairman shall get completed on August 15, 2023 in terms of the said approval.

Mr. N. D. Shetty, has a very rich experience of over five decades in the manufacture of exclusive quality glass containers. He is the core promoter and founder of the Company who had established the Company and was instrumental in its growth since inception. He is a visionary and has achieved the highest level of efficiency. He is an expert in the field of manufacture of glass and glass products.

During the tenure of Mr. N. D. Shetty as Executive Chairman, the Company had shown remarkable growth and progress. Also during tough time and difficulties, Mr. N. D. Shetty had through his expertise and rich experience and business insight, steered the Company into profits.

Accordingly, in view of the above, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on August 03, 2023, recommended for the approval of the Members, the re-appointment of Mr. N. D. Shetty [DIN:00025868], as Executive Chairman of the Company for a period of 2 [two] years w.e.f. August 16, 2023, on a remuneration of ₹ 12.00 Lakhs per month and other terms and conditions as set out in the resolution of Item No. 4 of the notice.

The Company has received the necessary consent along with other relevant disclosures as required under the Act and the Listing Regulations with regard to the said re-appointment from Mr. N. D. Shetty.

In the opinion of the Board, Mr. N. D. Shetty fulfils all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub – section [3] of Section 196 of the Act except that he is over 70 years of age and is eligible for re-appointment, subject to the passing of Special Resolution as set out at Item no. 4.

Kindly refer Annexure-I for details as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard – 2 with respect to Directors seeking re-appointment.

Except Mr. N.D. Shetty, Mr. T. N. Shetty, Mr. Rohan Ajila and their relatives, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in this resolution.

The Board recommends the resolution set out in Item No. 4 of the notice for approval of the members with requisite majority.

Item No. 5

The members of the Company at the 29th AGM held on September 30, 2020, had approved the appointment of Mr. T. N. Shetty [DIN: 00587108] as Managing Director of the Company for a period of 3 [three] years w.e.f. August 16, 2020 on a remuneration of ₹ 17.00 lakhs per month in the scale of ₹ 17.00 lakhs to ₹ 20.00 lakhs per month. Accordingly, the said term of Mr. T. N. Shetty [DIN: 00587108] as Managing Director shall get completed on August 15, 2023 in terms of the said approval.



Mr. T. N. Shetty, has a very rich experience of around two decades in the manufacturing of exclusive quality glass containers. He is a core promoter of the Company who had been taking keen interest in the management and administration of the Company and was instrumental in its growth since the last 20 years. He is a young management professional having vision to diversify into the finer and value added products segment in the glass industry. With the expert knowledge and experience of Mr. T. N. Shetty, the Company expects growth over next few years in the Indian as well as international markets.

During the tenure of Mr. T. N. Shetty as Managing Director, the Company had shown remarkable growth and progress. Also during tough time and difficulties, Mr. T. N. Shetty had through his expertise and rich experience and business insight, steered the Company into profits. Having regard to, inter-alia, the projected growth and profitability of the Company in future years, the greater duties and responsibilities will be required to shoulder on Mr. T. N. Shetty so as to meet challenges in highly competitive and growing packaging industry and with regard to other material factors, the Nomination and Remuneration Committee has recommended that the Remuneration payable to Mr. T. N. Shetty be suitably increased.

Accordingly, in view of the above, on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on August 03, 2023, recommended for the approval of the Members, the re-appointment of Mr. T. N. Shetty [DIN:00587108] as Managing Director of the Company for a period of 3 [three] years w.e.f. August 16, 2023, on a revised remuneration of ₹ 25.00 lakhs per month and other terms and conditions as set out in the resolution of Item no. 5 of the notice.

The Company has received the necessary consent along with other relevant disclosures as required under the Act and the Listing Regulations with regard to the said re-appointment from Mr. T. N. Shetty.

In the opinion of the Board, Mr. T. N. Shetty fulfils all the conditions set out in Part-I of Schedule V to the Act and also conditions set out under sub – section [3] of Section 196 of the Act and is eligible for re-appointment.

Kindly refer Annexure-I for details as required under Regulation 36 of the SEBI Listing Regulations and Secretarial Standard – 2 with respect to Directors seeking re-appointment.

Except Mr. N.D. Shetty, Mr. T. N. Shetty, Mr. Rohan Ajila and their relatives, none of the other Directors, Key Managerial Personnel and their relatives are concerned or interested in this resolution.

The Board recommends the resolution set out in Item No. 5 of the notice for approval of the members with requisite majority.

Item No. 6

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 wants 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 1% [one 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 2022-23. Such payment of remuneration shall be in addition to the sitting fees for attending Board/Committee meetings.



This remuneration will be distributed amongst all 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 Key Managerial Personnel and their respective relatives are concerned or interested in the Resolution mentioned at Item No. 6 of the notice.

Accordingly, the Board recommends the resolution set out in Item No. 6 of the notice for approval of the members with requisite majority.

**“Annexure-I”**

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

Name of the Director	Mr. Rohan Ajila	Mr. N. D. Shetty	Mr. T. N. Shetty
Director Identification Number	01549005	00025868	00587108
Date of Birth	March 11, 1967	August 12, 1940	May 06, 1974
Age	56 Years	83 Years	49 years
Qualifications	Master's Degree in finance and International Business from the university of Houston, Texas, USA.	Intermediate	Commerce Graduate [Mumbai] Management Graduate [MBA] from Australian School of Management
Experience [including expertise in specific functional area] / Brief Resume	Vast experience in finance.	Vast experience over five decades in glass industry	Vast experience over two decades in the manufacturing of exclusive quality glass containers. He had practical training and gained work experience at American Glass Technologies Inc., USA.
Terms and conditions of re-appointment	Mr. Rohan Y. Ajila retires by rotation at the ensuing AGM and being eligible, seeks re-appointment.	As per resolution at item no. 4 of the notice convening this meeting read with explanatory statement thereto, Mr. N. D. Shetty is proposed to be reappointed as Executive Chairman of the Company for a period of 2 years with effect from August 16, 2023 to August 15, 2025.	As per the resolution at item no. 5 of the notice convening this meeting read with explanatory statement thereto, Mr. T. N. Shetty is proposed to be re-appointed as Managing Director of the Company for a period of 3 years with effect from August 16, 2023 to August 15, 2026.
Date of first Appointment	May 30, 2013	April 25, 1991	October 31, 2006
Shareholding in the Company as on March 31, 2023	Nil	Holds 763960 shares in the Company	Holds 329000 shares in the Company



Name of the Director	Mr. Rohan Ajila	Mr. N. D. Shetty	Mr. T. N. Shetty
Relationship between Directors inter-se and with Manager and other KMPs	He is related to Mr. N. D. Shetty and Mr. T. N. Shetty. He is not related to other KMPs of the Company.	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.	He is related to Mr. N. D. Shetty – Executive Chairman 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 2022-23	All 5 Board Meetings held during the year 2022-23.	3 out of 5 Board Meetings held during the year 2022-23.	All 5 Board Meetings held during the year 2022-23.
Directorship held in other Public/Private companies	1. Primacy Industries Private Limited 2. Ranusha Fragrance Private Limited 3. Haldyn Heinz Fine Glass Private Limited 4. Hercules Fitness Private Limited 5. Haldyn Corporation Limited	1. Haldyn Corporation Limited 2. Lotus Arts De Vivre [India] Private Limited	1. Haldyn Heinz Fine Glass Private Limited
Membership/Chairmanship of Committees of other Public/Private Companies, if any	Nil	Nil	Nil



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

ATTENDANCE SLIP

Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand over the same duly signed at the space provided, at the entrance of the meeting hall.

I hereby record my presence at the Thirty Second Annual General Meeting of the Company at the Registered Office of the Company at Village Gavasad, Taluka Padra, District Vadodara, Pin - 391 430, Gujarat on Wednesday, September 13, 2023 at 11.30 a.m.

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Shareholder _____ Signature _____

Name of the Proxyholder _____ Signature _____

Note: Shareholder/Proxyholder desiring to attend the Meeting should bring his copy of the Annual Report for reference at the Meeting.

Tear Here



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

[Form No.MGT-11]

Proxy Form

[Pursuant to Section 105[6] of the Companies Act, 2013 and Rule 19[3] of the Companies Management and Administration] Rules, 2014]

Name of the member[s]			
Registered Address			
E-mail ID			
Folio No./Client ID No.			

I/We, being a Member/Member[s] _____ shares of the Haldyn Glass Limited, hereby appoint:

1.	Name			
	Address			
	E-mail :		Signature	

or failing him/her

2.	Name			
	Address			
	E-mail :		Signature	

or failing him/her

3.	Name			
	Address			
	E-mail :		Signature	

or failing him/her

..... ✂ ✂

as my / our Proxy to attend and vote on a [poll]for me / us and on my / our behalf at the Thirty Second Annual General Meeting of the Company, to be held on Wednesday, September 13, 2023 at 11.30 a.m. at Village Gavasad, Taluka Padra, District Vadodara, Pin - 391 430, Gujarat and at any adjournment thereof in respect of such Resolutions as are indicated below:

No.	Resolutions
1.	a] Adoption of Audited Standalone financial statements for the year ended March 31, 2023 together with the Report of the Board of Directors and the Auditors thereon. b] Adoption of Audited Consolidated Financial Statements for the financial year ended March 31, 2023, together with the report of Auditors thereon.
2.	Declaration of dividend of 70% i.e. ₹ 0.70 [seventy paise only] per Equity Share of ₹ 1.00 [one rupee] each for the financial year ended March 31, 2023.
3.	Appointment of a Director in place of Mr. Rohan Ajila [DIN: 01549005], who retires by rotation and being eligible, offers himself for re-appointment.
4.	Re-appointment of Mr. N. D. Shetty [DIN: 00025868], having age of 83 years, as Executive Chairman of the Company for a period of 2 [three] years.
5.	Re-appointment of Mr. T. N. Shetty [DIN: 00587108], as Managing Director of the Company for a period of 3 [three] years.
6.	Payment of remuneration to Non-Executive Directors as well as Independent Directors by way of Commission.

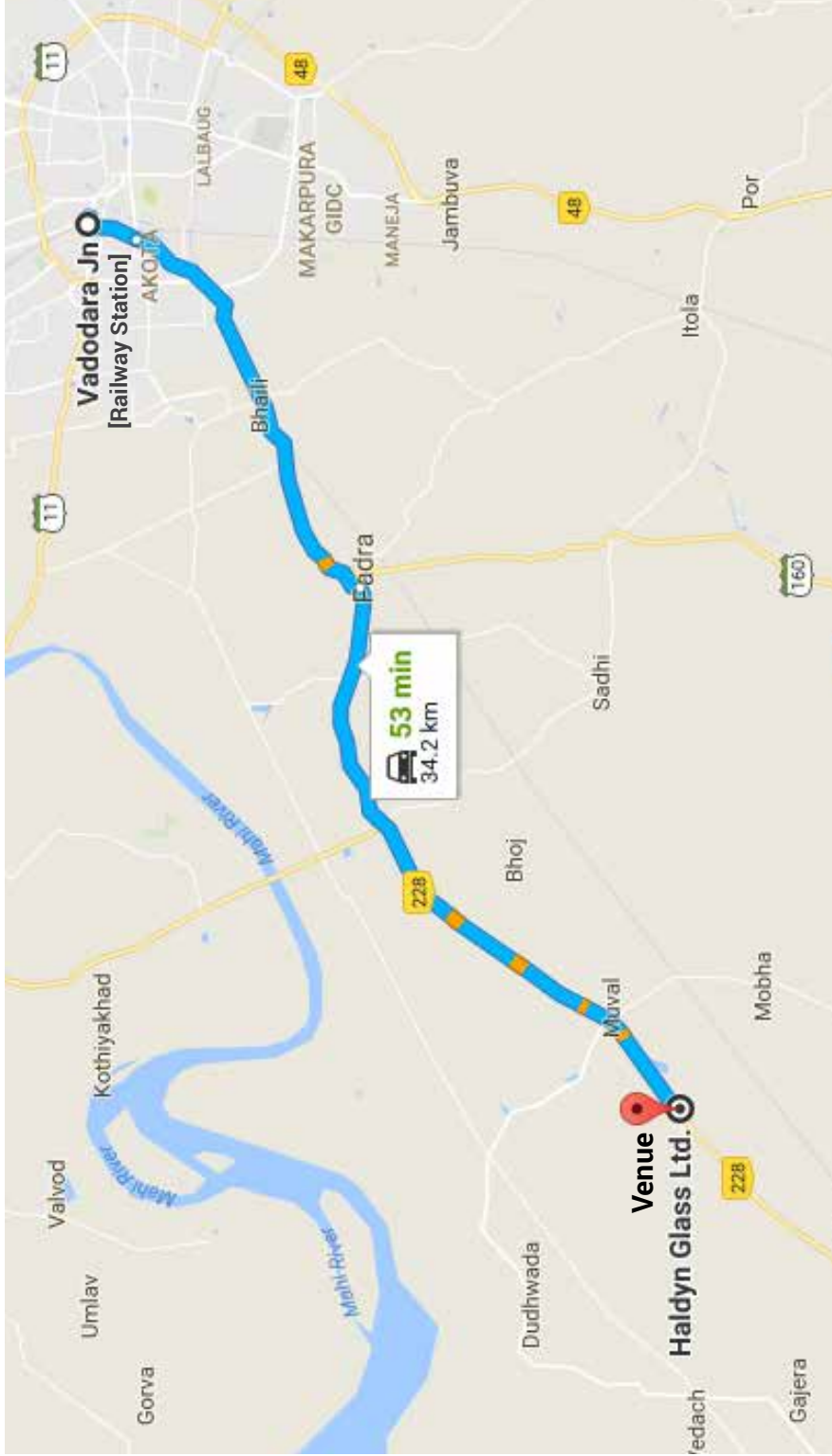
Signed this _____ day of _____ 2023



Signature of shareholder[s] _____ Signature of Proxyholder[s] _____

Note: 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.

Route / Venue Map



Direction : 35 Kms. from the city on the Baroda- Jambusar State Highway on the left, Near Dabka ONGC GGS.



www.haldynglass.com

Corporate Office

B-1201, Lotus Corporate Park, Off. Western Express Highway,
Goregaon (East), Mumbai- 400 063. Maharashtra, India.

Tel: 91-22-42878999; Fax: 91-22-42878910; E-mail: info@haldyn.com, bombay@haldyn.com

Registered Office & Works

Village Gavasad, Taluka padra, District Vadodara- 391 430.

Tel.: 91-2662-242339; Fax: 91-2662-245081; E-mail: baroda@haldyn.com