BOROSIL GLASS WORKS LIMITED

CIN: L99999MH1962PLC012538

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

Tel No.: +91 22 67406300 **Email:** borosil@borosil.com **Website:** www.borosil.com

MEETING OF THE EQUITY SHAREHOLDERS WHICH INCLUDES PUBLIC SHAREHOLDERS OF BOROSIL GLASS WORKS LIMITED

CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH

MEETING:	
Day	Tuesday
Date	May 14, 2019
Time	01:30 p.m.
Venue	Textiles Committee Auditorium, Textiles Committee Building, P. Balu Road, Near Tata Press, Prabhadevi Chowk, Mumbai - 400 025

E-VOTING:	
Start Date and Time	Friday, May 10, 2019 at 09:00 a.m.
End Date and Time	Monday, May 13, 2019 at 05:00 p.m.

INDEX

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY SCHEME APPLICATION NO 1524 OF 2018

In the matter of Companies Act, 2013;

And

In the matter of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013;

And

In the matter of Composite Scheme of Amalgamation and Arrangement amongst Vyline Glass Works Limited ('the Transferor Company 1' or 'VGWL'), Fennel Investment and Finance Private Limited ('the Transferor Company 2' or 'FIFPL') and Gujarat Borosil Limited ('the Transferor Company 3' or 'GBL') and Borosil Glass Works Limited ('the Transferee Company' or 'the Demerged Company' or 'BGWL') and Borosil Limited ('the Resulting Company' or 'BL') and their respective shareholders

BOROSIL GLASS WORKS LIMITED, a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra))))) **……. Applicant Company**

NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS (WHICH INCLUDES PUBLIC SHAREHOLDERS) OF THE APPLICANT COMPANY

To,
All the equity shareholders of Borosil Glass Works Limited (the **"Applicant Company"**)

NOTICE is hereby given that by an order dated March 29, 2019, in the above mentioned Company Scheme Application **(the "Order")**, the National Company Law Tribunal, Mumbai Bench (**"NCLT"** or **"Tribunal"**) has directed a meeting to be held of equity shareholders (which includes public shareholders) of the Applicant Company for the purpose of considering, and if thought fit, approving with or without modification(s), the arrangement embodied in the Composite Scheme of Amalgamation and Arrangement amongst Vyline Glass Works Limited (**'the Transferor Company 1'** or **'VGWL'**), Fennel Investment and Finance Private Limited ('**the Transferor Company 2'** or **'FIFPL'**) and Gujarat Borosil Limited (**'the Transferor Company 3'** or **'GBL'**) and Borosil Glass Works Limited **('the Transferee Company'** or **'the Demerged Company'** or **'BGWL')** and Borosil Limited (**'the Resulting Company'** or **'BL'**) (formerly known as 'Hopewell Tableware Limited') and their respective shareholders (**"Scheme"**).

In pursuance of the said order and as directed therein further notice is hereby given that a meeting of equity shareholders (which includes public shareholders) of the Applicant Company will be held at Textiles Committee Auditorium, Textiles Committee Building, P. Balu Road, Near Tata Press, Prabhadevi Chowk, Mumbai – 400 025 on Tuesday, May 14, 2019 at 01:30 p.m. at which time and place you are requested to attend. At the meeting, the following resolution will be considered and if thought fit, be passed, with or without modification(s):

RESOLVED THAT *pursuant to the provisions of Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, as may be applicable, read with related rules thereto as applicable under the Companies Act, 2013 as amended (including any statutory modification or re-enactment or amendment thereof), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities and Exchange Board of India Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the observation letter issued by BSE Limited to the Applicant Company dated October 5, 2018, the observation letter issued by the National Stock Exchange of India Limited to the Applicant Company dated October 6, 2018, the observation letter issued by BSE Limited to Gujarat Borosil Limited dated October 5, 2018 and subject to the relevant provisions of other applicable laws and enabling provisions of the Memorandum of Association and Articles of Association of the Applicant Company and subject to the approval of Hon'ble National Company Law Tribunal, Mumbai Bench* ***("NCLT" or "Tribunal")*** *and subject to such other approvals, permissions and sanctions of regulatory and* *other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Applicant Company (hereinafter referred to as the **"Board"**, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the arrangement embodied in the Composite Scheme of Amalgamation and Arrangement amongst Vyline Glass Works Limited ('the Transferor Company 1' or 'VGWL'), Fennel Investment and Finance Private Limited ('the Transferor Company 2' or 'FIFPL') and Gujarat Borosil Limited ('the Transferor Company 3' or 'GBL') and Borosil Glass Works Limited ('the Transferee Company' or 'the Demerged Company' or 'BGWL') and Borosil Limited ('the Resulting Company' or 'BL') and their respective shareholders ("Scheme") placed before this meeting and initialled by the Chairman of the meeting for the purpose of identification, be and is hereby approved.*

***RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, which may be required and/or imposed by the Tribunal while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise without being required to seek any further approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.*

TAKE FURTHER NOTICE that you may attend and vote at the said meeting in person or by proxy provided that a proxy in the prescribed form, duly signed by you or your authorised representative, is deposited at the registered office of the Applicant Company at 1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra, not later than 48 (forty eight) hours before the time fixed for the aforesaid meeting. The form of proxy can be obtained free of charge from the registered office of the Applicant Company.

TAKE FURTHER NOTICE that in compliance with the provisions of (i) Section 230 read with Section 108 of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and (v) Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, issued by the Securities and Exchange Board of India (referred to as **"SEBI Circular"**), the Applicant Company has provided the facility of e-voting so as to enable the equity shareholders, to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by equity shareholders of the Applicant Company to the Scheme shall be carried out through e-voting system or ballot paper at the venue of the meeting to be held on Tuesday, May 14, 2019 at 01:30 p.m.

Copies of the Scheme, and of the Statement under Section 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, along with the enclosures as indicated in the Index, can be obtained free of charge at the registered office of the Applicant Company at 1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, or at the office of its advocates, M/s Hemant Sethi & Co, 102 Nav Parmanu, A Wing, Behind Amar Cinema, Chembur, Mumbai – 400 071.

The Tribunal has appointed Mr. Siddharth Thakur, Advocate and failing him, Mr. Pramod N. Mulgund, Chartered Accountant to be the Chairman of the said meeting including for any adjournment or adjournments thereof. The Scheme, if approved in the aforesaid meeting, will be subject to the subsequent approval of the Tribunal.

A copy of the Explanatory Statement, under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, the Scheme and the other enclosures as indicated in the Index are enclosed.

Sd/-
Siddharth Thakur
Chairman appointed for the meeting

Dated this April 03, 2019
Registered Office: 1101, Crescenzo, G-Block,
Opp. MCA Club, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051

Notes:

1. Only registered equity shareholders of the Applicant Company may attend and vote either in person or by proxy (a proxy need not be an equity shareholder of the Applicant Company) or in the case of a body corporate or Registered Foreign Portfolio Investors (**"RFPI"**) or Foreign Institutional Investors (**"FII"**), by a representative authorised under Section 113 of the Companies Act, 2013 at the meeting of the equity shareholders of the Applicant Company. The authorised representative of a body corporate/RFPI/FII which is a registered equity shareholder of the Applicant Company may attend and vote at the meeting of the equity shareholders of the Applicant Company provided a copy of the resolution of the board of directors or other governing body of the body corporate/RFPI/FII authorising such representative to attend and vote at the meeting of the equity shareholders of the Applicant Company, duly certified to be a true copy by a director, the manager, the secretary or other authorised officer of such body corporate/RFPI/FII, is deposited at the registered office of the Applicant Company not later than 48 (forty eight) hours before the scheduled time of the commencement of the meeting of the equity shareholders of the Applicant Company.

2. As per Section 105 of the Companies Act, 2013 and the rules made thereunder, a person can act as proxy on behalf of not more than 50 (fifty) equity shareholders holding in aggregate, not more than 10% (ten percent) of the total share capital of the Applicant Company carrying voting rights. Equity shareholders holding more than 10% (ten percent) of the total share capital of the Applicant Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or equity shareholder.

3. The form of proxy can be obtained free of charge from the registered office of the Applicant Company.

4. All alterations made in the form of proxy should be initialed.

5. During the period beginning 24 (twenty four) hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, an equity shareholder would be entitled to inspect the proxies lodged at any time during the business hours of the Applicant Company, provided that not less than 3 (three) days of notice in writing is given to the Applicant Company.

6. The Tribunal by its order has directed that a meeting of the equity shareholders of the Applicant Company shall be convened and held at Textiles Committee Auditorium, Textiles Committee Building, P. Balu Road, Near Tata Press, Prabhadevi Chowk, Mumbai – 400 025 on Tuesday, May 14, 2019 at 01:30 p.m. for the purpose of considering, and if thought fit, approving, with or without modification(s), the resolution approving the arrangement embodied in the Scheme. Equity shareholders would be entitled to vote in the said meeting either in person or through proxy.

7. In compliance with the provisions of (i) Section 230 read with Sections 108 of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; and (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Applicant Company has provided the facility of e-voting so as to enable the equity shareholders, to consider and approve the Scheme by way of the aforesaid resolution. Accordingly, voting by equity shareholders of the Applicant Company to the Scheme shall be carried out through e-voting or ballot paper at the venue of the meeting to be held on on Tuesday, May 14, 2019 at 01:30 p.m.

8. The quorum of the meeting of the equity shareholders of the Applicant Company shall be as prescribed under Section 103 of the Companies Act, 2013.

9. A registered equity shareholder or his proxy, attending the meeting, is requested to bring the Attendance Slip duly completed and signed.

10. The registered equity shareholders who hold shares in dematerialized form and who are attending the meeting are requested to bring their DP ID and Client ID for easy identification.

11. The registered equity shareholders are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the register of members of the Applicant Company/ list of beneficial owners as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") in respect of such joint holding, will be entitled to vote.

12. The documents referred to in the accompanying Explanatory Statement shall be open for inspection by the equity shareholders at the registered office of the Applicant Company between 10:00 a.m. and 12:00 noon on all days (except Saturdays, Sundays and public holidays) up to the date of the meeting.

13. The equity shareholders (which includes public shareholders) holding equity shares as on May 07, 2019, being the cut-off date, will be entitled to exercise their right to vote on the above resolution.

14. The Notice, together with the documents accompanying the same, is being sent to all the equity shareholders either by Courier / Registered Post / Hand Delivery / Speed Post or through Email who have registered their e-mail ids with the Applicant Company/registrar and share transfer agents/ NSDL / CDSL, whose names appear in the register of members/ list of beneficial owners as received from NSDL / CDSL as on March 30, 2019. The Notice will be displayed on the website of the Applicant Company www.borosil.com and on the website of Central Depository Services (India) Limited (CDSL) https://www.evotingindia.com.

15. A person, whose name is not recorded in the register of members or in the register of beneficial owners maintained by NSDL/CDSL as on the cut-off date i.e. May 07, 2019 shall not be entitled to avail the facility of e-voting or voting at the meeting to be held on Tuesday, May 14, 2019 at 01:30 p.m. Voting rights shall be reckoned on the paid-up value of the shares registered in the names of equity shareholders (which includes public shareholders) as on the cut-off date. Persons who are not equity shareholders of the Applicant Company as on the cut-off date i.e. May 07, 2019 should treat this notice for information purposes only.

16. The voting by the equity shareholders (which includes public shareholders) through the e-voting shall commence at 09:00 a.m. on Friday, May 10, 2019 and shall close at 05:00 p.m. on Monday, May 13, 2019.

17. The notice convening the meeting will be published through advertisement in (i) Business Standard in the English language; and (ii) translation thereof in Navshakti in Marathi language.

18. Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (**"SEBI Circular"**) issued by the Securities and Exchange Board of India (**"SEBI"**), inter alia, provides that approval of public shareholders of the Applicant Company to the Scheme shall be obtained by way of voting through e-voting. Since, the Applicant Company is seeking approval of its equity shareholders (which includes public shareholders) to the Scheme by way of e-voting, no separate procedure for voting through e-voting would be required to be carried out by the Applicant Company for seeking the approval to the Scheme by its public shareholders in terms of SEBI Circular. The aforesaid notice sent to the equity shareholders (which include public shareholders) of the Applicant Company would be deemed to be the notice sent to the public shareholders of the Applicant Company. For this purpose, the term **"Public"** shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term **"Public Shareholders"** shall be construed accordingly. In terms of SEBI Circular the Applicant Company has provided the facility of voting by e-voting to its public shareholders.

19. In accordance with the provisions of Sections 230 – 232 of the Companies Act, 2013, the Scheme shall be acted upon only if a majority of persons representing three fourth in value of the equity shareholders of the Applicant Company, voting in person or by proxy or e-voting, agree to the Scheme.

20. Further, in accordance with the SEBI Circular, the Scheme shall be acted upon only if votes cast by the public shareholders (through e-voting or ballot paper) in favour of the aforesaid resolution for approval of Scheme are more than the number of votes cast by the public shareholders against it.

21. The Applicant Company has engaged the services of Central Depository Services (India) Limited (CDSL) for facilitating e-voting for the said meeting. Equity shareholders desiring to exercise their vote by using e-voting facility are requested to follow the instructions mentioned in Note below.

22. Mrs. Shailashri Bhaskar, Practicing Company Secretary (Membership No. F5778) has been appointed as the scrutinizer to conduct the e-voting process and voting at the venue of the meeting in a fair and transparent manner.

23. The scrutinizer will submit his combined report to the Chairman of the meeting after completion of the scrutiny of the votes cast by the equity shareholders, which includes public shareholders of the Applicant Company through (i) e-voting process and (ii) ballot paper at the venue of the meeting. The scrutinizer will also submit a separate report with regard to

the result of the e-voting in respect of public shareholders. The scrutinizer's decision on the validity of the vote (including e-votes) shall be final. The results of votes cast through (i) e-voting process and (ii) ballot paper at the venue of the meeting including the separate results of the e-voting exercised by the Public Shareholders will be announced within 48 hours from the conclusion of the meeting at the registered office of the Applicant Company. The results, together with the scrutinizer's reports, will be displayed at the registered office of the Applicant Company, on the website of the Applicant Company, www.borosil.com and on the website of CDSL at www.evotingindia.com, besides being communicated to BSE Limited and the National Stock Exchange of India Limited.

24. The equity shareholders (including public shareholders) of the Applicant Company can opt only one mode for voting i.e. e-voting or voting at the venue of the meeting.

25. The equity shareholders of the Applicant Company attending the meeting who have not cast their vote through e-voting shall be entitled to exercise their vote at the venue of the meeting. Equity shareholders who have cast their votes through e-voting may also attend the meeting but shall not be entitled to cast their vote again.

26. The voting through e-voting period will commence at 09:00 a.m. on Friday, May 10, 2019 and shall close at 05:00 p.m. on Monday, May 13, 2019. During this period, the equity shareholders (including public shareholders) of the Applicant Company holding shares either in physical form or in dematerialized form, as on the cut-off date, i.e. May 07, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting on Monday, May13, 2019 at 05:00 p.m. Once the vote on the resolution is cast by an equity shareholder, he or she will not be allowed to change it subsequently.

27. Any queries/grievances in relation to the voting by e-voting may be addressed to Ms. Gita Yadav, Company Secretary of the Applicant Company at 1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, or through email to gita.yadav@borosil.com or can be contacted on 022- 6740 6300. For any queries/grievances or guidance for e-voting, members may refer to the 'Frequently Asked Questions' (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of CDSL's E-Voting website: www.evotingindia.com or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Rakesh Dalvi, Manager CDSL on 1800 22 2990 or write an email to Mr. Ravindra Utekar at info@unisec.in or can be contacted on 022-2820 7203-05.

28. **Voting through Electronic Means**

E-Voting Facility

The Members are informed that the Company is providing Remote e-voting facility (e-voting from a place other than venue of Meeting) as an alternative mode of voting which will enable the members to cast their votes electronically on the resolution as mentioned in the notice. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate e-voting to the members. The Company has appointed Mrs. Shailashri Bhaskar, Practicing Company Secretary (Membership No. F5778), as the Scrutinizer for scrutinizing the remote e-voting process as well as voting at the meeting in a fair and transparent manner.

For the purpose of dispatch of this Notice, shareholders of the Company holding shares either in physical form or in dematerialized form as on March 30, 2019 has been considered. Any person, who acquire shares of the Company and becomes member of the Company after March 30, 2019 may obtain the login ID and password by sending a request to CDSL at helpdesk.evoting@cdslindia.com or to the Company at gita.yadav@borosil.com or to the Registrar and share transfer agents of the company.

The Members whose name appears in the Register of Members/list of Beneficial Owners as received from Depositories as on May 07, 2019 ("cut-off date") are entitled to vote on the resolutions set forth in this notice. Person who is not a member as on the said date should treat this notice for information purpose only.

For any queries/grievances or guidance for e-voting, members may refer to the 'Frequently Asked Questions' (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of CDSL's E-Voting website: www.evotingindia.com or write an email to helpdesk.evoting@cdslindia.com or Mr. Rakesh Dalvi at rakeshd@cdslindia.com.

The e-voting period commences at 09:00 a.m. on Friday, May 10, 2019 and will end at 05:00 p.m. on Monday, May 13, 2019. During the said period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-voting module shall be disabled for voting thereafter.

On submission of the report by the scrutinizer, the result of voting at the meeting and e-voting shall be declared. The Results along with the Scrutinizer's Report shall be placed on the Company's website www.borosil.com and on the website of CDSL. Result will be declared forthwith on receipt of the Report of the Scrutinizer.

The instructions for Shareholders voting electronically (E-voting) are as under:

(i) The voting period begins and ends as mentioned above. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of May 07, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL Letters. E.g. If your name is Ramesh Kumar with serial number 2 then enter RA00000001 in the PAN field.
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. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.

(xi) Click on the Electronic Voting Sequence Number (EVSN) for the relevant BOROSIL GLASS WORKS LIMITED on which you choose to vote.

(xii) 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.

(xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xvii) 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.

(xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store, Windows and Apple smart phones. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non-Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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 a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) 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 write an email to helpdesk.evoting@cdslindia.com or Mr. Rakesh Dalvi at rakeshd@cdslindia.com.

PROCEDURE OF VOTING AT MEETING

Members who have not exercised their votes through e-voting are entitled to vote at the meeting. Members who have already casted their vote by e-voting mechanism prior to the meeting are also authorized to attend the meeting but shall not be entitled to cast their vote again at the general meeting.

Voting to the resolution as contained in the Notice shall be conducted also through ballot/ poll or other appropriate process. Relevant facility for voting shall also be made available at the meeting and members attending the meeting, who have not already casted their vote by e-voting shall be able to exercise their right to vote at the meeting. Members who are entitled to vote can cast their vote through ballot/poll paper in the Meeting. The Company will make arrangement in this respect including distribution of ballot papers under the supervision of a scrutinizer appointed for this purpose. Members are required to mention Folio No. DP ID & Client ID No. and number of shares held, etc. on the ballot papers.

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY SCHEME APPLICATION NO 1524 OF 2018

In the matter of Companies Act, 2013;

And

In the matter of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013;

And

In the matter of Composite Scheme of Amalgamation and Arrangement amongst Vyline Glass Works Limited ('the Transferor Company 1' or 'VGWL'), Fennel Investment and Finance Private Limited ('the Transferor Company 2' or 'FIFPL') and Gujarat Borosil Limited ('the Transferor Company 3' or 'GBL') and Borosil Glass Works Limited ('the Transferee Company' or 'the Demerged Company' or 'BGWL') and Borosil Limited ('the Resulting Company' or 'BL') and their respective shareholders

BOROSIL GLASS WORKS LIMITED, a company incorporated under the provisions of the Companies Act, 1956, and having its registered office at 1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra)))))

……. Applicant Company

EXPLANATORY STATEMENT UNDER SECTION 230(3), 232(1) AND (2) AND 102 OF THE COMPANIES ACT 2013 READ WITH RULE 6 OF THE COMPANIES (COMPROMISES, ARRANGEMENT AND AMALGAMATIONS) RULES, 2016

1. Pursuant to an order dated March 29, 2019 passed by the National Company Law Tribunal, Mumbai Bench (**"NCLT"** or **"Tribunal"**) in the Company Application No. 1524 of 2018 (**"Order"**), a meeting of the Equity Shareholders (which includes public shareholders) of Borosil Glass Works Limited (hereinafter referred to as **"Applicant Company"** or **"Transferee Company"** or **"Demerged Company"** or **"BGWL"** or **"Company"**) is being convened and held at Textiles Committee Auditorium, Textiles Committee Building, P. Balu Road, Near Tata Press, Prabhadevi Chowk, Mumbai – 400 025 on Tuesday, May 14, 2019 at 01:30 p.m. for the purpose of considering and if thought fit, approving with or without modification(s), the proposed Composite Scheme of Amalgamation and Arrangement amongst Vyline Glass Works Limited ('the Transferor Company 1' or 'VGWL'), Fennel Investment and Finance Private Limited ('the Transferor Company 2' or 'FIFPL') and Gujarat Borosil Limited ('the Transferor Company 3' or 'GBL') and Borosil Glass Works Limited ('the Transferee Company' or 'the Demerged Company' or 'BGWL') and Borosil Limited ('the Resulting Company' or 'BL') and their respective shareholders ("Scheme") under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013. In terms of the said Order, the quorum for the said meeting shall be as prescribed under Section 103 of the Companies Act, 2013 present in person. Further, in terms of the said Order, the Tribunal has appointed Mr. Siddharth Thakur, Advocate and failing him, Mr. Pramod N. Mulgund, Chartered Accountant to be the Chairman of the said meeting of the Applicant Company including for any adjournment(s) thereof.

2. This statement is being furnished as required under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 (the "Act") read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (the "Rules").

3. As stated earlier, the Tribunal by its said Order has, inter alia, directed that a meeting of the equity shareholders of the Applicant Company shall be convened and held at Textiles Committee Auditorium, Textiles Committee Building, P. Balu Road, Near Tata Press, Prabhadevi Chowk, Mumbai – 400 025 on Tuesday, May 14, 2019 at 01:30 p.m. for the purpose of considering, and if thought fit, approving, with or without modification(s), the arrangement embodied in the Scheme. Equity shareholders would be entitled to vote in the said meeting either in person or through proxy.

4. In addition, the Applicant Company is seeking the approval of its equity shareholders to the Scheme by way of voting through e-voting. Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular") issued by the Securities and Exchange Board of India ("SEBI"), inter alia, provides that approval of Public Shareholders of the Applicant Company to the Scheme shall be obtained by way of voting through e-voting. Since, the Applicant Company is seeking the approval of its equity shareholders (which includes Public Shareholders) to the Scheme by way of e-voting, no separate procedure for voting through e-voting would be required to be carried out by the Applicant Company for seeking the approval to the Scheme by its Public Shareholders in terms of SEBI Circular. The notice sent to the equity shareholders (which includes Public Shareholders) of the Applicant Company would be deemed to be the notice sent to the Public Shareholders of the Applicant Company. For this purpose, the term "Public" shall have the meaning assigned to it in Rule 2(d) of the Securities Contracts (Regulations) Rules, 1957 and the term "Public Shareholders" shall be construed accordingly. The Tribunal, by its Order, has, inter alia, held that the Applicant Company is directed to convene a meeting of its equity shareholders and the voting in respect of the equity shareholders, which includes Public Shareholders, is through e-voting. Accordingly, voting by public Shareholders through such e-voting is in sufficient compliance of SEBI Circular. The scrutinizer appointed for conducting the e-voting process will however submit his separate report to the Chairman of the Applicant Company after completion of the scrutiny of e-voting cast by the Public Shareholders so as to announce the results of the e-voting exercised by the Public Shareholders of the Applicant Company.

5. In accordance with the provisions of Sections 230–232 of the Act, the Scheme shall be acted upon only if a majority in persons representing three fourths in value of the equity shareholders, of the Applicant Company, voting in person or by proxy or e-voting, agree to the Scheme. Further, in terms of the SEBI Circular, the Scheme shall be acted upon only if the votes cast by the Public Shareholders (through e-voting or ballot paper) in favour of the resolution for approval of Scheme are more than the number of votes cast by the Public Shareholders against it.

6. In terms of the Order dated March 29, 2019, passed by the NCLT, in Company Scheme Application No. 1524 of 2018, if the entries in the records/registers of the Applicant Company in relation to the number or value, as the case may be, of the equity shares are disputed, the Chairman of the meeting shall determine the number or value, as the case may be, for the purposes of the said meeting and his decision in that behalf would be final.

7. The draft Scheme was placed before the Audit Committee and Board of Directors of the Applicant Company and the Transferor Companies and the Resulting Company at their respective meetings held on June 18, 2018. In accordance with the SEBI Circular, the Audit Committee of the Company vide a resolution passed on June 18, 2018 and October 30, 2018 recommended the Scheme to the Board of Directors of the Applicant Company inter-alia taking into account:

   a) The Valuation Report dated June 18, 2018 and Addendum to Valuation Report dated August 24, 2018 issued by M/s. SSPA & Co, Chartered Accountants for issue of shares pursuant to the Scheme;

   b) The Fairness Opinion dated June 18, 2018 issued by Keynote Corporate Services Limited, Merchant Bankers;

   Copy of the Valuation Report and Fairness Opinion is enclosed to this Notice.

8. Based upon the recommendations of the Audit Committee and on the basis of the evaluations, the Board of Directors of the Applicant Company has come to the conclusion that the Scheme is in the interest of the Applicant Company and its shareholders.

9. A copy of the Scheme as approved by the Board of Directors of the respective companies is enclosed herewith.

BACKGROUND OF THE COMPANIES INVOLVED IN THE SCHEME IS AS UNDER:

10. **Vyline Glass Works Limited ("Transferor Company 1" or "VGWL")**

10.1. Vyline Glass Works Limited was incorporated on June 01, 1987 under the Companies Act, 1956. There has been no change in the name of VGWL in the last five (5) years. The Corporate Identification Number of VGWL is U26109MH1987PLC215465. Permanent Account Number of VGWL is AAACV7127Q.

10.2. The registered office of VGWL is situated at 107, Famous Cine Studio Building, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011. There has been no further change in the registered office address of VGWL in the last five (5) years.

10.3. The details of authorised, issued, subscribed and paid-up share capital of VGWL as on date is as under:

Particulars	Amount in INR
Authorised Capital	
2,000,000 Equity Shares of ₹ 10/- each	2,00,00,000
500,000, 10% Non-Cumulative Convertible Preference Shares of ₹ 10/- each	50,00,000
Total	**2,50,00,000**
Issued, Subscribed and Paid-up	
1,950,000 Equity Shares of ₹ 10/- each, fully paid-up	1,95,00,000
Total	**1,95,00,000**

10.4. VGWL is engaged into manufacturing of range of glassware items and sells its products to BGWL.

10.5. The shares of VGWL are not listed on any stock exchange.

10.6. The objects for which VGWL has been established are set out in its Memorandum of Association. The main objects of VGWL are set out hereunder:

1. To carry on the business of Manufacturers, Dealers, Importers, Exporters and Agents of Laboratory glassware, Industrial Glassware, Novelty glassware Scientific Instruments and Consumer glasswares.

2. To buy, sell, and deal in minerals, used in the manufacture of glass Industries.

*3. *To carry on the business of generation and storage of electricity through solar power and / or wind power, for transmission/ distribution or for self-consumption, for the purpose of light, heat, motive power and for all other purpose for which electric and other energy can be employed and shall include generation of energy by bio-mass, bio-gas, waves or production of energy by any other non-conventional methods whether wind, solar, gas or otherwise and dealing in machinery and to carry out research & development for said activity, operation process or system, for the purpose of carrying out the main object.*

**Amended vide Special Resolution passed at Annual General Meeting held on 30/09/2015*

11. Fennel Investment and Finance Private Limited ("Transferor Company 2" or "FIFPL")

11.1. Fennel Investment and Finance Private Limited was incorporated on February 22, 2002 under the Companies Act, 1956. There has been no change in the name of FIFPL in the last five (5) years. The Corporate Identification Number of FIFPL is U65993MH2002PTC294528. Permanent Account Number of FIFPL is AAACF7226Q.

11.2. The registered office of FIFPL was originally situated in the State of Maharashtra and subsequently, the registered office of FIFPL was shifted from the State of Maharashtra to the State of West Bengal with effect from October 20, 2010. Further, the registered office of FIFPL has been shifted from the State of West Bengal to the State of Maharashtra at 1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra with effect from May 01, 2017.

11.3. The details of authorised, issued, subscribed and paid-up share capital of FIFPL as on date is as under:

Particulars	Amount in INR
Authorised Capital	
17,650,000 Equity Shares of ₹ 10/- each	17,65,00,000
1,750,000, 9% Non-Cumulative Redeemable Preference Shares of ₹ 10/- each	1,75,00,000
Total	**19,40,00,000**
Issued, Subscribed and Paid-up	
9,049,000 Equity Shares of ₹ 10/- each, fully paid-up	9,04,90,000
Total	**9,04,90,000**

11.4. FIFPL is a Non-Banking Financial Company. Its main business is of making investments.

11.5. The shares of FIFPL are not listed on any stock exchange.

11.6. The objects for which FIFPL has been established are set out in its Memorandum of Association. The main objects of FIFPL are set out hereunder:

1. *"To carry on business as a holding company and to acquire and invest in shares, stocks and other securities of companies engaged in manufacturing and dealing in all kinds of glass, glassware, allied and glass related products and for this purpose to invest in, buy, underwrite, acquire, hold and deal in shares, stocks, debentures, debenture-stocks, bonds, obligations and other securities issued or guaranteed by any company constituted for or carrying on or engaged in the aforesaid business in India and in debentures, debentures-stocks, bonds, units and other securities issued or guaranteed by any Government, public, municipal, local or other authority, department, body, trust, organisation or such other person.*

2. *To hold by way of investment shares, stocks, debentures debenture-stocks, bonds, units and other securities issued by companies engaged in manufacturing and dealing in all kinds of glass, glassware, allied and glass related products.*

3. *To carry on the business of providing financial and other services and assistance and to give guarantees or provide securities to or on behalf of or for the benefit of any company engaged in manufacturing and dealing in all kinds of glass, glassware, allied and glass related products and to carry on all such other related allied operations, activities and transactions including providing of advisory, consulting, research & development, training, technical, management, commercial, fund based, non fund based and other services."*

12. **Gujarat Borosil Limited ("Transferor Company 3" or "GBL")**

12.1. Gujarat Borosil Limited was incorporated on December 22, 1988 under the Companies Act, 1956. There has been no change in the name of GBL in the last five (5) years. The Corporate Identification Number of GBL is L26100MH1988PLC316817. Permanent Account Number of GBL is AAACG8440M.

12.2. The registered office of GBL was originally situated in the State of Gujarat at Village Govali, Taluka – Jhagadia, District – Bharuch – 393 001 and subsequently, the registered office of GBL was shifted from the State of Gujarat to the State of Maharashtra at 1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 with effect from November 05, 2018.

12.3. The details of authorised, issued, subscribed and paid-up share capital of GBL as on date is as under:

Particulars	Amount in INR
Authorised Capital	
12,00,00,000 Equity Shares of ₹ 5/- each	60,00,00,000
90,00,000 9% Non-Cumulative Non-Convertible Redeemable Preference Shares of ₹ 100/- each	90,00,00,000
Total	**1,50,00,00,000**
Issued, Subscribed and Paid-up	
6,82,07,500 Equity Shares of ₹ 5/- each fully paid-up	34,10,37,500
90,00,000 9% Non-Cumulative Non-Convertible Redeemable Preference Shares of ₹ 100/- each fully paid-up	90,00,00,000
Total	**1,24,10,37,500**

12.4. Gujarat Borosil Limited manufactures the world's finest textured solar glass.

12.5. The shares of GBL are listed on BSE Limited.

12.6. The objects for which GBL has been established are set out in its Memorandum of Association. The main objects of GBL are set out hereunder:

To carry on the business of manufacturers, producers, exporters, importers, traders, distributors, buyers, sellers, agents for merchants and dealers in sheet glass, fusion glass, plate glass, wired glass, figured glass, tinted glass, float glass, safety glass, toughened glass, laminated glass, glass bottles, all kinds of glass, glassware, glazing material, glass goods, including mirrors, looking glass, scientific glasswares, glass tubes, tiles, bangles, beads, false pearls, phials, ampoules, containers, toys, decorative articles and other type or types of glass required in or used for defence, industrial, domestic, household, building, furniture, electric fittings, transport, vehicles, railways and other purposes and all kinds of articles and things which can or may conveniently be used for the manufacture of or in connection with all such articles and things as aforesaid and to carry on the business of glass leveller, patent solver, glass embosser acclesiastical lead workers, glass tablet, show card and show-case manufacturers and to subsidise, contribute to or otherwise assist or take part in doing any of those things and/or to joint with any other person or company in India or elsewhere or with any Government or Governmental authority in doing any of these things.

13. **Borosil Glass Works Limited ("Applicant Company" or "Transferee Company" or "Demerged Company" or "BGWL" or "Company")**

13.1. Borosil Glass Works Limited was incorporated on December 14, 1962 under the Companies Act, 1956. There has been no change in the name of the Applicant Company in the last five (5) years. The Corporate Identification Number of the Applicant Company is L99999MH1962PLC012538. Permanent Account Number of BGWL is AAACB5484G.

13.2. The registered office of BGWL was originally situated at Khanna Construction House, 44, Dr. R.G. Thadani Marg, Worli, Mumbai - 400 018 and subsequently, the registered office of BGWL was shifted to 1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051 with effect from June 18, 2018.

13.3. The details of authorised, issued, subscribed and paid-up share capital of the Applicant Company as on date is as under:

Particulars	Amount in INR
Authorised Capital	
12,00,00,000 Equity Shares of ₹ 1/- each	12,00,00,000
Total	**12,00,00,000**
Issued, Subscribed and Paid-up	
9,24,00,000 Equity Shares of ₹ 1/- each fully paid-up	9,24,00,000
Total	**9,24,00,000**

13.4. The Applicant Company is a market leader for laboratory glassware and microwavable kitchenware in India. It undertakes business mainly through 2 divisions, scientific and industrial product division and consumer product division.

13.5. The shares of BGWL are listed on BSE Limited and the National Stock Exchange of India Limited.

13.6. The objects for which BGWL has been established are set out in its Memorandum of Association. The main objects of BGWL are set out hereunder:

1. To acquire, take over and amalgamate the undertakings of Industrial and Engineering Apparatus Company Private Limited, a Company incorporated in India and having its registered office at Chotani Estate, Proctor Road, Grant Road, Bombay 7 and for that purpose to enter into appropriate agreements and to take all necessary steps.

2. To do business as manufacturers and importers of, and wholesale dealers in, and retailers or dealers of, scientific and laboratory glassware, technical glasswares, pharmaceutical glassware, pressed glassware, kitchenware. Oven glasswares, of all varieties and description, and any material or product which can or may be used as a substitute for glass and of all varieties and descriptions of products, materials, instruments, apparatuses made from borosilicate glasses and/or other varieties of glass or any material and product which can or may be used as a substitute for glass, and all products of which glass forms a part.

3. *To carry on business as glass blowers, benders, bevellers, silvers, embossers, and engravers; and as artists, potters, glaziers, sandblast workers, colliery proprietors, bricks and tile makers, cement makers, quarry owners, metal and alloy makers, refiners and workers, engineers, joiners and wood-workers, manufacturing chemists, barge owners, lighterman, storage proprietors, depository owners, ironmongers, and hardware dealers, carriers, garges proprietors, and builders and decorators' merchants.*

14. **Borosil Limited ("Resulting Company" or "BL")**

14.1. Borosil Limited was originally incorporated on the November 25, 2010 under the Companies Act, 1956 under the name of Hopewell Tabeleware Pvt. Ltd. The private company was then converted into a public company with effect from July 19, 2018 and subsequently the name was changed to Borosil Limited with effect from November 20, 2018. The Corporate Identification Number of BL is U26913MH2010PLC292722. Permanent Account Number of BL is AACCH5367G.

14.2. The Registered Office of BL was originally situated in the State of Rajasthan and subsequently shifted to 1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra with effect from March 20, 2017.

14.3. The details of authorised, issued, subscribed and paid-up share capital of BL as on date is as under:

Particulars	Amount in INR
Authorised Capital	
270,000,000 Equity Shares of ₹ 1/- each	27,00,00,000
28,000,000, 6% Optionally Convertible Non-Cumulative Redeemable Preference Shares of ₹ 10/- each	28,00,00,000
Total	**55,00,00,000**
Issued, Subscribed and Paid-up	
257,500,000 Equity Shares of ₹ 1/- each, fully paid-up	25,75,00,000
28,000,000, 6% Optionally Convertible Non-Cumulative Redeemable Preference Shares of ₹ 10/- each, fully paid-up	28,00,00,000
Total	**53,75,00,000**

14.4. BL is engaged into manufacturing of opal glassware items.

14.5. The shares of the BL are not listed on any stock exchange.

14.6. The objects for which BL has been established are set out in its Memorandum of Association. The main objects of BL are set out hereunder:

1. *"To carry on in India or elsewhere the business to manufacture, produce, treat, process, design, develop, build, convert, compound, cure, crush, distribute, display, exchange, barter, explore, extract, excavate, finish, formulate, grind, handle, fabricate, import, export, purchase, sell, jobwork, metal work, thermal work, mix, modify, market, operate, prepare, and to act as brokers, agents, stockists, consignors, collaborators, distributors, suppliers, promoters, adatias, concessionaires, consultants, C and F agents, wholesalers, retailers and sales organisers of all shapes sizes, varieties, specifications, descriptions, applications and uses of ceramic refractory, sanitary wares, ceramicwares, earthenwares, tablewares, hotelwares, pressedwares, decorative wares, garden wares, kitchen wares, crockeries, potteries, insulators, terracotta, porcelainware, bathroom, accessories, pipes, wall tiles, floor tiles, roofing tiles, porcelain tiles, bricks, building materials, asbestos sheets, poles, blocks, plumbing fixtures, related chemicals, compositions, products of all classes, viz; fibre glass, glass, wood, fireclay, refractories, including fittings, parts, accessories, consumbles, components and by-products thereof whether made of mild steel, galvanised or forged steel, brass, copper, aluminium, gypsum, lime, stone, porcelain, sand, ores, cement, concrete, asbestos cement, china-clay, pulp, paper, plastic, chemical, stone, stone powder, PVC, rubber, canvas, acrylic, fibre, glass, glass fibre, or any other man made synthetic or natural material or any combination thereof."*

15. **BACKGROUND OF THE SCHEME**

The Scheme *inter-alia* provides for the following:

(i) Amalgamation of Vyline Glass Works Limited ('the Transferor Company 1' or 'VGWL'), Fennel Investment and Finance Private Limited ('the Transferor Company 2' or 'FIFPL') and Gujarat Borosil Limited ('the Transferor Company 3' or 'GBL') with Borosil Glass Works Limited ('the Transferee Company' or 'BGWL'); and

(ii) Demerger of the Scientific and Industrial products and Consumer products business of BGWL along with the scientific and industrial products and consumer products business into Borosil Limited ('the Resulting Company' or 'BL').

16. **RATIONALE OF THE SCHEME**

a. Result in simplification of the group structure by eliminating cross holdings;

b. Confer shares in each business to each existing shareholder of all the companies thereby giving them an opportunity to participate in both the businesses i.e. scientific & industrial products and consumer products businesses of BGWL and solar business of GBL. They will be able to decide whether to stay invested or monetize their investment in either of the businesses thereby unlocking value for the shareholders;

c. Enable each business to pursue growth opportunities and offer investment opportunities to potential investors; and

d. Result in economies in business operations, provide optimal utilization of resources and greater administrative efficiencies.

In view of the aforesaid, the Board of Directors of the companies involved in the Scheme have considered and proposed this Scheme under the provisions of Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

17. **SALIENT FEATURES OF THE SCHEME**

Salient features of the Scheme are set out as below:

- The Scheme is presented under Sections 230-232 and other applicable provisions of the Act, as may be applicable;

- The Transferor Companies, the Applicant Company and the Resulting Company shall make applications and / or petitions under Section 230- 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 to the National Company Law Tribunal, Bench at Mumbai, as the case may be for sanction of this Scheme and all matters ancillary or incidental thereto;

- The 'Appointed Date' for the Scheme is October 01, 2018, or such other date as may be fixed by the National Company Law Tribunal or the Board of Directors.

- "Effective Date" means the date on which the certified copies of the orders of National Company Law Tribunal sanctioning this Scheme, is filed by VGWL, FIFPL, GBL, BGWL and BL with the jurisdictional Registrar of Companies.

- Upon the effectiveness of this Scheme and in consideration of the amalgamation of VGWL, FIFPL and GBL with BGWL, BGWL shall, without any further act or deed, issue and allot equity shares credited as fully paid-up, to the extent indicated below, to the members of VGWL, FIFPL and GBL holding fully paid up equity shares in VGWL, FIFPL and GBL respectively and whose names appear in the Register of Members of VGWL, FIFPL and GBL or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as may be recognized by the Board of Directors of BGWL based on the Share Exchange Ratio in the following manner:

On amalgamation of the Transferor Company 1 with the Transferee Company

"200 (Two Hundred) fully paid up Equity Shares of ₹ 1 each of Transferee Company shall be issued and allotted as fully paid up for every 81 (Eighty One) Equity Shares of ₹ 10 each fully paid up held in the Transferor Company 1."

On amalgamation of the Transferor Company 2 with the Transferee Company

"200 (Two Hundred) fully paid up Equity Shares of ₹ 1 each of Transferee Company shall be issued and allotted as fully paid up for every 109 (One Hundred and Nine) Equity Shares of ₹ 10 each fully paid up held in the Transferor Company 2."

On amalgamation of the Transferor Company 3 with the Transferee Company

"1 (One) fully paid up Equity Share of ₹ 1 each of Transferee Company shall be issued and allotted as fully paid up for every 2 (Two) Equity Shares of ₹ 5 each fully paid up held in the Transferor Company 3."

- Upon the effectiveness of this Scheme and in consideration of the demerger of the demerged undertaking of BGWL into BL, BL shall, without any further act or deed, issue and allot equity shares credited as fully paid-up, to the extent indicated below, to the members of BGWL holding fully paid up equity shares in BGWL respectively and whose names appear in the Register of Members of BGWL or to such of their respective heirs, executors, administrators or other legal representative or other successors in title as may be recognized by the Board of Directors of BL based on the Share Entitlement Ratio in the following manner:

  "1 (One) fully paid up Equity Share of ₹ 1 each of the Resulting Company shall be issued and allotted as fully paid up for every 1 (One) Equity Share of ₹ 1 each fully paid up held in the Demerged Company."

- This Scheme is conditional upon and subject to the following:

  (a) The sanction or approval of the Appropriate Authorities including SEBI, Stock Exchanges in respect of the Scheme being obtained in respect of any of the matters in respect of which such sanction or approval is required or on the expiry of any statutory time period pursuant to which such approval is deemed to have been granted;

  (b) Approval of the Scheme by the requisite majority in number and value of such class of persons including the respective members and/or creditors of the Transferor Companies, the Transferee Company/the Demerged Company and the Resulting Company as required under the Act and as may be directed by NCLT;

  (c) Approval of the shareholders of BGWL and GBL through e-voting and/or any other mode as may be required under any Applicable Law. The Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders of BGWL and GBL, against it as required under the SEBI Circular. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957; and

  (d) Certified or authenticated copy of the Order of NCLT sanctioning the Scheme being filed with the respective Registrar of Companies by the Transferor Companies, the Transferee Company/Demerged Company and the Resulting Company as may be applicable.

You are requested to read the entire text of the Scheme to get fully acquainted with the provisions thereof. The aforesaid are only some of the key provisions of the Scheme.

18. **APPROVALS**

a. Pursuant to the SEBI Circular read with Regulation 37 of the SEBI Listing Regulations, the Applicant Company had filed necessary applications before BSE Limited seeking their no-objection to the Scheme. The Applicant Company has received the observation letter from BSE Limited dated November 5, 2018 conveying their no-objection to the Scheme. Copy of the aforesaid observation letter is enclosed herewith.

b. Pursuant to the SEBI Circular read with Regulation 37 of the SEBI Listing Regulations, the Applicant Company had filed necessary applications before the National Stock Exchange of India Limited seeking their no-objection to the Scheme. The Applicant Company has received the observation letter from the National Stock Exchange of India Limited dated November 6, 2018 conveying their no-objection to the Scheme. Copy of the aforesaid observation letter is enclosed herewith.

c. As required by the SEBI Circular, the Applicant Company has filed the Complaint Report with BSE Limited on August 24, 2018 and the National Stock Exchange of India Limited on September 18, 2018. A copy of the aforementioned Complaint Report is enclosed herewith.

19. **CAPITAL STRUCTURE PRE AND POST SCHEME**

a. The pre-scheme capital structure of VGWL, FIFPL and GBL is mentioned in paragraphs 10, 11 and 12 above. Pursuant to the Scheme, as consideration, equity shares in the Applicant Company will be issued to the equity shareholders of VGWL, FIFPL and GBL in accordance with the valuation report obtained from an independent Chartered Accountant. Also, equity shares in the Resulting Company will be issued to the equity shareholders of the Applicant Company in accordance with the valuation report obtained from an independent Chartered Accountant.

b. Post the Scheme, VGWL, FIFPL and GBL shall stand dissolved without being wound-up.

c. Pre and post Scheme capital structure of the Applicant Company is as follows:

Particulars	**Pre Scheme**		**Post Scheme (Expected)**	
Authorised Share Capital	**No. of shares**	**Amount in Crores (₹)**	**No. of shares**	**Amount in Crores (₹)**
Equity shares of ₹ 1/- each	12,00,00,000	12.00	91,65,00,000	91.65
Preference shares of ₹ 10/- each			9,22,50,000	92.25
Issued, Subscribed and Paid-up Share Capital				
Equity shares of ₹ 1/- each, fully paid up	9,24,00,000	9.24	11,40,59,520	11.41

d. Pre and post Scheme capital structure of BL is as follows:

Particulars	**Pre Scheme**		**Post Scheme (Expected)**	
Authorised Share Capital	**No. of shares**	**Amount in Crores (₹)**	**No. of shares**	**Amount in Crores (₹)**
Equity shares of ₹ 1/- each	27,00,00,000	27.00	27,00,00,000	27.00
Preference shares of ₹ 10/- each	2,80,00,000	28.00	2,80,00,000	28.00
Issued, Subscribed and Paid-up Share Capital				
Equity shares of ₹ 1/- each, fully paid up	25,75,00,000	25.75	11,40,59,520	11.41
Preference shares of ₹ 10/- each, fully paid up	2,80,00,000	28.00		

20. **PRE AND POST SCHEME SHAREHOLDING PATTERN**

20.1 The pre and post scheme shareholding pattern of the Applicant Company based on the shareholding as on March 31, 2019 is as follows:

Sl. No.	Particulars	Pre-scheme		Post-scheme	
	Description	**No. of shares**	**%**	**No. of shares**	**%**
(A)	**Shareholding of Promoter and Promoter Group**				
1	**Indian**				
(a)	**Individuals/ Hindu Undivided Family**	3,96,55,440	42.92	4,86,53,751	42.66
(b)	Central Government/ State Government(s)				
(c)	**Bodies Corporate Names**				
	Fennel Investment And Finance Private Limited	49,62,280	5.37		
	Croton Trading Private Limited	1,21,34,240	13.13	1,30,87,339	11.47
	LLP Names				
	Gujarat Fusion Glass LLP	80	0.00	31,36,404	2.75
	Sonargaon Properties LLP	0	0.00		
	Spartan Trade Holdings LLP			11,47,313	1.01
	Borosil Holdings LLP			9,18,179	0.80
	Associated Fabricators LLP			2,34,111	0.21
(d)	Financial Institutions/ Banks				
(e)	Any Others				
	Sub Total(A)(1)	**5,67,52,040**	**61.42**	**6,71,77,097**	**58.90**
2	**Foreign**				
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	1,05,63,680	11.43	1,32,33,662	11.60
(b)	Bodies Corporate	-	-	-	-
(c)	Institutions	-	-	-	-
(d)	Any Others	-	-	-	-
	Sub Total(A)(2)	**1,05,63,680**	**11.43**	**1,32,33,662**	**11.60**
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**6,73,15,720**	**72.85**	**8,04,10,759**	**70.50**
(B)	**Public shareholding**				
1	**Institutions**				
(a)	Mutual Funds / UTI	30,000	0.03	30,000	0.03
(b)	Financial Institutions / Banks	1,45,037	0.16	1,69,037	0.15
(c)	Central Government/ State Government(s)	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-
(e)	Insurance Companies	4,000	0.00	4,000	0.00
(f)	Foreign Institutional Investors	23,00,086	2.49	23,00,086	2.02
(g)	Foreign Venture Capital Investors	-	-	-	-
(h)	Any Other Alternate Investment Fund Foreign Portfolio Investor	76,800	0.08	76,800	0.07
	Sub-Total (B)(1)	**25,55,923**	**2.77**	**25,79,923**	**2.26**

Sl. No.	Particulars	Pre-scheme		Post-scheme	
	Description	**No. of shares**	**%**	**No. of shares**	**%**
2	**Non-institutions**				
(a)	Bodies Corporate	-	-	-	-
(b)	Individuals				
I	Individual shareholders holding nominal share capital up to ₹ 2 lakh	1,73,86,033	18.82	2,25,10,464	19.74
II	Individual shareholders holding nominal share capital in excess of ₹ 2 lakh.	2,48,470	0.27	9,55,370	0.84
(c)	NBFCs registered with RBI	2,06,077	0.22	2,17,947	0.19
(d)	Any Other				
	Trusts	3,000	0.00	3,281	0.00
	Foreign Nationals	39,000	0.04	39,050	0.03
	Hindu Undivided Family	6,36,919	0.69	8,94,694	0.78
	LLP/ Partnership Firm	1,07,672	0.12	1,36,172	0.12
	Non - Resident Indians	7,22,261	0.78	8,88,946	0.78
	Clearing Member	1,90,669	0.21	2,77,111	0.24
	Bodies Corporate	12,52,766	1.36	22,82,424	2.00
	IEPF	17,33,990	1.88	28,61,879	2.51
	Directors & Relatives	1,500	0.00	1,500	0.00
	Sub-Total (B)(2)	**2,25,28,357**	**24.38**	**3,10,68,838**	**27.24**
	Total Public Shareholding (B)= (B)(1)+(B)(2)	**2,50,84,280**	**27.15**	**3,36,48,761**	**29.50**
	TOTAL (A)+(B)	**9,24,00,000**	**100**	**11,40,59,520**	**100**
(C)	Shares held by Custodians and against which DRs have been issued	-	-	-	-
	GRAND TOTAL (A)+(B)+(C)	**9,24,00,000**	**100**	**11,40,59,520**	**100**

20.2. The pre-scheme shareholding of the Transferor Company 1 as on March 31, 2019 is as follows:

Sr. No.	Names of Shareholders	No. of equity shares of ₹ 10/- each	Shareholding %
1	Rekha Kheruka	7,56,545	38.80%
2	Kiran Kheruka	7,42,246	38.06%
3	Bajrang Lal Kheruka	1,71,500	8.79%
4	Pradeep Kumar Kheruka	1,57,205	8.06%
5	Gujarat Fusion Glass LLP	1,13,600	5.83%
6	Manjulaben R Shah	1,000	0.05%
7	Rashmi A Shah	1,500	0.08%
8	Babulal S Shah	1,000	0.05%
9	Vinay B Shah	500	0.03%
10	Chandraben B Shah	500	0.03%
11	Paresh B Shah	500	0.03%
12	Laxmi Bai	2,500	0.13%

Sr. No.	Names of Shareholders	No. of equity shares of ₹ 10/- each	Shareholding %
13	Prakash Rajani	500	0.03%
14	K Santhana Krishnan	200	0.01%
15	Sadana N Mehta	300	0.02%
16	Nitin N Mehta	400	0.02%
17	Kiran Kheruka Jointly with Irene Sequeira	1	0.00%
18	Kiran Kheruka Jointly with K. Venugopal Panicker	1	0.00%
19	Kiran Kheruka Jointly with Praveen G. Kanchan	1	0.00%
20	Kiran Kheruka Jointly with Vinod Kumar Menon	1	0.00%
	TOTAL	**19,50,000**	**100%**

Post-scheme shareholding : Not applicable as the Transferor Company 1 shall stand dissolved without being wound-up pursuant to the Scheme.

20.3. The pre-scheme shareholding of the Transferor Company 2 as on March 31, 2019 is as follows:

Sr. No.	Names of Shareholders	No. of equity shares of ₹ 10/- each	Shareholding %
1	Bajrang Lal Kheruka	1,07,682	1.19%
2	Pradeep Kumar Kheruka	2,17,177	2.40%
3	Shreevar Kheruka	36,196	0.40%
4	Kiran Kheruka	1,76,456	1.95%
5	Rekha Kheruka	2,83,234	3.13%
6	Borosil Glass Works Limited	41,48,967	45.85%
7	Vyline Glass Works Limited	7,50,163	8.29%
8	Croton Trading Private Limited	5,19,412	5.74%
9	Spartan Trade Holdings LLP	6,25,286	6.91%
10	Borosil Holdings LLP	5,00,408	5.53%
11	Gujarat Fusion Glass LLP	15,56,428	17.20%
12	Associated Fabricators LLP	1,27,591	1.41%
	TOTAL	**90,49,000**	**100%**

Post-scheme shareholding : Not applicable as the Transferor Company 2 shall stand dissolved without being wound-up pursuant to the Scheme.

20.4. The pre-scheme shareholding pattern of the Transferor Company 3 as on March 31, 2019 is as follows:

Sl. No.	Particulars	Pre-scheme	
	Description	**No. of shares**	**%**
(A)	**Shareholding of Promoter and Promoter Group**		
1	**Indian**		
(a)	**Individuals/ Hindu Undivided Family**	75,33,333	11.04
(b)	Central Government/ State Government(s)	-	-
(c)	**Bodies Corporate Names**		
	Borosil Glass Works Limited	1,72,22,376	25.25
	Fennel Investment And Finance Private Limited	2,26,00,000	33.13
	Croton Trading Private Limited	100	0.00
(d)	Financial Institutions/ Banks	-	-
(e)	Any Others	-	-
	Sub Total(A)(1)	**4,73,55,809**	**69.43**
2	**Foreign**		
(a)	Individuals (Non-Residents Individuals/ Foreign Individuals)	37,66,667	5.52
(b)	Bodies Corporate		
(c)	Institutions	-	-
(d)	Any Others	-	-
	Sub Total(A)(2)	**37,66,667**	**5.52**
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**5,11,22,476**	**74.95**
(B)	**Public shareholding**		
1	**Institutions**		
(a)	Mutual Funds / UTI	-	-
(b)	Financial Institutions / Banks	48,000	0.07
(c)	Central Government/ State Government(s)	-	-
(d)	Venture Capital Funds	-	-
(e)	Insurance Companies	-	-
(f)	Foreign Institutional Investors	-	-
(g)	Foreign Venture Capital Investors	-	-
(h)	Any Other Alternate Investment Fund Foreign Portfolio Investor)	-	-
	Sub-Total (B)(1)	**48,000**	**0.07**
2	**Non-institutions**		
(a)	Bodies Corporate		
(b)	Individuals	-	-
I	Individual shareholders holding nominal share capital up to ₹ 2 lakh	1,02,04,923	14.96
II	Individual shareholders holding nominal share capital in excess of ₹ 2 lakh.	14,13,800	2.07
(c)	NBFCs registered with RBI	23,740	0.03
(d)	Any Other		
	Trusts	563	0.00
	Foreign Nationals	100	0.00
	Hindu Undivided Family	5,15,550	0.76
	Non - Resident Indians	3,33,369	0.49

Sl. No.	Particulars	Pre-scheme	
	Description	No. of shares	%
	Clearing Member	1,72,884	0.25
	LLP/ Partnership Firm	57,000	0.08
	Body Corporate	20,59,316	3.02
	IEPF	22,55,779	3.31
	Sub-Total (B)(2)	**1,70,37,024**	**24.98**
	Total Public Shareholding (B)= (B) (1)+(B)(2)	**1,70,85,024**	**25.05**
	TOTAL (A)+(B)	**6,82,07,500**	**100**
(C)	Shares held by Custodians and against which DRs have been issued		
	GRAND TOTAL (A)+(B)+(C)	**6,82,07,500**	**100**

Post-scheme shareholding pattern: Not applicable as the Transferor Company 3 shall stand dissolved without being wound-up pursuant to the Scheme.

20.5. The pre and post scheme shareholding pattern of the Resulting Company as on March 31, 2019 is as follows:

Sl. No.	Particulars	Pre-scheme		Post-scheme	
	Description	No. of shares	%	No. of shares	%
(A)	**Shareholding of Promoter and Promoter Group**				
1	**Indian**				
(a)	**Individuals/ Hindu Undivided Family**	15	0.01	4,86,53,751	42.66
(b)	Central Government/ State Government(s)				
(c)	**Bodies Corporate Names**				
	Borosil Glass Works Limited	25,74,99,985	99.99		
	Croton Trading Private Limited			1,30,87,339	11.47
	LLP Names				
	Gujarat Fusion Glass LLP			31,36,404	2.75
	Sonargaon Properties LLP			-	-
	Spartan Trade Holdings LLP			11,47,313	1.01
	Borosil Holdings LLP			9,18,179	0.80
	Associated Fabricators LLP			2,34,111	0.21
(d)	Financial Institutions/ Banks			-	-
(e)	Any Others			-	-
	Sub Total(A)(1)	**25,75,00,000**	**100**	**6,71,77,097**	**58.90**
2	**Foreign**				
(a)	Individuals (Non-Residents Foreign Individuals)			1,32,33,662 -	11.60 -
(b)	Bodies Corporate			-	-
(c)	Institutions			-	-
(d)	Any Others			-	-
	Sub Total(A)(2)			**1,32,33,662**	**11.60**
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	**25,75,00,000**	**100**	**8,04,10,759**	**70.50**

Sl. No.	Particulars	Pre-scheme		Post-scheme	
	Description	**No. of shares**	**%**	**No. of shares**	**%**
(B)	**Public shareholding**				
1	**Institutions**				
(a)	Mutual Funds / UTI			30,000	0.03
(b)	Financial Institutions / Banks			1,69,037	0.15
(c)	Central Government/ State Government(s)			-	-
(d)	Venture Capital Funds			-	-
(e)	Insurance Companies			4,000	0.00
(f)	Foreign Institutional Investors			23,00,086	2.02
(g)	Foreign Venture Capital Investors			-	-
(h)	Any Other Alternate Investment Fund Foreign Portfolio Investor)			76,800	0.07
	Sub-Total (B)(1)			**25,79,923**	**2.26**
2	**Non-institutions**				
(a)	Bodies Corporate			-	-
(b)	Individuals				
I	Individual shareholders holding nominal share capital up to ₹ 2 lakh			2,25,10,464	19.74
II	Individual shareholders holding nominal share capital in excess of ₹ 2 lakh.			9,55,370	0.84
(c)	NBFCs registered with RBI			2,17,947	0.19
(d)	Any Other				
	Trusts			3,281	0.00
	Foreign Nationals			39,050	0.03
	Hindu Undivided Family			8,94,694	0.78
	LLP/ Partnership Firm			1,36,172	0.12
	Non - Resident Indians			8,88,946	0.78
	Clearing Member			2,77,111	0.24
	Bodies Corporate			22,82,424	2.00
	IEPF			28,61,879	2.51
	Directors & Relatives			1,500	0.00
	Sub-Total (B)(2)			**3,10,68,838**	**27.24**
	Total Public Shareholding (B)= (B)(1)+(B)(2)			**3,36,48,761**	**29.50**
	TOTAL (A)+(B)	**25,75,00,000**	**100**	**11,40,59,520**	**100**
(C)	Shares held by Custodians and against which DRs have been issued				
	GRAND TOTAL (A)+(B)+(C)	**25,75,00,000**	**100**	**11,40,59,520**	**100**

21. **EXTENT OF SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

21.1. The Directors and Key Managerial Personnel (KMP) and their respective relatives of VGWL, FIFPL, GBL, BGWL and BL may be deemed to be concerned and/or interested in the Scheme only to the extent of their shareholding in the Applicant Company, or to the extent the said Directors / KMP are the partners, directors, members of the companies, firms, association of persons, bodies corporate and/or beneficiary of trust that hold shares in the Applicant Company. Save as aforesaid, none of the Directors, Managing Director or the Manager or KMP of VGWL, FIFPL, GBL, BGWL and BL have any material interest in the Scheme.

21.2. The details of the present directors and KMP of VGWL, FIFPL and GBL and their respective shareholdings in VGWL, FIFPL and GBL respectively and BGWL as on date are as follows:

VGWL Director's shareholding in VGWL and BGWL

Name of Directors / KMP	Designation	Shares held in VGWL	Shares held in BGWL
Sorabh Singhal	Director	Nil	Nil
Dharmesh Harshadrai Naik	Director	Nil	Nil
Somchand Mehta	Director	Nil	Nil

FIFPL Director's shareholding in FIFPL and BGWL

Name of Directors / KMP	Designation	Shares held in FIFPL	Shares held in BGWL
Bajrang Lal Kheruka	Director	1,07,682	1,13,63,680
Pradeep Kumar Kheruka	Director	2,17,177	1,05,63,680
Rabindra Nath Jhunjhunwala	Director	Nil	Nil

GBL Director's/ KMP's shareholding in GBL and BGWL

Name of Directors / KMP	Designation	Shares held in GBL	Shares held in BGWL
Pradeep Kumar Kheruka	Director	37,66,667	1,05,63,680
Shreevar Kheruka	Additional Director	37,66,666	2,000
Ramaswami Velayudhan Pillai	Whole-time Director	NIL	NIL
Ashok Jain	Director	NIL	NIL
Shalini Kalsi Kamath	Independent Director	NIL	NIL
Raj Kumar Jain	Additional & Non-Executive Independent Director	NIL	NIL
Pradeep Vasudeo Bhide	Additional & Non-Executive Independent Director	NIL	NIL
Haigreve Khaitan	Additional & Non-Executive Independent Director	NIL	NIL
Asif Syed Ibrahim	Additional & Non-Executive Independent Director	NIL	NIL
Milind Madhavrao Gurjar	Chief Executive Officer	NIL	NIL
Sunil Kishanlal Roongta	Chief Financial Officer	NIL	NIL
Kishor Haresh Talreja	Company Secretary	NIL	NIL

21.3. The details of the present directors and KMP of BGWL and their respective shareholdings in BGWL, VGWL, FIFPL, GBL and BL as on date are as follows:

Name of Directors / KMP	Designation	Shares held in BGWL	Shares held in VGWL	Shares held in FIFPL	Shares held in GBL	Shares held in BL
Bajrang Lal Kheruka	Executive Chairman	1,13,63,680	1,71,500	1,07,682	37,66,667	Nil
Pradeep Kumar Kheruka	Non- Executive Vice Chairman	1,05,63,680	1,57,205	2,17,177	37,66,667	Nil
Shreevar Kheruka	Managing Director & Chief Executive Officer	2,000	Nil	36196	37,66,666	10 – As nominee of BGWL
Rajesh Kumar Chaudhary	Whole-time Director	600 Shares as an Individual 900 Shares as Karta of HUF	Nil	Nil	50,000 Shares as Karta of HUF	Nil
Naveen Kumar Kshatriya	Independent Director	Nil	Nil	Nil	Nil	Nil
Anupa Sahney	Independent Director	Nil	Nil	Nil	Nil	Nil
Kewal Kundanlal Handa	Independent Director	Nil	Nil	Nil	Nil	Nil
Swadhin Padia	Chief Financial Officer	400 shares jointly with his wife	Nil	Nil	Nil	Nil
Gita Yadav	Company Secretary	Nil	Nil	Nil	Nil	Nil

21.4. The details of the present directors and KMP of BL and their respective shareholdings in BGWL and BL as on date are as follows:

Name of Directors / KMP	Designation	Shares held in BL	Shares held in BGWL
Pradeep Kumar Kheruka	Director	Nil	1,05,63,680
Shreevar Kheruka	Director	10 – As nominee of BGWL	2000
Ashok Jain	Director	Nil	Nil
Ramaswami Velayudhan Pillai	Director	Nil	Nil
Rituraj Sharma	Director	Nil	19,200
Hemant Kumar Arora	Independent Director	Nil	Nil
Sanjeev Kumar Jha	Manager	Nil	Nil
Ashwani Jain	Chief Financial Officer	Nil	Nil
Manoj Dere	Company Secretary	Nil	Nil

22. **GENERAL**

22.1. VGWL, FIFPL, GBL, BGWL and BL have made applications before the Tribunal for the sanction of the Scheme under Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

22.2. The amount due from the VGWL as on September 30, 2018 to its secured creditors is ₹ 19,73,80,093/- and unsecured creditors is ₹ 13,29,16,691/-.

22.3. There are no secured creditors in FIFPL and the amount due from FIFPL as on September 30, 2018 to its unsecured creditors is ₹ 94,70,000/-.

22.4. The amount due from GBL as on December 31, 2018 to its secured creditors is ₹ 13,80,01,751/- and unsecured creditors is ₹ 1,47,63,98,282/-.

22.5. The amount due from Applicant Company as on September 30, 2018 to its secured creditors is ₹ 64,66,32,205/- and unsecured creditors is ₹ 29,26,99,460/-.

22.6. The amount due from BL as on September 30, 2018 to its secured creditors is ₹ 28,37,69,877/- and unsecured creditors is ₹ 1,49,15,74,325/-.

22.7. In relation to the meeting of the Applicant Company, Equity Shareholders of the Applicant Company whose names are appearing in the records of the Applicant Company as on May 07, 2019 shall be eligible to attend and vote at the meeting either in person or by proxies convened as per the directions of the Tribunal.

22.8. The rights and interests of creditors of either of the companies will not be prejudicially affected by the Scheme as no sacrifice or waiver is at all called from them nor their rights sought to be modified in any manner and post the Scheme, the Applicant Company and the Resulting Company will be able to meet its liabilities as they arise in the ordinary course of business.

22.9. None of Directors and KMP of the Applicant Company or their respective relatives is in any way connected or interested in the aforesaid resolution except to the extent of their respective shareholding, if any.

22.10. The latest audited accounts for the year ended March 31, 2018 of Applicant Company indicates that it is in a solvent position and would be able to meet liabilities as they arise in the course of business. There is no likelihood that any secured or unsecured creditor of the Applicant Company would lose or be prejudiced as a result of this Scheme being passed since no sacrifice or waiver is at all called for from them nor are their rights sought to be adversely modified in any manner. Hence, the Scheme will not cast any additional burden on the shareholders or creditors of the Applicant Company, nor will it adversely affect the interest of any of the shareholders or creditors.

22.11. There are no winding up proceedings pending against the Applicant Company as of date.

22.12. No investigation proceedings are pending or are likely to be pending under the provisions of Chapter XIV of the Companies Act, 2013 or under the provisions of the Companies Act, 1956 in respect of the Applicant Company and the Resulting Company.

22.13. A copy of the Scheme is being filed with the Registrar of Companies, Mumbai, Maharashtra.

22.14. VGWL, FIFPL, GBL, BGWL and BL are required to seek approvals / sanctions / no-objections from certain regulatory and governmental authorities for the Scheme which inter alia includes Registrar of Companies, Regional Director, Official Liquidator and Income-tax authorities which it will obtain at the relevant time.

22.15. In the event that the Scheme is withdrawn in accordance with its terms, the Scheme shall stand revoked, cancelled and be of no effect and null and void.

22.16. Names and addresses of the Directors/ KMP and Promoters of VGWL are as under:

Sr. No.	Name of Director	Address
1.	Sorabh Singhal	D-402, Kavita Dham, Jadeshwar Road, Bharuch - 392001
2.	Dharmesh Harshadrai Naik	Flat No.701, Kandivali Kamalvan Co-Op. Hsg. Soc., M.G. Road, Dahanukarwadi, Opp. Bobby Shopping Center, Kandivali, Mumbai - 400067
3.	Somchand Mehta	E-905, 9th Floor, Oberoi Splendor, Opp Majas Bus Depot, J.V. Link Road, Jogeshwari (East), Mumbai - 400 060

Sr. No.	Name of Promoter	Address
1.	Rekha Kheruka	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai - 400 018
2.	Kiran Kheruka	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai - 400 018
3.	Bajrang Lal Kheruka	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai - 400 018
4.	Pradeep Kumar Kheruka	Apartment no. 3101, Tower 5, Burj Residence, Down Town, Dubai, United Arab Emirates
5.	Gujarat Fusion Glass LLP	Khanna Construction House, 44, Dr. R.G. Thadani Marg, Worli, Mumbai - 400018
6.	Kiran Kheruka Jointly with Irene Sequeira	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai - 400 018
7.	Kiran Kheruka Jointly with K. Venugopal Panicker	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai - 400 018
8.	Kiran Kheruka Jointly with Praveen G. Kanchan	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai - 400 018
9.	Kiran Kheruka Jointly with Vinod Kumar Menon	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai - 400 018

Names and addresses of the directors and promoters of FIFPL are as under:

Sr. No.	Name of Director	Address
1.	Bajrang Lal Kheruka	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai - 400 018
2.	Pradeep Kumar Kheruka	Apartment no. 3101, Tower 5, Burj Residence, Down Town, Dubai, United Arab Emirates
3.	Rabindra Nath Jhunjhunwala	New Pushpa Milan 67, Worli Hill Road, Worli, Mumbai – 400 018

Sr. No.	Name of Promoter	Address
1.	Bajrang Lal Kheruka	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai - 400 018
2.	Pradeep Kumar Kheruka	Apartment No. 3101, Tower 5, Burj Residence, Down Town, Dubai
3.	Shreevar Kheruka	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai - 400 018

Sr. No.	Name of Promoter	Address
4.	Kiran Kheruka	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai – 400 018
5.	Rekha Kheruka	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai – 400 018
6.	Borosil Glass Works Limited	1101, Crescenzo, G - Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
7.	Vyline Glass Works Limited	107, Famous Cine Studio Building, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011
8.	Croton Trading Private Limited	B 3/3 Gillander House, 8 Netaji Subhas Road, Kolkata - 700 001
9.	Spartan Trade Holdings LLP	B 3/3 Gillander House, 8 Netaji Subhas Road, Kolkata - 700 001
10.	Borosil Holdings LLP	B 3/3 Gillander House, 8 Netaji Subhas Road, Kolkata - 700 001
11.	Gujarat Fusion Glass LLP	Khanna Construction House, 44, Dr. R. G. Thadani Marg, Worli, Mumbai – 400 018
12.	Associated Fabricators LLP	B 3/3 Gillander House, 8 Netaji Subhas Road, Kolkata - 700 001

Names and addresses of the directors/KMP and promoters of GBL are as under:

Sr. No.	Name of Director/KMP	Address
1.	Pradeep Kumar Kheruka	Apartment No.3101, Tower 5, Burj Residences, Downtown, Opp Burj Al Khalifa, Dubai
2.	Shreevar Kheruka	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai - 400 018
3.	Ramaswami Velayudhan Pillai	Lokhandwala Complex, Bala Saheb Devras Marg, 35/Room No.507/B Wing, Sheetal Apnaghar No. 9, Co. Op. Housing Society, Andheri (West), Azad Nagar, Mumbai - 400 053
4.	Ashok Jain	A/1203, Vastu Tower, Evershine Nagar, Ryan International School, Malad (West), Mumbai - 400 064
5.	Shalini Kalsi Kamath	A-1203/1204, Chaitanya Towers, Appsaheb Marathe Marg, Near Ravindra Natya Mandir, Prabhadevi, Mumbai – 400025
6.	Raj Kumar Jain	Flat No. A-1601, Abrol Vastu Park, Evershine Nagar, Malad (West), Mumbai - 400064
7.	Pradeep Vasudeo Bhide	H. No. D - 1/48, 1st Floor, Vasant Vihar, Near D Block Market, Delhi-110057
8.	Haigreve Khaitan	1104 Sterling Seaface Dr Annie Besant Road Worli Mumbai 400 018
9.	Asif Syed Ibrahim	C-1/41, Pandara Park, Lodi Road H.O. South Delhi, Delhi 110003
10.	Milind Madhavrao Gurjar	IB 44, Disha Sanskriti, Silk City, Itkheda, Paithan Road, Aurangabad – 431001
11.	Sunil Kishanlal Roongta	08/A Swastik Park, Shreedevdoot Aprts. Owners Asso Opp. Judges Bunglow, Premchand Nagar Road, Bodakdev, Ahmedabad – 380015
12.	Kishor Haresh Talreja	A/211, Premji Nagar, The Borivali Neelkamal CHSL, 10^{th} Road, Daulat Nagar, Borivali (East), Mumbai – 400066

Sr. No.	Name of Promoter	Address
1.	Bajrang Lal Kheruka	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai - 400 018
2.	Pradeep Kumar Kheruka	Apartment. No.3101, Tower 5, Burj Residences, Downtown, Opp Burj Al Khalifa, Dubai
3.	Shreevar Kheruka	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai - 400 018
4.	Borosil Glass Works Limited	1101, Crescenzo, G - Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
5.	Fennel Investment and Finance Private Limited	1101, Crescenzo, G - Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
6.	Croton Trading Private Limited	B 3/3 Gillander House 8, Netaji Subhas Road, Kolkata – 700001

Names and addresses of the directors/KMP and promoters of BGWL are as under:

Sr. No.	Name of Director/KMP	Address
1.	Bajrang Lal Kheruka	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai - 400 018
2.	Pradeep Kumar Kheruka	Apartment No. 3101, Tower 5, Burj Residence, Down Town, Dubai, United Arab Emirates
3.	Shreevar Kheruka	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai - 400 018
4.	Rajesh Kumar Chaudhary	C/1001, Ekta Meadows, BHD Siddharth Nagar, Borivali (East), Mumbai - 400066
5.	Naveen Kumar Kshatriya	1101, B-Wing, 11th Floor, Lodha Bellissimo, Apollo Mills Compound, NM Joshi Road, Mahalaxmi, Mumbai – 400 011
6.	Anupa Sahney	6, Manavi Apartment, 36, Ridge Road, Malabar Hill, Mumbai – 400 006
7.	Kewal Kundanlal Handa	204 Morya Landmark 1, Off Link Road, Andheri (West), Mumbai – 400053
8.	Swadhin Padia	B-1/601, Greenland CHSL, J.B. Nagar, Andheri (East), Mumbai - 400 059
9.	Gita Yadav	Flat No. A – 202, Sanskruti Apartment, Vasai – Nalasopara Link Road, Vasai (East) – 401 209

Sr. No.	Name of Promoter	Address
1.	Kiran Kheruka	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai - 400 018
2.	Rekha Kheruka	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai - 400 018
3.	Bajrang Lal Kheruka	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai - 400 018
4.	Pradeep Kumar Kheruka	Apartment No. 3101, Tower 5, Burj Residence, Down Town, Dubai, United Arab Emirates
5.	Shreevar Kheruka	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai - 400 018
6.	Fennel Investment And Finance Private Ltd	1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra

Sr. No.	Name of Promoter	Address
7.	Croton Trading Private Limited	B 3/3, Gillander House 8, N.S. Road, Kolkata, West Bengal - 700 001
8.	Gujarat Fusion Glass LLP	Khanna Construction House, 44, Dr. R. G. Thadani Marg, Worli, Mumbai – 400 018, Maharashtra
9.	Sonargaon Properties LLP	B 3/3, Gillander House 8, N.S. Road Kolkata, West Bengal - 700 001

Names and addresses of the directors/KMP and promoters of BL are as under:

Sr. No.	Name of Director/KMP	Address
1.	Pradeep Kumar Kheruka	Apartment No. 3101, Tower 5, Burj Residence, Down Town, Dubai
2.	Shreevar Kheruka	Flat No. 410, Samudra Mahal, Dr. Annie Besant Road, Worli, Mumbai - 400 018
3.	Ashok Jain	1203, Vastu Tower, 'A' Wing Evershine Nagar, Malad (West), Mumbai - 400 064
4.	Ramaswami Velayudhan Pillai	B - 507, Sheetal Apnaghar No. 9 CHS, Lokhandwala, Swami Samarth Nagar, Andheri (West), Mumbai – 400053
5.	Rituraj Sharma	B-1/39, Snehadhara CHS, Dadabhai Cross RD.3, Vile Parle (West), Mumbai – 400 056
6.	Hemant Kumar Arora	435, Civil Lines, Roorkee, Hardwar – 247 667
7.	Sanjeev Kumar Jha	A-1,102, Jeevan Ashray, Sector No. 6, New LIC Building, Vidhyadhar Nagar, Jaipur - 302039
8.	Ashwani Jain	308, Indra Colony, Tonk – 304 001, Rajasthan
9.	Manoj Dere	702, Nirman Building, Near Liberty Garden, Mamledar Wadi Road, Malad West, Mumbai 400 064

Sr. No.	Name of Promoter	Address
1.	Borosil Glass Works Limited	1101, Crescenzo, G - Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051

22.17. Details of Directors of VGWL who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of VGWL are given below:

Sr. No.	Name of Director	Voted in favour / against / did not vote or participate	
		June 18, 2018	September 11, 2018
1.	Sorabh Singhal	In Favour	Absent
2.	Dharmesh Harshadrai Naik	In Favour	In Favour
3.	Somchand Mehta	In Favour	In Favour

22.18. Details of directors of FIFPL who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of FIFPL are given below:

Sr. No.	Name of Director	Voted in favour / against / did not vote or participate	
		June 18, 2018	September 28, 2018
1.	Bajrang Lal Kheruka	In Favour	In Favour
2.	Pradeep Kumar Kheruka	In Favour	In Favour
3.	Rabindra Nath Jhunjhunwala	In Favour	Absent

22.19. Details of directors of GBL who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of GBL are given below:

Sr. No.	Name of Director	Voted in favour / against / did not vote or participate	
		June 18, 2018	October 30, 2018
1.	Bajrang Lal Kheruka	In Favour	*Not Applicable
2.	Pradeep Kumar Kheruka	Absent	In Favour
3.	Shreevar Kheruka	*Not Applicable	In Favour
4.	Ramaswami Velayudhan Pillai	In Favour	In Favour
5.	Ashok Jain	In Favour	In Favour
6.	Shashi Mehra	In Favour	In Favour
7.	Jagdish Joshi	In Favour	Absent
8.	Ashok Kumar Doda	In Favour	In Favour
9.	Shalini Kalsi Kamath	In Favour	In Favour

22.20. Details of directors of the Applicant Company who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of the Applicant Company are given below:

Sr. No.	Name of Director	Voted in favour / against / did not vote or participate	
		June 18, 2018	October 30, 2018
1.	Bajrang Lal Kheruka	In Favour	In Favour
2.	Pradeep Kumar Kheruka	Absent	In Favour
3.	Shreevar Kheruka	In Favour	In Favour
4.	Rajesh Kumar Chaudhary	In Favour	In Favour
5.	Utpal Kumar Mukhopadhya	Absent	*Not Applicable
6.	Sukhinder Bagai	In Favour	In Favour
7.	Naveen Kumar Kshatriya	In Favour	In Favour
8.	Anupa Sahney	In Favour	In Favour
9.	Kewal Kundanlal Handa	*Not Applicable	Absent

22.21. Details of directors of BL who voted in favour / against / did not participate on resolution passed at the meeting of the Board of Directors of BL are given below:

Sr. No.	Name of Director	Voted in favour / against / did not vote or participate	
		June 18, 2018	October 30, 2018
1.	Pradeep Kumar Kheruka	Absent	In Favour
2.	Shreevar Kheruka	In Favour	In Favour
3.	Ashok Jain	In Favour	In Favour
4.	Ramaswami Velayudhan Pillai	In Favour	In Favour
5.	Rituraj Sharma	In Favour	In Favour
6.	Hemant Kumar Arora	Absent	In Favour
7.	Utpal Kumar Mukhopadhya	Absent	*Not Applicable

* Not Applicable as they were not the Directors on the relevent dates.

22.22. For the purpose of the Scheme, SSPA & Co, Chartered Accountants have recommended share exchange ratio for merger of VGWL, FIFPL and GBL with BGWL and share entitlement ratio for demerger of the demerged undertaking of BGWL into BL. Keynote Corporate Services Limited, a Category I Merchant Banker after having reviewed the valuation report of M/s SSPA & Co, Chartered Accountants and on consideration of all the relevant factors and circumstances, opined that in their view the independent valuer's proposed share exchange ratio and share entitlement ratio is fair.

22.23. A report adopted by the Directors of the Applicant Company, explaining effect of the Scheme on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders, laying out in particular the share allotment, is attached herewith. The Applicant Company does not have any depositors, deposit trustee and debenture trustee. There will be no adverse effect on account of the Scheme as far as the employees and creditors of the Applicant Company are concerned.

22.24. A copy of the Audited Financial Statements of VGWL, FIFPL, GBL, BGWL and BL for the year ended March 31, 2018 are attached herewith.

22.25. As far as the employees of the Applicant Company are concerned there would not be any change in their terms of employment on account of the Scheme. Further, no change in the Board of Directors of the Applicant Company is envisaged on account of the Scheme.

22.26. The following documents will be open for inspection by the equity shareholders of the Applicant Company at its registered office at 1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra between 10.00 a.m. and 12.00 noon on all days (except Saturdays, Sundays and public holidays) upto the date of the meeting:

(i) Copy of the order passed by the Tribunal in Company Scheme Application No. 1524 of 2018, dated March 29, 2019;

(ii) Copy of the Memorandum and Articles of Association of VGWL, FIFPL, GBL, BGWL and BL;

(iii) Copy of the audited financial statements of VGWL, FIFPL, GBL, BGWL and BL for the last three financial year ended March 31, 2018, March 31, 2017 and March 31, 2016;

(iv) Copy of the unaudited financial statements of VGWL, FIFPL, GBL, BGWL and BL for the financial year ended December 31, 2018;

(v) Copy of the Register of Directors' shareholding of the Applicant Company and the Transferor Companies and the Resulting Company, respectively;

(vi) Copy of Valuation Report dated June 18, 2018 and addendum to valuation report dated August 24, 2018 submitted by M/s SSPA & Co, Chartered Accountants;

(vii) Copy of the Fairness Opinion dated June 18, 2018, issued by Keynote Corporate Services Limited;

(viii) Copy of the Audit Committee Report dated June 18, 2018 of the Applicant Company;

(ix) Copy of the resolutions dated June 18, 2018 passed by the respective Board of Directors of VGWL, FIFPL, GBL, BGWL and BL, approving the Scheme;

(x) Copy of the Accounting Treatment certificate dated July 23, 2018 issued by Pathak H.D. & Associates, Chartered Accountants, to the Applicant Company certifying the proposed accounting treatment specified in clause 6 and 23 of the Scheme;

(xi) Copy of the Complaints Report dated August 24, 2018, submitted by the Applicant Company to BSE Limited and Complaints Report dated September 18, 2018, submitted by the Applicant Company to the National Stock Exchange of India Limited;

(xii) Copy of the no objection letter issued by BSE Limited dated November 5, 2018 to the Applicant Company;

(xiii) Copy of the no objection letter issued by the National Stock Exchange of India Limited dated November 6, 2018 to the Applicant Company;

(xiv) Copy of the Scheme; and

(xv) Copy of the Reports dated September 11, 2018, September 28, 2018 and October 30, 2018 adopted by the Board of Directors of VGWL, FIFPL, GBL, BGWL and BL respectively pursuant to provision of Section 232(2)(c) of the Companies Act, 2013.

22.27. This Statement may be treated as an Explanatory Statement under Sections 230(3), 232(1) and (2) and 102 of the Companies Act, 2013 read with Rule 6 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016. A copy of this Scheme, Explanatory Statement and Form of Proxy may be obtained free of charge on any working day (except Saturdays, Sundays and public holidays) prior to the date of the meeting, from the Registered Office of the Applicant Company.

Sd/-
Siddharth Thakur
Chairman appointed for the meeting

Dated this April 03, 2019
Registered Office:
1101, Crescenzo, G-Block, Opp. MCA Club,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051, Maharashtra

COMPOSITE SCHEME OF AMALGAMATION AND ARRANGEMENT

AMONGST

VYLINE GLASS WORKS LIMITED ('THE TRANSFEROR COMPANY 1' OR 'VGWL')

AND

FENNEL INVESTMENT AND FINANCE PRIVATE LIMITED ('THE TRANSFEROR COMPANY 2' OR 'FIFPL')

AND

GUJARAT BOROSIL LIMITED ('THE TRANSFEROR COMPANY 3' OR 'GBL')

AND

BOROSIL GLASS WORKS LIMITED ('THE TRANSFEREE COMPANY' OR 'THE DEMERGED COMPANY' OR 'BGWL')

AND

BOROSIL LIMITED ('THE RESULTING COMPANY' OR 'BL')

AND

THEIR RESPECTIVE SHAREHOLDERS

A) Preamble

1. This Composite Scheme of Amalgamation and Arrangement ('Scheme') is presented under Sections 230 – 232 and other applicable provisions of the Companies Act, 2013, rules and regulations thereunder, for:

(a) Amalgamation of Vyline Glass Works Limited ('the Transferor Company 1' or 'VGWL'), Fennel Investment and Finance Private Limited ('the Transferor Company 2' or 'FIFPL') and Gujarat Borosil Limited ('the Transferor Company 3' or 'GBL') with Borosil Glass Works Limited ('the Transferee Company' or 'BGWL'); and

(b) Demerger of the Scientific and Industrial products and Consumer products business of BGWL along with the scientific and industrial products and consumer products business (vested in BGWL pursuant to amalgamation of VGWL with BGWL) into BOROSIL LIMITED ('the Resulting Company' or 'BL').

2. This Scheme also provides for various other matters consequential or otherwise integrally connected herewith.

B) Rationale for the Scheme

The proposed restructuring would:

- Result in simplification of the group structure by eliminating cross holdings;

- Confer shares in each business to each existing shareholder of all the companies thereby giving them an opportunity to participate in both the businesses i.e. scientific & industrial products and consumer products businesses of BGWL and solar business of GBL. They will be able to decide whether to stay invested or monetize their investment in either of the businesses thereby unlocking value for the shareholders;

- Enable each business to pursue growth opportunities and offer investment opportunities to potential investors; and

- Result in economies in business operations, provide optimal utilization of resources and greater administrative efficiencies.

C) Parts of the Scheme

The Scheme is divided into following parts:

a) **Part A** deals with the Definitions and Share Capital;

b) **Part B** deals with the amalgamation of VGWL, FIFPL and GBL with BGWL;

c) **Part C** deals with the demerger of the Demerged Undertaking (as defined hereinafter) into BL;

d) **Part D** deals with the General Terms and Conditions.

PART A: DEFINITIONS AND SHARE CAPITAL

1. In this scheme unless repugnant to the meaning or context thereof, the following expressions shall have the following meanings:

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FENNEL INVESTMENT AND FINANCE PVT. LTD.

GUJARAT BOROSIL LTD. MUMBAI

BOROSIL GLASS WORKS LIMITED MUMBAI

Borosil Limited Mumbai

1.1. **“Act” or “the Act”** means the Companies Act, 2013 and Rules framed thereunder as in force from time to time;

1.2. **“Applicable Law”** means any applicable statute, notification, bye laws, rules, regulations, guidelines, rule of common law, policy, code, directives, ordinance, orders or instructions having the force of law enacted or issued by any Appropriate Authority, including any statutory modification or re-enactment thereof for the time being in force;

1.3. **“Appointed Date”** means October 1, 2018 or such other date as may be fixed by the National Company Law Tribunal or the Board of Directors (as defined hereinafter);

1.4. **“Appropriate Authority”** means any applicable central, state or local government, legislative body, regulatory, administrative or statutory authority, agency or commission or department or public or judicial body or authority, including, but not limited, to Securities and Exchange Board of India, Stock Exchanges, Regional Director, Registrar of Companies, National Company Law Tribunal and Reserve Bank of India;

1.5. **“Board of Directors” or “Board”** in relation to the Transferor Company 1, Transferor Company 2, Transferor Company 3, the Transferee Company/ the Demerged Company and the Resulting Company, as the case may be, means the Board of Directors of such company, and unless repugnant to the subject, context or meaning thereof, shall be deemed to include every committee (including any committee of directors) or any person authorized by the Board or by any such committee;

1.6. **“Demerged Company” or “Transferee Company” or “BGWL”** means Borosil Glass Works Limited, a company incorporated under the Companies Act, 1956 and having its registered office at 1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra East, Mumbai – 400 051;

1.7. **“Demerged Company ESOS” or “Borosil ESOS” or “ESOS 2017”** means Borosil Employee Stock Option Scheme 2017, established as per the Employee Stock Option Scheme by BGWL under the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended;

1.8. **“Demerged Undertaking”** shall mean undertaking, business, activities and operations pertaining to business of scientific and industrial products (such as laboratory glassware, instruments, disposable plastics etc.), consumer products (such as microwavable and flameproof kitchenware, glass tumblers, storage products, consumerware appliances etc.)of the Demerged Company comprising of all the assets (moveable, incorporeal and immoveable) and liabilities which relate thereto, or are necessary therefore and including specifically the following:

(a) All assets, title, properties, interests, investments (including investments in subsidiaries, associates, shares, bonds, debentures, mutual funds, liquid funds, other funds and art works etc. of the Demerged Company), loans, advances (including accrued interest) and rights, including rights arising under contracts, wherever located (including in the possession of vendors, third parties or elsewhere), whether real, personal or mixed, tangible, intangible or contingent, exclusively used or held for use in business, activities and operations pertaining to its Demerged Undertaking, including but not limited to all land, factory building, equipments, plant and machinery, offices, capital work in progress, furniture, fixtures, office equipment, appliances, accessories, receivables, vehicles, deposits, all stocks, assets, balances with banks, cash and cash equivalents, all customer contracts, contingent rights or benefits, etc, pertaining to its Demerged Undertaking (collectively, the “Demerged Undertaking Assets”)

(b) All debts, liabilities, guarantees, assurances, commitments and obligations of any nature or description, whether fixed, contingent or absolute, asserted or un-asserted, matured or un-matured, liquidated or unliquidated, accrued or not accrued, known or unknown, due or to become due, whenever or however arising, (including, without limitation, whether arising out of any contract or tort based on negligence or strict liability), or pertaining to the Demerged Undertaking activities (collectively, “Demerged Undertaking Liabilities”)

(c) All contracts, agreements, licenses, leases, linkages, memoranda of undertakings, memoranda of agreement, memoranda of agreed points, letters of agreed points, arrangements, undertakings, whether written or otherwise, deeds, bonds, schemes, arrangements, sales orders, purchase orders or other instruments of whatsoever nature to which the Demerged Company is a party, exclusively relating to the undertaking, business, activities and operations pertaining to the Demerged Undertaking or otherwise identified to be for the exclusive benefit of the same, including but not limited to the relevant licenses, water supply/ environment approvals, and all other rights and approvals, electricity permits, telephone connections, building and parking rights, pending applications for

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consents or extension, all incentives, tax benefits, deferrals, subsidies, concessions, benefits, grants, rights, claims, liberties, special status and privileges enjoyed or conferred upon or held or availed of by the Demerged Company in relation to its Demerged Undertaking , permits, quotas, consents, registrations, lease, tenancy rights in relation to offices and residential properties, permissions, incentives, if any, in relation to its Demerged Undertaking , and all other rights, title, interests, privileges and benefits of every kind in relation to its Demerged Undertaking (collectively, "Demerged Undertaking Contracts");

(d) All registrations, brands, trademarks, trade names, service marks, copyrights, patents (except the patents applications made by/patents already held by the Transferor Company 3 under the Patents Act, 1970 which vested into the Transferee Company on amalgamation of the Transferor Company 3 with the Transferee Company), designs, domain names, applications for trademarks, trade names, service marks, copyrights, designs and domain names exclusively used by or held for use by the Demerged Company in the Demerged Undertaking (collectively, "Demerged Undertaking IP")

(e) All permits, licenses, consents, approvals, authorizations, quotas, rights, entitlements, allotments, concessions, exemptions, liberties, advantages, no-objection certificates, certifications, easements, tenancies, privileges and similar rights, and any waiver of the foregoing, issued by any legislative, executive, or judicial unit of any Governmental or semi-Governmental entity or any department, commission, board, agency, bureau, official or other regulatory, local, administrative or judicial authority exclusively used or held for use by the Demerged Company in the undertaking, business, activities and operations pertaining to the Demerged Undertaking (collectively, "Demerged Undertaking Licenses");

(f) All such permanent employees of the Demerged Company, employees/personnel engaged on contract basis and contract labourers and interns/ trainees, both on-shore and off-shore, as are primarily engaged in or in relation to the Demerged Undertaking (including the employees of the Transferor Company 1 transferred to the Transferee Company on amalgamation of the Transferor Company 1 with the Transferee Company), business, activities and operations pertaining to the Demerged Undertaking , at its respective offices, branches etc, and any other employees/personnel and contract labourers and interns/trainees hired by the Demerged Company after the date hereof who are exclusively engaged in or in relation to the Demerged Undertaking, business, activities and operations

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BOROSIL GLASS WORKS LIMITED MUMBAI

Borosil Limited

pertaining to the Demerged Undertaking (collectively, "Demerged Undertaking Employees");

(g) All liabilities present and future (including contingent liabilities pertaining to or relatable to the Demerged Undertaking of the Demerged Company), as may be determined by the Board of the Demerged Company;

(h) All deposits and balances with Government, Semi-Government, local and other authorities and bodies, customers and other persons, earnest moneys and/ or security deposits paid or received by the Demerged Company, directly or indirectly in connection with or in relation to the Demerged Undertaking of the Demerged Company;

(i) All books, records, files, papers, directly or indirectly relating to the Demerged Undertaking of the Demerged Company; but shall not include any portion of the remaining business of the Demerged Company; and

(j) Any other asset / liability which is deemed to be pertaining to the Demerged Undertaking by the Board of the Demerged Company

Any question that may arise as to whether a specific asset or liability pertains or does not pertain to the Demerged Undertaking or whether it arises out of the activities or operations of the Demerged Undertaking shall be decided by mutual agreement between the Board of the Demerged Company and the Resulting Company.

1.9. **"Effective Date" or "coming into effect of this Scheme" or "upon the scheme becoming effective" or "effectiveness of the scheme"** means the date on which the certified copies of the orders of National Company Law Tribunal sanctioning this Scheme, is filed by VGWL, FIFPL, GBL, BGWL and BL with the jurisdictional Registrar of Companies;

1.10. **"Employees"** means all the employees of the Transferor Company 1, Transferor Company 2, Transferor Company 3 and Demerged Undertaking of the Demerged Company on the Effective Date;

1.11. **"National Company Law Tribunal" or "Tribunal" or "NCLT"** means the National Company Law Tribunal as constituted and authorized as per the provisions of the Companies Act, 2013 for approving any scheme of arrangement, compromise or reconstruction of companies under Section 230 – 232 of the Companies Act, 2013 of the Companies Act, 2013;

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1.12. **"Record Date 1"** shall be the date to be fixed by the Board of BGWL in consultation with the Transferor Companies for the purpose of determining the equity shareholders of VGWL, FIFPL and GBL for issue of equity shares, pursuant to this Scheme;

1.13. **"Record Date 2"** shall be the date to be fixed by the Board of BL in consultation with BGWL for the purpose of determining the equity shareholders of BGWL for issue of equity shares, pursuant to this Scheme;

1.14. "**Reserve pertaining to the Demerged Undertaking"** means all the reserves of the Transferee Company before giving effect of Part B of the Scheme as on the Appointed Date net-off of the Transferee Company's investments and balances in Transferor Company 3;

1.15. **"Resulting Company" or "BL"** means Borosil Limited (formerly known as Hopewell Tableware Limited), a company incorporated under the Companies Act, 1956 and having its registered office at 1101, Crescenzo, G - Block, Opp. MCA Club, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, Maharashtra;

1.16. **"Scheme"** or **"the Scheme"** or **"this Scheme"** means the Composite Scheme of Amalgamation and Arrangement in its present form (along with any annexures, schedules, etc., annexed/attached hereto) or with any modification(s) and amendments made under Clause 34 of this Scheme from time to time and with appropriate approvals and sanctions as imposed or directed by the Tribunal or such other competent authority, as may be required under the Act, as applicable, and under all other applicable laws;

1.17. **"SEBI"** means the Securities and Exchange Board of India, constituted under the Securities and Exchange Board of India Act, 1992;

1.18. **"SEBI Circular"** means the circular issued by the SEBI, being Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 and any amendments thereof or modifications issued pursuant to regulations 11, 37 and 94 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015;

1.19. **“Share Entitlement Ratio”** means the ratio in which the equity shares of BL are to be issued and allotted to the shareholders of BGWL on demerger as per Part C of this Scheme;

1.20. **“Share Exchange Ratio”** means the ratio in which the equity shares of BGWL are to be issued and allotted to the shareholders of VGWL, FIFPL and GBL on amalgamation as per Part B of this Scheme;

1.21. **“Stock Exchanges”** means the BSE Limited (‘BSE’) and/ or wherever applicable, the National Stock Exchange of India Limited (‘NSE’);

1.22. **“Transferor Company 1” or “VGWL”** means Vyline Glass Works Limited, a company incorporated under the Companies Act 1956, and having its registered office at 107, Famous Cine Studio Building, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai – 400 011;

1.23. **“Transferor Company 2” or “FIFPL”** means Fennel Investment and Finance Private Limited, a company incorporated under the Companies Act, 1956 and having its registered office at 1101, Crescenzo, G - Block, Opp. MCA Club, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, Maharashtra; and

1.24. **“Transferor Company 3” or “GBL”** means Gujarat Borosil Limited, a company incorporated under the Companies Act, 1956 and having its registered office at 1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra East, Mumbai – 400 051;

(For the purpose of this Scheme, the Transferor Company 1, the Transferor Company 2 and the Transferor Company 3 shall also be collectively referred hereto as the ***“Transferor Companies”*** wherever required)

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof from time to time.

In the Scheme, unless the context otherwise requires:

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(i) reference to clauses, recitals and schedules, unless otherwise provided, are to clauses, recitals and schedules of and to this Scheme;

(ii) references to the singular shall include the plural and vice versa and references to any gender includes the other gender;

(iii) references to a statute or statutory provision include that statute or provision as from time to time modified or re-enacted or consolidated and (so far as liability thereunder may exist or can arise) shall include also any past statutory provision (as from time to time modified or re-enacted or consolidated) which such provision has directly or indirectly replaced, provided that nothing in this Clause shall operate to increase the liability of any Party beyond that which would have existed had this Clause been omitted.

2. DATE OF TAKING EFFECT AND OPERATIVE DATE

2.1. The Scheme set out herein in its present form or with any modification(s) approved or imposed or directed by the NCLT or made as per Clause 34 of the Scheme, shall be effective from the Appointed Date and shall be operative from the Effective Date. The various parts of the Scheme shall be deemed to have taken effect in following sequence:

2.1.1. Firstly, Part B of the Scheme (relating to amalgamation of Transferor Companies with Transferee Company) shall be deemed to have taken effect, prior to Part C of the Scheme; and

2.1.2. Thereafter, Part C of the Scheme (relating to demerger of Demerged Undertaking from the Demerged Company into the Resulting Company) shall be deemed to have taken effect, after Part B of the Scheme.

3. SHARE CAPITAL

3.1. The authorized, issued, subscribed and paid-up share capital of VGWL as on March 31, 2018 is as under:

Particulars	Amount in INR
Authorised Capital	
2,000,000 Equity Shares of Rs. 10/- each	20,000,000
500,000, 10% Non Cumulative Convertible Preference Shares of Rs. 10/- each	5,000,000
Total	**25,000,000**
Issued, Subscribed and Paid-up	
1,950,000 Equity Shares of Rs. 10/- each, fully paid up	19,500,000
Total	**19,500,000**

From March 31, 2018 until the date of the Scheme being approved by the Board of VGWL, there has been no change in the authorised, issued, subscribed and paid up share capital of VGWL.

3.2. The authorized, issued, subscribed and paid-up share capital of FIFPL as on March 31, 2018 is as under:

Particulars	Amount in INR
Authorised Capital	
17,650,000 Equity Shares of Rs. 10/- each	176,500,000
1,750,000, 9% Non Cumulative Redeemable Preference Shares of Rs. 10/- each	17,500,000
Total	**194,000,000**
Issued, Subscribed and Paid-up	
9,049,000 Equity Shares of Rs. 10/- each, fully paid up	90,490,000
Total	**90,490,000**

From March 31, 2018 until the date of the Scheme being approved by the Board of FIFPL, there has been no change in the authorised, issued, subscribed and paid up share capital of the FIFPL.

3.3. The authorized, issued, subscribed and paid-up share capital of GBL as on March 31, 2018 is as under:

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Particulars	Amount in INR
Authorised Capital	
12,00,00,000 Equity Shares of Rs. 5 each	60,00,00,000
90,00,000 9% Non-cumulative Non Convertible Redeemable Preference Shares of Rs. 100 each	90,00,00,000
Total	**1,50,00,00,000**
Issued, Subscribed and Paid-up	
6,82,07,500 Equity Shares of Rs. 5 each fully paid up	34,10,37,500
90,00,000 9% Non-cumulative Non Convertible Redeemable Preference Shares of Rs. 100 each fully paid up	90,00,00,000
Total	**1,24,10,37,500**

From March 31, 2018 until the date of the Scheme being approved by the Board of GBL, there has been no change in the issued, subscribed and paid up share capital of the GBL. The shares of GBL are listed on BSE.

3.4. The authorized, issued, subscribed and paid-up share capital of BGWL as on March 31, 2018 is as under:

Particulars	Amount in INR
Authorised Capital	
12,00,00,000 Equity Shares of Re. 1 each	12,00,00,000
Total	**12,00,00,000**
Issued, Subscribed and Paid-up	
2,31,00,000 Equity Shares of Re. 1 each fully paid up	2,31,00,000
Total	**2,31,00,000**

Subsequent to March 31, 2018, there has been a change in the authorised, issued, subscribed and paid up share capital of BGWL, pursuant to bonus issue in the ratio of 3:1, as mentioned hereunder. The shares of BGWL are listed on BSE and NSE.

Particulars	Amount in INR
Authorised Capital	
12,00,00,000 Equity Shares of Re. 1 each	12,00,00,000
Total	**12,00,00,000**
Issued, Subscribed and Paid-up	
9,24,00,000 Equity Shares of Re. 1 each fully paid up	9,24,00,000
Total	**9,24,00,000**

3.5. The authorized, issued, subscribed and paid-up share capital of BL as on March 31, 2018 is as under:

Particulars	Amount in INR
Authorised Capital	
27,000,000 Equity Shares of Rs. 10/- each	270,000,000
28,000,000, 6% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- each	280,000,000
Total	**550,000,000**
Issued, Subscribed and Paid-up	
25,750,000 Equity Shares of Rs. 10/- each, fully paid	257,500,000
28,000,000, 6% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- each, fully paid	280,000,000
Total	**537,500,000**

Subsequent to March 31, 2018, there has been a change in the authorised, issued, subscribed and paid up share capital of the BL on account of sub-division of equity shares from Rs. 10 each to Re. 1 each, as mentioned hereunder. The entire share capital of BL is held by BGWL.

Particulars	Amount in INR
Authorised Capital	
270,000,000 Equity Shares of Re. 1/- each	270,000,000
28,000,000, 6% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- each	280,000,000
Total	**550,000,000**
Issued, Subscribed and Paid-up	
257,500,000 Equity Shares of Re. 1/- each, fully paid	257,500,000
28,000,000, 6% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- each, fully paid	280,000,000
Total	**537,500,000**

PART B:
MERGER OF THE TRANSFEROR COMPANIES WITH THE TRANSFEREE COMPANY

4. VESTING OF ASSETS AND LIABILITIES OF THE TRANSFEROR COMPANIES

4.1. Upon coming into effect of this Scheme and with effect from the Appointed Date and in accordance with provisions of Section 2(1B) of the Income-tax Act, 1961 and subject to the provisions of the Scheme, the entire business and whole of the undertaking of the Transferor Companies including all their properties and assets, (whether movable or immovable, tangible or intangible), land and building, leasehold assets and other properties, real, in possession or reversion, present and contingent assets (whether tangible or intangible) of whatsoever nature, all the receivables, advances, deposits etc including, without limitation, all the movables and immovable properties (including but not limited to the immovable properties mentioned in Schedule I) and assets of the Transferor Companies comprising amongst others all plant and machinery, investments, and business licenses, permits, authorizations, if any, rights and benefits of all agreements and all other interests, rights and powers of every kind, nature and description whatsoever, privileges, liberties, easements, advantages, benefits and approvals, advance and other taxes paid to the authorities, brand names, trademarks, copy rights, lease, tenancy rights, statutory permissions, consents and registrations, all rights or titles or interest in properties by virtue of any court decree or order, all records, files, papers, contracts (including the Gas Sale Agreements for the sale and purchase of natural gas under Administered Price Mechanism/Re-gasified Liquefied Natural Gas entered into between the Transferor Company 3 and GAIL (India) Limited), licenses, power of attorney, lease, tenancy rights, letter of intents, permissions, benefits under income tax, such as credit for advance tax, tax deducted at source, unutilized deposits or credits, minimum alternate tax, etc, credit for service tax, sales tax / value added tax / goods and service tax and / or any other statues, incentives, if any, and all other rights, title, interest, contracts, consent, approvals or powers of every kind and description, agreements shall, pursuant to the order of NCLT and pursuant to provisions of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Act and without further act, instrument or deed, but subject to the charges affecting the same be vested and/or deemed to be vested in Transferee Company on a going concern basis so as to become the assets of the Transferee Company with all rights, title, interest or obligations of the Transferor Companies therein.

4.2. Notwithstanding anything contained in this Scheme, in respect of the immovable properties of the Transferor Companies, whether owned or leased, the Board of the Transferee Company may determine, for the purpose inter alia of payment of stamp duty, and vesting unto the Transferee Company and if the Board of the Transferee Company so decide, the concerned parties, whether executed before or after the Effective Date, shall execute and register or cause so as to be done, separate deeds of conveyance or deed of assignment of lease, as the case may be, in favour of the Transferee Company in respect of such immovable properties. Each of the immovable properties, only for the payment of stamp duty, shall be deemed to be conveyed at a consideration being the value of such properties. The execution of such conveyance shall form an integral part of the Scheme.

4.3. The liabilities shall also, without any further act, instrument or deed be vested in and assumed by and/or deemed to be vested in and assumed by the Transferee Company pursuant to the provisions of Sections 230 to 232 of the Act, so as to become the liabilities of the Transferee Company and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such liabilities have arisen, in order to give effect to the provisions of this Clause.

4.4. All the existing securities, mortgages, charges, encumbrances or liens, if any, as on the Appointed Date and those created by the Transferor Companies after the Appointed Date, over the assets of the Transferor Companies to the Transferee Company shall, after the Effective Date, continue to relate and attach to such assets or any part thereof to which they are related or attached prior to the Effective Date. Such securities, mortgages, charges, encumbrances or liens shall not relate or attach or extend to any of the other assets of the Transferee Company.

4.5. For avoidance of doubt and without prejudice to the generality of the applicable provisions of the Scheme, it is clarified that with effect from the Effective Date and till such time that the name of the bank accounts of the Transferor Companies have been replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Companies in the name of the Transferor Companies in so far as may be necessary. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Transferor Companies after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company. The Transferee Company shall be allowed to maintain bank accounts in the name of the Transferor Companies for such time as may be determined to be necessary by the Transferee Company for presentation and deposition of cheques and pay orders that have been issued in the name of the Transferor Companies. It is hereby expressly clarified that any legal proceedings by or against the Transferor Companies in relation to the cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of Transferor Companies shall be instituted, or as the case maybe, continued by or against the Transferee Company after the coming into effect of the Scheme.

5. <u>CONSIDERATION</u>

5.1. Upon the Scheme becoming effective and upon the amalgamation of the Transferor Companies with the Transferee Company in terms of this Scheme, the Transferee Company shall, without any further application or deed, issue and allot shares to the shareholders of the Transferor Companies whose name appears in the register of members of the Transferor Companies as on the Record Date 1 as may be stipulated by the Board of Directors of the Transferee Company or to such of

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their heirs, executors, administrators or the successors in title, as the case may be as may be recognized by the Board of Directors, in the following proportion viz:

On amalgamation of the Transferor Company 1 with the Transferee Company

"200 (Two Hundred) fully paid up Equity Shares of Re. 1 each of Transferee Company shall be issued and allotted as fully paid up for every 81 (Eighty One) Equity Shares of Rs. 10 each fully paid up held in the Transferor Company 1."

On amalgamation of the Transferor Company 2 with the Transferee Company

"200 (Two Hundred) fully paid up Equity Shares of Re. 1 each of Transferee Company shall be issued and allotted as fully paid up for every 109 (One Hundred and Nine) Equity Shares of Rs. 10 each fully paid up held in the Transferor Company 2."

On amalgamation of the Transferor Company 3 with the Transferee Company

"1 (One) fully paid up Equity Share of Re. 1 each of Transferee Company shall be issued and allotted as fully paid up for every 2 (Two) Equity Shares of Rs.5 each fully paid up held in the Transferor Company 3."

5.2. In case any equity shareholder's holding in the Transferor Company 1, the Transferor Company 2 and the Transferor Company 3 is such that the shareholder becomes entitled to a fraction of equity share of the Transferee Company, the Transferee Company shall not issue fractional share to such shareholder but shall consolidate such fractions and issue and allot the consolidated shares directly to a person nominated by the Board of the Transferee Company on behalf of such shareholders, who shall sell such shares in the market at such price or prices and on such time or times as the Board may in its sole discretion decide and on such sale, he shall pay to the Transferee Company, the net sale proceeds (after deduction of applicable taxes and other expenses incurred), whereupon the Transferee Company shall, subject to withholding tax, if any, distribute such sale proceeds to the concerned shareholders of the Transferor Companies in proportion to their respective fractional entitlements.

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5.3. In the event that the Transferor Companies/ the Transferee Company restructures its equity share capital by way of share split/consolidation/issue of bonus shares during the pendency of the Scheme, the Share Exchange Ratio shall be adjusted accordingly to take into account the effect of any such corporate actions.

5.4. The Transferee Company shall take necessary steps to increase or alter or re-classify, if necessary, its authorized share capital suitably to enable it to issue and allot the shares required to be issued and allotted by it under this Scheme.

5.5. The shares to be issued and allotted as above shall be subject to and in accordance with the Memorandum and Articles of Association of the Transferee Company.

5.6. The equity shares issued and allotted by the Transferee Company in terms of this Scheme shall rank pari-passu in all respects with the existing equity shares of the Transferee Company.

5.7. The approval of this Scheme by the shareholders of the Transferee Company shall be deemed to be due compliance of the provisions of Section 42, 62 of the Companies Act, 2013 and all the other relevant and applicable provisions of the Act for the issue and allotment of shares by the Transferee Company to the shareholders of the Transferor Companies, as provided in this Scheme.

5.8. The consideration in the form of equity shares shall be issued and allotted by the Transferee Company in dematerialized form to all the shareholders of the Transferor Companies holding such shares in dematerialized form and in physical form to all those shareholders of the Transferor Companies holding such shares in physical form. Further, the Transferee Company shall ensure that the shares so allotted pursuant to this Clause are listed on the Stock Exchanges where existing shares of the Transferee Company are listed.

5.9. Inter-company holdings, if any, as on the Appointed Date, amongst the Transferor Companies and between the Transferor Companies and the Transferee Company, shall be cancelled pursuant to this Scheme.

5.10. Investments of the Transferee Company in the preference share capital (including the dividend outstanding on such preference shares or any rights in relation to such preference shares) of GBL shall be cancelled pursuant to this Scheme.

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5.11. The equity shares issued and/ or allotted pursuant to Clause 5.1, in respect of such of the equity shares of the Transferor Companies which are held in abeyance under the provisions of Section 126 of the Act shall, pending settlement of dispute by order of court or otherwise, be held in abeyance by the Transferee Company.

5.12. The Transferee Company shall, if and to the extent required to, apply for and obtain any approvals from the concerned regulatory authorities including the Reserve Bank of India, for the issue and allotment of equity shares by the Transferee Company to the non-resident/ foreign citizen equity shareholders of the Transferor Companies. The Transferee Company shall comply with the relevant and applicable rules and regulations including the provisions of Foreign Exchange Management Act, 1999, if any, to enable the Transferee Company to issue and allot equity shares to the non-resident/ foreign citizen equity shareholders of the Transferor Companies.

5.13. The Board of Directors of the Transferee Company shall, if and to the extent required, apply for and obtain any approvals from concerned Government /regulatory authorities and undertake necessary compliance for the issue and allotment of equity shares to the members of the Transferor Companies pursuant to Clause 5.1 of the Scheme.

5.14. The Transferee Company shall apply for listing of the equity shares issued pursuant to Clause 5.1 on the Stock Exchanges in terms of the SEBI Circular. The equity shares shall be listed and/or admitted to trading on the Stock Exchanges in India where the equity shares of the Transferee Company are listed and admitted to trading, as per the Applicable Law. The Transferee Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with Applicable Law for complying with the formalities of the Stock Exchanges. The equity shares allotted pursuant to this Scheme shall remain frozen in the depositories system till relevant directions in relation to listing/trading are provided by the relevant Stock Exchange.

6. <u>ACCOUNTING TREATMENT</u>

<u>On merger of Transferor Company 1 and Transferor Company 2 with the Transferee Company</u>

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6.1 Upon coming into effect of this Scheme and with effect from the Appointed Date, the Transferee Company shall account for amalgamation of the Transferor Company 1 and the Transferor Company 2 in its books in accordance with principles as laid down in Indian Accounting Standard 103 (Business Combination) in the following manner:

6.1.1 All the assets and liabilities of the Transferor Company 1 and Transferor Company 2 vested in the Transferee Company pursuant to the Scheme shall be recorded in the books of the Transferee Company at their respective fair values as on the Appointed Date.

6.1.2 The Transferee Company shall record the equity shares issued and allotted by the Transferee Company at fair value as on the Appointed Date. The face value of the equity shares on such issue shall be credited to the share capital account and the balance shall be credited to the securities premium account.

6.1.3 Inter-company holdings and balances, if any, between the Transferee Company and the Transferor Company 1 and Transferor Company 2 shall stand cancelled.

6.1.4 The difference, being the excess of the fair value of shares allotted under Clause 6.1.2 over the value of net assets recorded by the Transferee Company pursuant to Clause 6.1.1 after providing for adjustments as stated above shall be recorded as goodwill. Shortfall, if any, shall be recorded as capital reserve.

On merger of the Transferor Company 3 with the Transferee Company

6.2 Upon coming into effect of this Scheme and with effect from the Appointed Date, the Transferee Company shall account for amalgamation of the Transferor Company 3 in its books in accordance with principles as laid down in Appendix C to the Indian Accounting Standard 103 (Business Combination) in the following manner:

6.2.1 All assets and liabilities of the Transferor Company 3 shall be recorded by the Transferee Company at their respective book values as appearing in the books of the Transferor Company 3 as on the Appointed Date.

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6.2.2 The balance of the reserves appearing in the financial statements of the Transferor Company 3 as on the Appointed Date is aggregated with the corresponding balance appearing in the financial statements of the Transferee Company.

6.2.3 The Transferee Company shall credit to its share capital in its books of account, the aggregate face value of the equity shares issued by it to the shareholders of the Transferor Company 3.

6.2.4 Inter-company holdings and balances, if any, between the Transferee Company, the Transferor Company 2 and Transferor Company 3 shall stand cancelled.

6.2.5 The difference, if any, arising between the carrying value of assets and liabilities and reserves pertaining to the Transferor Company 3 and the face value of shares issued by the Transferee Company after providing for adjustments as stated above shall be adjusted in capital reserve.

6.3 In case of any differences in accounting policy between the Transferor Companies and the Transferee Company, the accounting policies of the Transferee Company will prevail and the difference till the Appointed Date will be quantified and adjusted in the capital reserves / goodwill to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.

7. CONDUCT OF BUSINESS TILL EFFECTIVE DATE

7.1. With effect from the Appointed Date and upto and including the Effective Date:

(a) The Transferor Companies shall carry on and shall be deemed to have carried on its business and activities and shall stand possessed of their entire business and undertakings, in trust for the Transferee Company and shall account for the same to the Transferee Company.

(b) All the income or profits accruing or arising to the Transferor Companies and all costs, charges, expenses or losses incurred by the Transferor Companies shall for all purposes be treated the income, profits, costs, charges, expenses and losses as the case may be of the Transferee Company.

(c) The Transferor Companies shall carry on their business and activities with reasonable diligence and business prudence and shall not alter or diversify their respective businesses nor venture into any new businesses, nor alienate, charge, mortgage, encumber or otherwise deal with the assets or any part thereof except in the ordinary course of business without the prior consent of the Transferee Company or pursuant to any pre-existing obligation undertaken prior to the date of acceptance of the Scheme by the respective Boards of Directors of the Transferor Companies and the Transferee Company.

(d) The Transferor Companies shall not vary the terms and conditions of employment of any of the employees except in the ordinary course of business or without the prior consent of the Transferee Company or pursuant to any pre-existing obligation undertaken by the Transferor Companies as the case may be, prior to the Appointed Date.

7.2. The Transferee Company shall be entitled, pending the sanction of the Scheme, to apply to the Central/State Government, and all other agencies, departments and authorities concerned as are necessary under any law or rules, for such consents, approvals and sanctions, which the Transferee Company may require pursuant to this Scheme.

8. <u>STAFF, WORKMEN & EMPLOYEES</u>

8.1. All the permanent employees of the Transferor Companies, who are in service on the date immediately preceding the Effective Date shall, on and from the Effective Date become and be engaged as the employees of the Transferee Company, without any break or interruption in service as a result of the transfer and on terms and conditions not less favorable than those on which they are engaged by the Transferor Companies immediately preceding the Effective Date. Services of the employees of the Transferor Companies shall be taken into account from the date of their respective appointment with the Transferor Companies for the purposes of all retirement benefits and all other entitlements for which they may be eligible. The Transferee Company further agrees that for the purpose of payment of any retrenchment compensation, if any, such past services with the Transferor Companies shall also be taken into account.

The services of such employees shall not be treated as having been broken or interrupted for the purpose of Provident Fund or Gratuity or Superannuation or other statutory purposes and for all purposes will be reckoned from the date of their respective appointments with the Transferor Companies.

8.2. It is provided that as far as the Provident Fund, Gratuity Fund and Pension and/ or Superannuation Fund or any other special fund created or existing for the benefit of the staff, workmen and other employees of the Transferor Companies are concerned, upon the Scheme becoming effective, the Transferee Company shall stand substituted for the Transferor Companies in respect of the employees so transferred for all purposes whatsoever relating to the administration or operation of such Funds or Trusts or in relation to the obligation to make contribution to the said Funds or Trusts in accordance with the provisions of such Funds or Trusts as provided in the respective Trust Deeds or other documents. It is the aim and the intent of the Scheme that all the rights, duties, powers and obligations of the Transferor Companies in relation to such Funds or Trusts shall become those of the Transferee Company. The Trustees including the Board of Directors of the Transferor Companies and the Transferee Company or through any committee / person duly authorized by the Board of Directors in this regard shall be entitled to adopt such course of action in this regard as may be advised provided however that there shall be no discontinuation or breakage in the services of the employees of the Transferor Companies.

9. LEGAL PROCEEDINGS

9.1. All legal proceedings of whatsoever nature by or against the Transferor Companies pending and/or arising before the Effective Date and relating to the Transferor Companies, shall not abate or be discontinued or be in any way prejudicially affected by reason of the Scheme or by anything contained in this Scheme but shall be continued and enforced by or against the Transferee Company, as the case may be in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Companies. Any cost pertaining to the said proceedings between the Appointed Date and the Effective Date incurred by the Transferor Companies shall be reimbursed by the Transferee Company.

9.2. After the Effective Date, if any proceedings are taken against the Transferor Companies in respect of the matters referred to in the Clause 9.1 above, they shall defend the same at the cost of the Transferee Company and the Transferee Company shall reimburse and indemnify the Transferor Companies against all liabilities and obligations incurred by the Transferor Companies in respect thereof.

9.3. The Transferee Company undertakes to have all legal or other proceedings initiated by or against Transferor Companies referred to in Clause 9.1 above transferred into its name and to have the same continued, prosecuted and enforced by or against the Transferee Company after the Appointed Date.

10. <u>CONTRACTS, DEEDS AND OTHER INSTRUMENTS</u>

10.1. Notwithstanding anything to the contrary contained in the contract, deed, bond, agreement or any other instrument, but subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements and other instruments, if any, of whatsoever nature and subsisting or having effect on the Effective Date and relating to the Transferor Companies, shall continue in full force and effect against or in favor of the Transferee Company and may be enforced effectively by or against the Transferee Company as fully and effectually as if, instead of the Transferor Companies, the Transferee Company had been a party thereto.

10.2. With effect from the Appointed Date, any transferable statutory licenses, no objection certificates, permissions or approvals or consents required to carry on operations of the Transferor Companies shall stand vested in the Transferee Company without further act or deed, and shall be appropriately mutated by the statutory authorities concerned therewith in favor of the Transferee Company upon the vesting and transfer of undertakings of the Transferor Companies pursuant to the Scheme. The benefit of all transferable statutory and regulatory permissions, environmental approvals and consents including the statutory licenses, permissions or approvals or consents required to carry on the operations of the Transferor Companies shall vest in and become available to the Transferee Company pursuant to the Scheme.

10.3. The Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, enter into, or issue or execute deeds, writings, confirmations, novations,

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declarations, or other documents with, or in favor of any party to any contract or arrangement to which the Transferor Companies are a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall, be deemed to be authorized to execute any such writings on behalf of the Transferor Companies and to carry out or perform all such formalities or compliances required for the purposes referred to above on the part of the Transferor Companies.

10.4. All cheques and other negotiable instruments, payment orders received in the name of the Transferor Companies after the Effective Date shall be accepted by the bankers of the Transferee Company and credited to the account of the Transferee Company. Similarly, the banker of Transferee Company shall honor cheques issued by the Transferor Companies for payment after the Effective Date.

11. <u>TAXES</u>

11.1. Upon coming into effect of this Scheme and with effect from the Appointed Date, all tax payable by the Transferor Companies under Income-tax Act 1961, Customs Act, 1962, Goods and Services tax or other applicable laws/ regulations dealing with taxes/duties/levies (hereinafter referred to as "tax laws") shall be to the account of the Transferee Company. Similarly all credits for tax deduction at source on income of the Transferor Companies, or obligation for deduction of tax at source on any payment made by or to be made by the Transferor Companies shall be made or deemed to have been made and duly complied with by the Transferee Company if so made by the Transferor Companies. Similarly any advance tax payment required to be made for by the specified due dates in the tax laws shall also be deemed to have been made by the Transferee Company if so made by the Transferor Companies. Further Minimum Alternate Tax paid by the Transferor Companies under Income Tax Act 1961, shall be deemed to have been paid on behalf of the Transferee Company and Minimum Alternate Tax Credit (if any) of the Transferor Companies as on or accruing after the Appointed Date shall stand transferred to the Transferee Company and such credit would be available for set off against the tax liabilities of the Transferee Company. Any refunds/credit under the tax laws due to the Transferor Companies consequent to assessments made on the Transferor Companies and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.

11.2. Further, any tax holiday/deduction/exemption/carry forward losses enjoyed by the Transferor Companies under Income-tax Act 1961 would be transferred to the Transferee Company.

11.3. On or after the Effective Date, the Transferee Company is expressly permitted to revise its financial statements and returns along with prescribed forms, filings and annexures under the Income Tax Act, 1961 (including for the purpose of re-computing tax on book profits and claiming other tax benefits), goods and services tax law and other tax laws, and to claim refunds and/or credits for taxes paid, and to claim tax benefits etc. and for matters incidental thereto, if required to give effect to the provisions of the Scheme from the Appointed Date.

11.4. All taxes paid or payable by the Transferor Companies in respect of the operations and/or profits of the business before the Appointed Date shall be on account of the Transferor Companies and in so far it relates to the tax payment whether by way of deduction at source, advance tax or otherwise by the Transferor Companies in respect of profits or activities or operations of the business after the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company and shall in all proceedings be dealt with accordingly.

12. <u>SAVING OF CONCLUDED TRANSACTIONS</u>

The transfer of properties and liabilities under Clause 4 above and the continuance of proceedings by or against the Transferor Companies under Clause 9 above shall not affect any transaction or proceedings already concluded by the Transferor Companies on or after the Appointed Date till the Effective Date, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Companies in respect thereto as done and executed on behalf of the Transferee Company.

13. <u>VALIDITY OF EXISTING RESOLUTIONS, ETC.</u>

Upon the effectiveness of this Scheme, the resolutions of the Transferor Companies, as are considered necessary by the Board of the Transferee Company, and that are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of the Transferee Company, and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then said limits as are considered necessary by the Board of the Transferee Company shall be added to the limits, if any, under like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

14. PROFITS AND DIVIDENDS

14.1. The Transferor Companies and the Transferee Company shall be entitled to declare and pay dividends, to their respective shareholders in respect of the accounting period ending March 31, 2018 consistent with the past practice or in ordinary course of business, whether interim or final. Any other dividend shall be recommended/declared only by the mutual consent of the concerned Transferor Companies and the Transferee Company.

14.2. It is clarified that the aforesaid provisions in respect of declaration of dividends (whether interim or final) are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Transferor Companies and the Transferee Company to demand or claim or be entitled to any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the respective Boards of the Transferor Companies and the Transferee Company as the case may be, and subject to approval, if required, of the shareholders of the Transferor Companies and the Transferee Company as the case may be.

15. CONSOLIDATION OF AUTHORISED CAPITAL

15.1. Upon the effectiveness of this Scheme, the authorised share capital of the Transferor Companies shall be merged with that of the Transferee Company and pay additional fees and duties, if any after setting off the fees, if any, paid by the Transferor Companies. The authorised share capital of the Transferee Company will automatically stand increased to that effect by simply filing the requisite forms with the Appropriate Authority and no separate procedure or further resolution under Section 62 of the Act or instrument or deed or payment of any stamp duty and registration fees shall be required to be followed under the Act.

15.2. Consequently, Clause V of the Memorandum of Association of the Transferee Company shall without any act, instrument or deed be and stand altered, modified

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and substituted pursuant to Section 13 of the Companies Act, 2013 and Section 230-232 and other applicable provisions of the Companies Act, 2013, as set out below:

"The Authorised Share Capital of the Company is Rs. 183,90,00,000 (Rupees One Hundred Eighty Three Crores and Ninety Lakhs) divided into 91,65,00,000 (Ninety One Crores Sixty Five Lakhs) equity shares of Re. 1 (Rupee One) each and 9,22,50,000 (Nine Crore Twenty Two Lakhs Fifty Thousand) preference shares of Rs. 10 (Rupees Ten) each. The Company has the power to increase or reduce or modify the capital and to divide all or any of the shares in the capital of the Company for the time being in force and to classify and reclassify such shares from the shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special right, privileges, conditions or restrictions as may be determined in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions in such manner and by such person as may for the time being be permitted under the provisions of the Articles of Associations of the Company or legislative provisions for the time being in force in that behalf."

15.3. It is clarified that the approval of the shareholders of the Transferee Company to the Scheme shall be deemed to be their consent / approval also to the consequential alteration of the Memorandum and Articles of Association of the Transferee Company and the Transferee Company shall not be required to seek separate consent / approval of its shareholders for such alteration of the Memorandum and Articles of Association of the Transferee Company as required under Sections 13, 14, 16, 61, 62 and 64 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

16. <u>REDUCTION OF SHARE CAPITAL HELD BY THE TRANSFEROR COMPANY 2 IN THE TRANSFEREE COMPANY</u>

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16.1. Upon the Scheme becoming effective and upon the issue of shares by the Transferee Company in accordance with Clause 5.1 above, the existing 49,62,280 (Forty Nine Lakh Sixty Two Thousand Two Hundred and Eighty) equity shares of Re. 1 each of the Transferee Company held by the Transferor Company 2, as on the Effective Date shall, without any application or deed, stand cancelled without any payment. Accordingly, the share capital of the Transferee Company shall stand reduced to the extent of the face value of shares held by the Transferor Company 2 as on the Effective Date.

16.2. In the event that the Transferee Company restructures its equity share capital by way of share split/consolidation/issue of bonus shares during the pendency of the Scheme, the cancellation of the number of shares held by the Transferor Company 2 in the Transferee Company shall also be adjusted accordingly to take into account the effect of any such corporate actions.

16.3. The cancellation of share capital shall be effected as an integral part of the Scheme and the Transferee Company shall not be required to add "And Reduced" as suffix to its name consequent to such reduction.

17. <u>CHANGE OF NAME OF THE TRANSFREE COMPANY</u>

Upon sanction of this Scheme, the name of the Transferee Company shall automatically stand changed without any further act, instrument or deed on the part of the Transferee Company, to **"Borosil Renewables Limited"** or such other name as may be approved by the concerned Registrar of Companies and the Memorandum of Association and Articles of Association of the Transferee Company shall, without any further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Section 13, 14 and 16 of the Companies Act, 2013 or any other applicable provisions of the Act, would be required to be separately passed.

18. <u>DISSOLUTION WITHOUT WINDING UP</u>

Upon the effectiveness of this Scheme, the Transferor Companies shall stand dissolved without winding up and the Board of Directors and any committee

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thereof of the Transferor Companies shall without any further act, instrument or deed be and stand dissolved. On and from the Effective Date, the name of the Transferor Companies shall be struck off from the records of the concerned Registrar of Companies.

19. <u>AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE TRANSFEREE COMPANY</u>

On and from the Effective Date, the objects of the Transferee Company shall be deemed to have been altered by replacing existing Clause 1 with the following new clause in the objects clause (III) (A) of the Memorandum of Association of the Transferee Company, which shall read as under:

"1. To carry on the business as manufacturers, producers, exporters, importers, traders, distributors, buyers, sellers, assembler, agents for merchants and dealers in solar glass, sheet glass, fusion glass, wired glass, figured glass, tinted glass, float glass, safety glass, toughened glass, laminated glass and any glass products/goods or products of which glass forms part, Solar Modules, Solar Cells and any other components going into Solar Modules, Solar power storage and also carry on the business of a developer and or an EPC contractor for laying down and operating solar plants, appliances or vehicles running on renewable energy."

It shall be deemed that the members of the Transferee Company have also resolved and accorded all relevant consents under Section 13 of the Companies Act, 2013. It is clarified that there will be no need to pass a separate shareholders' resolution as required under Section 13 of the Companies Act, 2013 for the amendments of the Memorandum of Association of the Transferee Company.

PART C

DEMERGER OF THE DEMERGED UNDERTAKING FROM THE DEMERGED COMPANY INTO THE RESULTING COMPANY

20. TRANSFER AND VESTING OF THE DEMERGED UNDERTAKING FROM THE DEMERGED COMPANY INTO THE RESULTING COMPANY

20.1. The Demerged Undertaking of the Demerged Company as defined in Clause 1.8 shall stand transferred to and vested in or deemed to be transferred to and vested in the Resulting Company, as a going concern, in accordance with Section 2(19AA) of the Income Tax Act, 1961 and in the following manner:

20.1.1. All Demerged Undertaking Assets that are movable in nature or incorporeal property or are otherwise capable of transfer by physical or constructive delivery and/or by endorsement and delivery or by operation of law pursuant to the vesting order of the NCLT sanctioning the Scheme and its filing with the Registrar of Companies concerned. Such assets shall stand vested in the Resulting Company and shall be deemed to be and become the property and as an integral part of the Resulting Company by operation of law. The vesting order and sanction of the Scheme shall operate in relation to the movable property in accordance with its normal mode of vesting through the Resulting Company and as the context may provide, by physical or constructive delivery, or by endorsement and delivery, or by mere operation of the vesting order and its record or registration with the Registrar in accordance with the Act, as appropriate to the nature of the movable property vested. Upon the Scheme becoming effective the title to such property shall be deemed to have been mutated and recognized as that of the Resulting Company.

20.1.2. All Demerged Undertaking Assets that are other movable properties, including sundry debtors, outstanding loans and advances, if any, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with Government, semi-Government, local and other authorities and bodies, customers and other persons, shall without any further act, instrument or deed, pursuant to the vesting order and by operation of law become the property of the Resulting Company, and the

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title thereof together with all rights, interests or obligations therein shall be deemed to have been mutated and recorded as that of the Resulting Company and any document of title pertaining to the assets of the Demerged Undertaking shall also be deemed to have been mutated and recorded as titles of the Resulting Company to the same extent and manner as originally held by the Demerged Company and enabling the ownership, right, title and interest therein as if the Resulting Company was originally the Demerged Company. The Resulting Company shall subsequent to the vesting order be entitled to the delivery and possession of all documents of title of such movable property in this regard.

20.1.3. All immovable properties of the Demerged Undertaking (including but not limited to the immovable properties mentioned in Schedule II) except the land at Village Govali, Taluka - Jhagadia, Dist - Bharuch, having an area of 79,500 sq mtrs bearing survey no. 290, 291, 296, 299, 300, 304, 305 and 307A, including land together with the buildings and structures standing thereon and rights and interests in immovable properties of the Demerged Undertaking, whether freehold or leasehold or otherwise and all documents of title, rights and easements in relation thereto shall stand vested in and/or be deemed to have been vested in the Resulting Company, by operation of law pursuant to the vesting order of the NCLT sanctioning the Scheme, and its filings with the concerned Registrar of Companies. Such assets shall stand vested in the Resulting Company and shall be deemed to be and become the property as an integral part of the Resulting Company by operation of law. The Resulting Company shall simultaneous with the filing and registration of the order of the NCLT sanctioning the Scheme be always entitled to all the rights and privileges attached in relation to such immovable properties and shall be liable to pay appropriate rent, rates and taxes and fulfil all obligations in relation thereto or as applicable to such immovable properties. Upon the Scheme becoming effective, the title to such properties shall deemed to have been mutated and recognised as that of the Resulting Company and the mere filing thereof with the appropriate Registrar or Sub-Registrar of Assurances or with the relevant Government shall suffice as record of continuing titles with the Resulting Company pursuant to the Scheme becoming effective and shall constitute a deemed mutation and

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substitution thereof. The Resulting Company shall subsequent to the vesting order be entitled to the delivery and possession of all documents of title to such immovable properties in this regard. It is hereby clarified that all the rights, title and interest of the Demerged Undertaking in any leave & license, leasehold properties shall, pursuant to Section 232 of the Act and the provisions of this Scheme, without any further act, instrument or deed, be vested in or be deemed to have been vested in the Resulting Company.

20.1.4. Notwithstanding anything contained in this Scheme, in respect of the immovable properties pertaining to the Demerged Undertaking of the Demerged Company, whether owned or leased, the Board of the Resulting Company may determine, for the purpose inter alia of payment of stamp duty, and vesting unto the Resulting Company and if the Board of the Resulting Company so decide, the concerned parties, whether executed before or after the Effective Date, shall execute and register or cause so as to be done, separate deeds of conveyance or deed of assignment of lease, as the case may be, in favour of the Resulting Company in respect of such immovable properties. Each of the immovable properties, only for the payment of stamp duty, shall be deemed to be conveyed at a consideration being the value of such properties. The execution of such conveyance shall form an integral part of the Scheme.

20.1.5. All Demerged Undertaking Liabilities including debts, liabilities, contingent liabilities, duties and obligations, secured or unsecured, whether provided for or not in the books of account or disclosed in the balance sheets of the Demerged Company shall stand vested in the Resulting Company and shall upon the scheme becoming effective be deemed to be the debts, liabilities, contingent liabilities, duties and obligations of the Resulting Company, and the Resulting Company shall, and undertake to meet, discharge and satisfy the same in terms of their respective terms and conditions, if any. It is hereby clarified that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this Clause.

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20.1.6. All Demerged Undertaking Contracts including contracts, deeds, bonds, agreements, schemes, arrangements and other instruments, permits, rights, entitlements, licenses (including the licenses granted by any Governmental, statutory or regulatory bodies) for the purpose of carrying on the Demerged Undertaking of the Demerged Company, and in relation thereto, and those relating to tenancies, privileges, powers, facilities of every kind and description of whatsoever nature in relation to the Demerged Undertaking of the Demerged Company, or to the benefit of which, Demerged Undertaking of the Demerged Company may be eligible and which are subsisting or having effect immediately before the Effective Date, shall by endorsement, delivery or by operation of law pursuant to the vesting order of NCLT sanctioning the Scheme, and its filing with the Registrar of Companies concerned be deemed to be contracts, deeds, bonds, agreements, schemes, arrangements and other instruments, permits, rights, entitlements, licenses (including the licenses granted by any Governmental, statutory or regulatory bodies) of the Resulting Company. Such properties and rights described hereinabove shall stand vested in the Resulting Company and shall be deemed to be the property and become the property by operation of law as an integral part of the Resulting Company. Such contracts and properties described above shall continue to be in full force and continue as effective as hitherto fore in favour of or against the Resulting Company and shall be the legal and enforceable rights and interests of the Resulting Company, which can be enforced and acted upon as fully and effectually as if, it were the Demerged Company, as the Resulting Company is and successor in interest. Upon the Scheme becoming effective, the rights, duties, obligations, interests flowing from such contracts and properties, shall be deemed to have been entered in and novated to the Resulting Company by operation of law and the Resulting Company shall be deemed to be its substituted party or beneficiary or obligor thereto. In relation to the same any procedural requirements required to be fulfilled solely by the Demerged Company (and not by any of its successors), shall be fulfilled by the Resulting Company as if it were the duly constituted attorney of the Demerged Company. Upon this Scheme becoming effective and with effect from the Appointed Date, any contract of the Demerged Company relating to or benefiting at present the Demerged Company and the Demerged Undertaking, shall be deemed to constitute separate contracts, thereby relating to and/or benefiting the Resulting Company, respectively.

20.1.7. Any pending suits/appeals or other proceedings of whatsoever nature relating to the Demerged Undertaking of the Demerged Company, whether by or against such Demerged Company, shall not abate, be discontinued or in any way prejudicially affected by reason of the demerger of the Demerged Undertaking of the Demerged Company into the Resulting Company or of anything contained in this Scheme, but by virtue of the vesting and sanction order, such legal proceedings shall continue and any prosecution shall be enforced by or against the Resulting Company in the same manner and to the same extent as would or might have been continued, prosecuted and/or enforced by or against the Demerged Company, as if this Scheme had not been implemented.

20.1.8. All the Demerged Undertaking Employees shall become employees of and be engaged by the Resulting Company pursuant to the vesting order and by operation of law, with effect from the Effective Date, on such terms and conditions as are no less favourable than those on which they are currently engaged by the Demerged Company, without any interruption of service as a result of this hiving-off, without any further act, deed or instrument on the part of the Demerged Company or the Resulting Company. With regard to provident fund, gratuity, leave encashment and any other special scheme or benefits created or existing for the benefit of such employees, the Resulting Company shall stand substituted for the Demerged Company for all purposes whatsoever, upon this Scheme becoming effective, including with regard to the obligation to make contributions to relevant authorities, such as the Regional Provident Fund Commissioner or to such other funds maintained by the Demerged Company, in accordance with the provisions of applicable laws or otherwise. It is hereby clarified that upon this Scheme becoming effective, the aforesaid benefits or schemes shall continue to be provided to such employees and the services of all such employees of the Demerged Company for such purpose shall be treated as having been continuous.

20.1.9. All Demerged Undertaking IP including registrations, goodwill, licenses, brands, service marks, copyrights, domain names, applications for copyrights, trade names and trademarks pertaining to the Demerged Undertaking of the Demerged Company, if any, shall stand vested in the Resulting Company without any further act, instrument or deed (unless filed only for statistical record with any appropriate authority or Registrar), upon filing of the order of the NCLT sanctioning the Scheme, with the Registrar of Companies concerned. The other intellectual property rights presently held by the Demerged Company, that relates to or benefit at present the Demerged Company and the Demerged Undertaking, shall be deemed to constitute separate intellectual property rights and the necessary substitution/ endorsement shall be made and duly recorded in the name of the Demerged Company and the Resulting Company, respectively, by the relevant authorities pursuant to the sanction of this Scheme by NCLT.

20.1.10. The Resulting Company and the Demerged Company to enter into an agreement wherein the brand "Borosil" held by the Demerged Company transferred pursuant to demerger to the Resulting Company shall be available for use by the Demerged Company for a period of 5 years without any charges/fees/levies/costs, and which may be extended for such further period(s) as may be mutually decided by the Board of the Resulting Company and the Demerged Company.

20.1.11. All taxes payable by or refundable to the Demerged Undertaking of the Demerged Company, including all or any refunds or claims shall be treated as the tax liability or refunds/claims, as the case may be, of the Resulting Company, and any tax incentives, advantages, privileges, exemptions, credits, holidays, remissions, reductions, etc, as would have been available to Demerged Undertaking of the Demerged Company, shall pursuant to this Scheme becoming effective, be available to the Resulting Company.

20.1.12. All Demerged Undertaking Licenses including approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses (including the licenses granted by any Governmental, statutory or regulatory bodies for the purpose of carrying on its business or in connection therewith), and certificates of every kind and description whatsoever in relation to the Demerged Undertaking of the Demerged Company, or to the benefit of which the Demerged Undertaking

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of the Demerged Company may be eligible/entitled, and which are subsisting or having effect immediately before the Effective Date, shall by endorsement, delivery or by operation of law pursuant to the vesting order of NCLT sanctioning the Scheme, and its filing with the Registrar of Companies concerned, shall be deemed to be approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses (including the licenses granted by any Governmental, statutory or regulatory bodies for the purpose of carrying on its business or in connection therewith), and certificates of every kind and description of whatsoever nature of the Resulting Company, and shall be in full force and effect in favour of the Resulting Company and may be enforced as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party or beneficiary or obligor thereto. Such of the other permits, licenses, consents, approvals, authorizations, quotas, rights, entitlements, allotments, concessions, exemptions, liberties, advantages, no-objection certificates, certifications, easements, tenancies, privileges and similar rights, and any waiver of the foregoing, as are held at present by the Demerged Company, but relate to or benefitting the Demerged Company and the Demerged Undertaking, shall be deemed to constitute separate permits, licenses, consents, approvals, authorizations, quotas, rights, entitlements, allotments, concessions, exemptions, liberties, advantages, no-objection certificates, certifications, easements, tenancies, privileges and similar rights, and any waiver of the foregoing, and the necessary substitution/endorsement shall be made and duly recorded in the name of the Resulting Company, respectively, by the relevant authorities pursuant to the sanction of this Scheme by NCLT. It is hereby clarified that if the consent of any third party or authority is required to give effect to the provisions of this Clause, the said third party or authority shall take on record the drawn up order of NCLT sanctioning the Scheme on its file and make and duly record the necessary substitution or endorsement in the name of the Resulting Company as successor in interest, pursuant to the sanction of this Scheme by NCLT, and upon this Scheme becoming effective in accordance with the terms hereof. For this purpose, the Resulting Company shall file certified copies of such sanction order, and if required file appropriate applications, forms or documents with relevant authorities concerned for statistical, information and record purposes only, and there shall be no break in the validity and enforceability of approvals, consents, exemptions, registrations, no-objection certificates, permits, quotas, rights, entitlements, licenses (including the licenses granted by any Governmental, statutory or regulatory bodies for the purpose of carrying on its business or in connection therewith), and certificates of every kind and description of whatsoever nature.

20.1.13. Benefits of any and all corporate approvals as may have already been taken by the Demerged Company with respect to the Demerged Undertaking, whether being in the nature of compliances or otherwise, including without limitation, approvals under Sections 98,109,111,180,185,186,188 etc, of the Act read with the rules and regulations made there under, shall stand vested in the Resulting Company and the said corporate approvals and compliances shall, upon this Scheme becoming effective, be deemed to have been taken/complied with by the Resulting Company.

20.1.14. All estates, assets, rights, title, interests and authorities accrued to and/or acquired by the Demerged Company in relation to the Demerged Undertaking shall be deemed to have been accrued to and/or acquired for and on behalf of the Resulting Company and shall, upon this Scheme coming into effect, pursuant to the provisions of Section 232 and other applicable provisions of the Act, without any further act, instrument or deed be and stand vested in or be deemed to have been vested in the Resulting Company to that extent and shall become the estates, assets, right, title, interests and authorities of the Resulting Company.

20.1.15. For avoidance of doubt and without prejudice to the generality of the applicable provisions of the Scheme, it is clarified that with effect from the Effective Date and till such time that the name of the bank accounts of the Demerged Company, in relation to or in connection with the Demerged Undertaking, have been replaced with that of the Resulting Company, the Resulting Company shall be entitled to operate the bank accounts of the Demerged Company, in relation to or in connection with the Demerged Undertaking, in the name of the Demerged Company in so far as may be necessary. All cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Demerged Company, in relation to or in connection with the

Demerged Undertaking, after the Effective Date shall be accepted by the bankers of the Resulting Company and credited to the account of the Resulting Company, if presented by the Resulting Company. The Resulting Company shall be allowed to maintain bank accounts in the name of the Demerged Company for such time as may be determined to be necessary by the Resulting Company for presentation and deposition of cheques and pay orders that have been issued in the name of the Demerged Company, in relation to or in connection with the Demerged Undertaking. It is hereby expressly clarified that any legal proceedings by or against the Demerged Company, in relation to or in connection with the Demerged Undertaking, in relation to the cheques and other negotiable instruments, payment orders received or presented for encashment which are in the name of the Demerged Company shall be instituted, or as the case maybe, continued by or against the Resulting Company after coming into effect of the Scheme.

21. <u>CONSIDERATION</u>

21.1. Upon the Scheme becoming effective and upon vesting of the Demerged Undertaking of the Demerged Company in the Resulting Company, the Resulting Company shall, without any further application or deed, issue and allot to the shareholders of the Demerged Company whose name appears in the register of members of the Demerged Company as on Record Date 2 as may be stipulated by the Board of Directors of Resulting Company, their heirs, executors, administrators or the successors in title, as the case may be as may be recognized by the Board of Directors, in the following proportion viz:

"1 (One) fully paid up Equity Share of Re. 1 each of the Resulting Company shall be issued and allotted as fully paid up for every 1 (One) Equity Shares of Re. 1 each fully paid up held in the Demerged Company."

21.2. In the event that the Demerged Company/ the Resulting Company restructures its equity share capital by way of share split/consolidation/issue of bonus shares during the pendency of the Scheme, the Share Entitlement Ratio shall be adjusted accordingly to take into account the effect of any such corporate actions.

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21.3. The Resulting Company shall take necessary steps to increase or alter or re-classify, if necessary, its authorized share capital suitably to enable it to issue and allot the shares required to be issued and allotted by it under this Scheme.

21.4. The shares to be issued and allotted as above shall be subject to the Scheme and in accordance with the Memorandum and Articles of Association of the Resulting Company.

21.5. In the event of there being any pending share transfers, whether lodged or outstanding, of any shareholder of the Demerged Company, the Board of Directors of the Demerged Company shall be empowered in appropriate cases, prior to or even subsequent to the Record Date 2, to effectuate such a transfer as if such changes in the registered holder were operative as on the Record Date 2, in order to remove any difficulties arising to the transferor or transferee of equity shares in the Demerged Company, after the effectiveness of this Scheme.

21.6. The equity shares issued and allotted by the Resulting Company in terms of this Scheme shall rank pari-passu in all respects with the existing equity shares of the Resulting Company.

21.7. The equity shares shall be issued in dematerialized form to those shareholders who hold shares of the Demerged Company in dematerialized form, into the account in which the Demerged Company shares are held or such other account as is intimated by the shareholders to the Demerged Company and / or its Registrar before the Record Date 2. All those shareholders who hold shares of the Demerged Company in physical form shall also have the option to receive the equity shares, as the case may be, in dematerialized form provided the details of their account with the Depository Participant are intimated in writing to the Demerged Company and / or its Registrar before the Record Date 2. The shareholders who fail to provide such details shall be issued equity shares in physical form.

21.8. Inter-company holding, if any, as on the Appointed Date, between the Demerged Company and the Resulting Company, shall be cancelled pursuant to this Scheme.

21.9. The Board of Directors of the Resulting Company shall, if and to the extent required, apply for and obtain any approvals from concerned Government /Regulatory authorities and undertake necessary compliance for the issue and

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allotment of equity shares to the members of the Demerged Company pursuant to Clause 21.1 of the Scheme.

21.10. The equity shares issued and/ or allotted pursuant to Clause 21.1, in respect of such of the equity shares of Demerged Company which are held in abeyance under the provisions of Section 126 of the Act shall, pending settlement of dispute by order of court or otherwise, be held in abeyance by Resulting Company.

21.11. The equity shares to be issued by the Resulting Company to the members of the Demerged Company pursuant to Clause 21.1 of this Scheme will be listed and/or admitted to trading in terms of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 on all the Stock Exchanges on which shares of the Demerged Company are listed on the Effective Date. The Resulting Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with the applicable laws or regulations for the Resulting Company with the formalities of the said Stock Exchanges. The equity shares of the Resulting Company allotted pursuant to the Scheme shall remain frozen in the depositories system till listing and trading permission is given by the designated Stock Exchanges. There shall be no change in the shareholding pattern or control in the Resulting Company between the Record Date 2 and the listing which may affect the status of approvals received from the Stock Exchanges. The Resulting Company shall not issue/ reissue any shares, not covered under this Scheme. Further, there shall be no change in the shareholding pattern or control in the Resulting Company between the Record Date 2 and the listing which may affect the status of approval of the Stock Exchanges.

21.12. The Resulting Company shall, if and to the extent required to, apply for and obtain any approvals from the concerned regulatory authorities including the Reserve Bank of India, for the issue and allotment of equity shares by the Resulting Company to the non-resident / foreign citizen equity shareholders of the Demerged Company. The Resulting Company shall comply with the relevant and applicable rules and regulations including the provisions of Foreign Exchange Management Act, 1999, if any, to enable the Resulting Company to issue and allot equity shares to the non-resident/ foreign citizen equity shareholders of the Demerged Company.

21.13. The approval of this Scheme by the shareholders of the Resulting Company shall be deemed to be the due compliance of the provisions of Section 42, 62 of the Companies Act, 2013 and other relevant and applicable provisions of the Act for the issue and allotment of equity shares by the Resulting Company to the shareholders of the Demerged Company, as provided in this Scheme.

21.14. The approval of this Scheme by the shareholders of the Demerged Company and the Resulting Company shall be deemed to have the approval for the purpose of effecting the above amendments under Sections 13, Section 14 and other applicable provisions of the Act and no further resolutions would be required to be separately passed in this regard.

22. REDUCTION OF SHARE CAPITAL HELD BY THE DEMERGED COMPANY IN THE RESULTING COMPANY

22.1. Pursuant to clause 21.8 and upon the issue of shares by the Resulting Company in accordance with Clause 21.1 above, the existing 257,500,000 (Twenty Five Crores Seventy Five Lakhs Only) equity shares of Re.1 each and 2,80,00,000 (Two Crores Eighty Lakhs), 6% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10 each of the Resulting Company held by the Demerged Company as on the Effective Date shall, without any application or deed, stand cancelled without any payment. Accordingly, the share capital of the Resulting Company shall stand reduced to the extent of the face value of shares held by the Demerged Company upon the issue of shares by the Resulting Company in accordance with Clause 21.1 above.

22.2. In the event that the Resulting Company restructures its equity share capital by way of share split/consolidation/issue of bonus shares during the pendency of the Scheme, the cancellation of the number of shares held by the Demerged Company in the Resulting Company shall also be adjusted accordingly to take into account the effect of any such corporate actions.

22.3. The cancellation of share capital shall be effected as an integral part of the Scheme and the Resulting Company shall not be required to add "And Reduced" as suffix to its name consequent to such reduction.

23. ACCOUNTING TREATMENT

23.1. **In the Books of the Demerged Company:-**

Upon coming into effect of this Scheme and after giving effect to the accounting treatment specified in the aforementioned Clause 6 of Part B of the Scheme and with effect from the Appointed Date:

23.1.1. The Demerged Company shall reduce the book value of all assets, liabilities and reserves pertaining to the Demerged Undertaking transferred to the Resulting Company from its books of accounts.

23.1.2. The difference between the book value of assets pertaining to the Demerged Undertaking and the book value of the liabilities and reserves pertaining to the Demerged Undertaking transferred to the Resulting Company shall be adjusted in reserves of the Demerged Company.

23.2. Any negative capital reserve pursuant to the accounting as per Clause 6 and Clause 23.1 shall be adjusted against the retained earnings in the books of the Demerged Company.

23.3. **In the Books of the Resulting Company:-**

23.3.1. Upon coming into effect of this Scheme and with effect from the Appointed Date, the Resulting Company shall account for the Demerged Undertaking in its books as per the applicable accounting principles prescribed under Indian Accounting Standard 103 and/ or any other applicable Indian Accounting Standard as the case may be.

23.3.2. The Resulting Company shall record the assets and liabilities comprised in the Demerged Undertaking transferred to and vested in it pursuant to this Scheme, at the same value appearing in the books of the Demerged Company.

23.3.3. The shareholding (Equity as well as Preference) of the Demerged Company in the Resulting Company as on the Appointed Date will stand cancelled and the difference between the above and share capital of Resulting Company shall be adjusted in Capital Reserve.

23.3.4. The Resulting Company shall credit its share capital account in its books of account with the aggregate face value of the equity shares issued to the shareholders of the Demerged Company pursuant to Clause 21 of this Scheme.

23.3.5. The identity of the reserves pertaining to the Demerged Undertaking of the Demerged Company shall be preserved and shall appear in the financial statements of the Resulting Company in the same form and manner, in which they appeared in the financial statements of the Demerged Company.

23.3.6. The difference, being the excess of book value of the assets over the liabilities pertaining to the Demerged Undertaking transferred from the Demerged Company and recorded by the Resulting Company in accordance with Clause 23.3.2 above, over the amount credited as share capital as per Clause 23.3.4 above, and after giving effect to 23.3.5 above, shall be adjusted in capital reserve.

23.3.7. Loans and advances and other dues outstanding as on the Appointed Date between the Demerged Company pertaining to the Demerged Undertaking and the Resulting Company will stand cancelled and there shall be no further obligation/ outstanding in that behalf.

23.3.8. In case of any differences in accounting policy between the Demerged Company and the Resulting Company, the accounting policies followed by the Resulting Company will prevail and the difference till the Appointed Date shall be adjusted in capital reserves of the Resulting Company, to ensure that the financial statements of the Resulting Company reflect the financial position on the basis of consistent accounting policy.

23.4. Any negative capital reserve pursuant to the accounting as per Clause 23.3 shall be adjusted against the retained earnings in the books of the Resulting Company.

24. CONDUCT OF BUSINESS UNTIL THE EFFECTIVE DATE

24.1. With effect from the Appointed Date and up to and including the Effective Date:

(a) The Demerged Company shall carry on and be deemed to have carried on the business and activities in relation to Demerged Undertaking and shall stand possessed of their properties and assets relating to Demerged Undertaking for

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and in trust for the Resulting Company and all the profits / losses accruing on account of the Demerged Undertaking shall for all purposes be treated as profits / losses of the Resulting Company.

(b) The Demerged Company shall not utilize the profits or income, if any, relating to the Demerged Undertaking for the purpose of declaring or paying any dividend or for any other purpose in respect of the period falling on and after the Appointed Date, without the prior written consent of the Board of Directors of the Resulting Company.

(c) The Demerged Company shall not without the prior written consent of the Board of Directors of the Resulting Company or pursuant to any pre-existing obligation, sell, transfer or otherwise alienate, charge, mortgage or encumber or otherwise deal with or dispose of the undertaking relating to Demerged Undertaking or any part thereof except in the ordinary course of its business.

(d) The Demerged Company shall not vary the existing terms and conditions of service of its permanent employees relating to Demerged Undertaking except in the ordinary course of its business or without prior consent of the Resulting Company or pursuant to any pre-existing obligation undertaken by the Demerged Company as the case may be, prior to Effective Date.

24.2. The Resulting Company shall be entitled, pending the sanction of the Scheme, to apply to the Central/State Government, and all other agencies, departments and authorities concerned as are necessary under any law or rules, for such consents, approvals and sanctions, which the Resulting Company may require pursuant to this Scheme.

25. <u>STAFF, WORKMEN & EMPLOYEES</u>

25.1. All the permanent employees of the Demerged Company engaged in or in relation to the Demerged Undertaking of the Demerged Company, who are in service on the date immediately preceding the Effective Date shall, on and from the Effective Date become and be engaged as the employees of the Resulting Company, without any break or interruption in service as a result of the transfer and on terms and conditions not less favourable than those on which they are engaged by the Demerged Company immediately preceding the Effective Date.

25.2. Services of the employees of the Demerged Company pertaining to the Demerged Undertaking shall be taken into account from the date of their respective appointment with the Demerged Company for the purposes of all retirement benefits and all other entitlements for which they may be eligible. The Resulting Company further agrees that for the purpose of payment of any retrenchment compensation, if any, such past services with the Demerged Company shall also be taken into account. The services of such employees shall not be treated as having been broken or interrupted for the purpose of Provident Fund or Gratuity or Superannuation or other statutory purposes and for all purposes will be reckoned from the date of their respective appointments with the Demerged Company.

25.3. It is provided that as far as the Provident Fund, Gratuity Fund and Pension and/ or Superannuation Fund or any other special fund created or existing for the benefit of the staff, workmen and other employees of the Demerged Company pertaining to the Demerged Undertaking are concerned, upon the Scheme becoming effective, the Resulting Company shall stand substituted for the Demerged Company in respect of the employees transferred with the Demerged Undertaking for all purposes whatsoever relating to the administration or operation of such Funds or Trusts or in relation to the obligation to make contribution to the said Funds or Trusts in accordance with the provisions of such Funds or Trusts as provided in the respective Trust Deeds or other documents. It is the aim and the intent of the Scheme that all the rights, duties, powers and obligations of the Demerged Undertaking of the Demerged Company in relation to such Funds or Trusts shall become those of the Resulting Company. The Trustees including the Board of Directors of the Demerged Company and the Resulting Company or through any committee / person duly authorized by the Board of Directors in this regard shall be entitled to adopt such course of action in this regard as may be advised provided however that there shall be no discontinuation or breakage in the services of the employees of the Demerged Company.

25.4. With effect from the date of filing of this Scheme with NCLT and up to and including the Effective Date, the Demerged Company shall not vary or modify the terms and conditions of employment of any of its employees engaged in or in relation to the Demerged Undertaking of the Demerged Company, except with written consent of the Resulting Company.

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26. LEGAL PROCEEDINGS

26.1. All legal proceedings of whatsoever nature by or against the Demerged Company pending and/or arising before the Effective Date and relating to the Demerged Undertaking, shall not abate or be discontinued or be in any way prejudicially affected by reason of the Scheme or by anything contained in this Scheme but shall be continued and enforced by or against the Resulting Company, as the case may be in the same manner and to the same extent as would or might have been continued and enforced by or against the Demerged Company. Any cost pertaining to the said proceedings between the Appointed Date and the Effective date incurred by the Demerged Company shall be reimbursed by the Resulting Company.

26.2. After the Effective Date, if any proceedings are taken against the Demerged Company in respect of the matters referred to in the Clause 26.1 above, they shall defend the same at the cost of the Resulting Company, and the Resulting Company shall reimburse and indemnify the Demerged Company against all liabilities and obligations incurred by the Demerged Company in respect thereof.

26.3. The Resulting Company undertakes to have all legal or other proceedings initiated by or against the Demerged Company referred to in Clauses 26.1 or 26.2 above transferred into its name and to have the same continued, prosecuted and enforced by or against the Resulting Company as the case may be, to the exclusion of the Demerged Company.

27. CONTRACTS, DEEDS AND OTHER INSTRUMENTS

27.1. Notwithstanding anything to the contrary contained in the contract, deed, bond, agreement or any other instrument, but subject to the other provisions of this Scheme, all contracts, deeds, bonds, agreements and other instruments, if any, of whatsoever nature and subsisting or having effect on the Effective Date and relating to the Demerged Undertaking of the Demerged Company, shall continue in full force and effect against or in favor of the Resulting Company and may be enforced effectively by or against the Resulting Company as fully and effectually as if, instead of the Demerged Company, the Resulting Company had been a party thereto.

27.2. The Resulting Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if so required, under any law or otherwise, enter into, or issue or execute deeds, writings, confirmations, novations, declarations, or other documents with, or in favor of any party to any contract or arrangement to which the Demerged Company is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Resulting Company shall, be deemed to be authorised to execute any such writings on behalf of the Demerged Company and to carry out or perform all such formalities or compliances required for the purposes referred to above on the part of the Demerged Company.

28. <u>SAVING OF CONCLUDED TRANSACTIONS</u>

The transfer of properties and liabilities under Clause 20.1 above and the continuance of proceedings by or against the Resulting Company under Clause 26 above shall not affect any transaction or proceedings already concluded by the Demerged Company on or after the Appointed Date till the Effective Date, to the end and intent that the Resulting Company accepts and adopts all acts, deeds and things done and executed by the Demerged Company in relation to the Demerged Undertaking in respect thereto as done and executed on behalf of itself.

29. <u>PROFITS AND DIVIDENDS</u>

29.1. The Demerged Company and the Resulting Company shall be entitled to declare and pay dividends, to their respective shareholders in respect of the accounting period ending March 31, 2018 consistent with the past practice or in ordinary course of business, whether interim or final. Any other dividend shall be recommended/declared only by the mutual consent of the Demerged Company and the Resulting Company.

29.2. It is clarified that the aforesaid provisions in respect of declaration of dividends (whether interim or final) are enabling provisions only and shall not be deemed to confer any right on any shareholder of the Demerged Company and the Resulting Company to demand or claim or be entitled to any dividends which, subject to the provisions of the said Act, shall be entirely at the discretion of the respective Boards of the Demerged Company and the Resulting Company as the case may be, and subject to approval, if required, of the shareholders of the Demerged Company and the Resulting Company as the case may be.

30. EMPLOYEE STOCK OPTIONS

30.1. Upon the coming into effect of the Scheme, the Resulting Company shall take necessary steps to formulate new employee stock option scheme(s) by adopting the Borosil ESOS of the Demerged Company modified, if any, in accordance with the variations mentioned in this Clause 30.

30.2. With respect to the stock options granted by the Demerged Company to the employees of the Demerged Company (irrespective of whether they continue to be employees of the Demerged Company or become employees of the Resulting Company pursuant to the Scheme) under the Borosil ESOS; and upon the Scheme becoming effective, the said employees shall be issued one stock option by the Resulting Company under the new scheme(s) for every stock option held in the Demerged Company, whether the same are vested or not on terms and conditions similar to the relevant Borosil ESOS.

30.3. The stock options granted by the Demerged Company under the relevant Borosil ESOS would continue to be held by the employees concerned (irrespective of whether they continue to be employees of the Demerged Company or become employees of the Resulting Company). Upon coming into effect of the Scheme, the Demerged Company shall take necessary steps to modify Borosil ESOS in a manner considered appropriate and in accordance with the applicable laws, in order to enable the continuance of the same in the hands of the employees who become employees of the Resulting Company, subject to the approval of the Stock Exchanges and the relevant regulatory authorities, if any under applicable law.

30.4. The existing exercise price of the stock options of the Demerged Company shall stand suitably adjusted in an appropriate manner as determined by the Nomination and Remuneration Committee of the Demerged Company and the balance of the exercise price shall become the exercise price of the stock options issued by the Resulting Company.

30.5. While granting stock options, the Resulting Company shall take into account the period during which the employees held stock options granted by the Demerged

Company prior to the issuance of the stock options by the Resulting Company, for determining the minimum vesting period required for stock options granted by the Resulting Company, subject to applicable laws.

30.6. The Demerged Company as well as the Resulting Company shall reimburse each other for cost debited to the Profit & Loss account or any suspense/ subsidy account subsequent to the Appointed Date, in relation to stock options issued to employees of the other company.

30.7. Approval granted to the Scheme by the shareholders of the Demerged Company and the Resulting Company shall also be deemed to be approval granted to any modifications made to the Borosil ESOS of the Demerged Company with respect to the period within which the employees transferred to the Resulting Company would be entitled to exercise their vested options and modification, if any, of exercise price thereof, and approval granted to the new employee stock option scheme to be adopted by the Resulting Company, respectively.

30.8. The Boards of the Demerged Company and the Resulting Company or any of the committee(s) thereof, if any, shall take such actions and execute such further documents as may be necessary or desirable for the purpose of giving effect to the provisions of this Clause 30 of the Scheme.

31. CHANGE OF NAME OF THE RESULTING COMPANY

Upon sanction of this Scheme, the name of the Resulting Company shall automatically stand changed without any further act, instrument or deed on the part of the Resulting Company, to **"Borosil Limited"** or such other name as may be approved by the concerned Registrar of Companies, unless already effected prior to sanction of the Scheme and the Memorandum of Association and Articles of Association of the Resulting Company shall, without any further act, instrument or deed, be and stand altered, modified and amended, and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purposes of effecting this amendment, and no further resolution(s) under Section 13, 14 and 16 of the Companies Act, 2013 or any other applicable provisions of the Act, would be required to be separately passed.

32. AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE RESULTING COMPANY

On and from the Effective Date, the objects of the Resulting Company shall be deemed to have been altered by replacing Clause 1 and substituting with the following new clauses in the objects clause III. A. of the Memorandum of Association of the Resulting Company, which shall read as under:

"1. To do business as manufactures and importers of, and wholesale dealers in, and retailers or dealers of, scientific and laboratory glasswares, pharmaceutical glassware, industrial glassware, pressed glassware, Oven glasswares, HPLC vials, Liquid Handling Systems, Bench Top Equipment of all varieties and description, and any material or product which can or may be used as a substitute for glass and of all varieties and descriptions of products, materials, instruments, apparatuses made from borosilicate glasses and / or other varieties of glass or any material and product which can or may be used as a substitute for glass, and all products of which glass forms a part.

2. To carry on in India or elsewhere the business to manufacture, buy, sell, repair, alter, improve, exchange, let out on hire, import, export and deal in all microwavable and flameproof kitchenware, glass tumblers, storage, tableware and kitchen appliances, earthenware, terracotta, bottles, flasks, utensils, other appliances, non-stick cookware with teflon coating , hard anodized and die cast, pressure cookers both aluminium and stainless steel, and stainless steel pots and pans, articles and things capable of being used in household, opal glass tableware, stainless steel server, ceramic tableware, brass & wooden accessories, ceramic refractory, sanitary wares, garden wares, kitchen wares, crockeries, potteries, insulators, terracotta, porcelainware, bathroom, accessories, pipes, wall tiles, floor tiles, roofing tiles, porcelain tiles."

It shall be deemed that the members of the Resulting Company have also resolved and accorded all relevant consents under Section 13 of the Companies Act, 2013. It is clarified that there will be no need to pass a separate shareholders' resolution as required under Section 13 of the Companies Act, 2013 for the amendments of the Memorandum of Association of the Resulting Company.

PART D

GENERAL TERMS AND CONDITIONS

33. APPLICATION TO NCLT

The Transferee/Demerged Company, the Transferor Companies and the Resulting Company shall make Applications / Petitions under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Act to NCLT for sanction of this Scheme under the provisions of law.

34. MODIFICATION OR AMENDMENTS TO THE SCHEME

The Transferee/ Demerged Company, the Transferor Companies and the Resulting Company, with approval of their respective Board of Directors may consent, from time to time, on behalf of all persons concerned, to any modifications / amendments or additions / deletions to the Scheme which may otherwise be considered necessary, desirable or appropriate by the said Board of Directors to resolve all doubts or difficulties that may arise for carrying out this Scheme and to do and execute all acts, deeds, matters, and things necessary for bringing this Scheme into effect or agree to any terms and / or conditions or limitations that NCLT or any other authorities under law may deem fit to approve of, to direct and / or impose. The aforesaid powers of the Transferee/ Demerged Company, the Transferor Companies and the Resulting Company to give effect to the modification / amendments to the Scheme may be exercised by their respective Board of Directors or any person authorised in that behalf by the concerned Board of Directors subject to approval of NCLT or any other authorities under the applicable law.

35. CONDITIONS PRECEDENT

35.1. This Scheme is and shall be conditional upon and subject to:

35.1.1. The sanction or approval of the Appropriate Authorities including SEBI, Stock Exchanges in respect of the Scheme being obtained in respect of any of the matters in respect of which such sanction or approval is required or on the expiry of any statutory time period pursuant to which such approval is deemed to have been granted;

35.1.2. Approval of the Scheme by the requisite majority in number and value of such class of persons including the respective members and/or creditors of the Transferor Companies, the Transferee Company/the Demerged Company and the Resulting Company as required under the Act and as may be directed by NCLT;

35.1.3. Approval of the shareholders of BGWL and GBL through e-voting and/or any other mode as may be required under any Applicable Law. The Scheme shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are more than the number of votes cast by the public shareholders of BGWL and GBL, against it as required under the SEBI Circular. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957; and

35.1.4. Certified or authenticated copy of the Order of NCLT sanctioning the Scheme being filed with the respective Registrar of Companies by the Transferor Companies, the Transferee Company/Demerged Company and the Resulting Company as may be applicable.

35.2. It is hereby clarified that submission of the Scheme to NCLT and to Appropriate Authorities for their respective approvals is without prejudice to all rights, interests, titles or defences that the Transferor Companies, the Transferee Company/Demerged Company and the Resulting Company may have under or pursuant to all appropriate and Applicable Law.

35.3. On the approval of this Scheme by the shareholders of the Transferor Companies, the Transferee Company/Demerged Company and the Resulting Company, such shareholders shall also be deemed to have resolved and accorded all relevant consents under the Act or otherwise to the same extent applicable in relation to the Scheme, related matters and this Scheme itself.

36. <u>EFFECT OF NON-RECEIPT OF APPROVALS AND MATTERS RELATING TO REVOCATION / WITHDRAWAL OF THE SCHEME</u>

36.1. In the event of any of the said sanctions and approvals referred to in the preceding Clause not being obtained and/ or the Scheme not being sanctioned by NCLT or such other competent authority and / or the Order not being passed as aforesaid

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before December 31, 2019 or within such further period or periods as may be agreed upon between the Transferee/ Demerged Company, the Transferor Companies and the Resulting Company by their Boards of Directors (and which the Boards of Directors of the Companies are hereby empowered and authorized to agree to and extend the Scheme from time to time without any limitation) this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any rights and/ or liabilities which might have arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or as may otherwise arise in law.

36.2. The Transferor Companies, the Transferee/Demerged Company and the Resulting Company through their respective Board shall each be at liberty to withdraw from this Scheme (i) in case any condition or alteration imposed by any Appropriate Authority / person is unacceptable to any of them or (ii) they are of the view that coming into effect of the respective parts to this Scheme could have adverse implications on the respective companies.

36.3. In the event of revocation/withdrawal under Clauses 36.1 and 36.2 above, no rights and liabilities whatsoever shall accrue to or be incurred inter se the Transferor Companies, the Transferee/Demerged Company and the Resulting Company or their respective shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or in accordance with the Applicable Law and in such case, the Transferor Companies, the Transferee/ Demerged Company and the Resulting Company shall bear its own costs, unless otherwise mutually agreed.

37. COSTS, CHARGES & EXPENSES

All costs, charges, taxes including duties, levies and all other expenses, if any (save as expressly otherwise agreed) of the Transferor Companies, the Transferee Company/Demerged Company and the Resulting Company arising out of or incurred in connection with and implementing this Scheme and matters incidental thereto shall be borne by the Transferee Company/the Resulting Company.

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SCHEDULE I

LIST OF IMMOVABLE PROPERTIES OF THE TRANSFEROR COMPANIES

Sr no.	Description of immovable properties	Location
Gujarat Borosil Limited		
1	Survey No. 297,298,302,303,309,310,311A,311B,312,313,314,315,316, 259, 260, 261, 287, 295/2 Area - 1,64,504 sq.mtrs as per Search Report	Land at Govali Village, Taluka Jhagadia, Dist – Bharuch, Gujarat
2	Survey No. 37/2, 38,39,40,41,42,44,45,46,47,48 Area - 84,900 sq. mtrs	Land at Dumala-Boridra Village, Gujarat
3	Village Govali, Taluka Jhagadia, Dist – Bharuch Area - 23,256.53 sq.mtrs	Factory cum Office Building in Bharuch, Gujarat
Vyline Glass Works Limited		
1	Factory premises Built-up area : Over 3000 sq.mtrs. consisting of office building (ground & first floor in brick & concrete), factory sheds and utility buildings. Area : 2.85 acres (approx.)	Plot no.A-1F in Marai Malai Nagar Industrial Estate bearing survey no.152/1 of the Gudalur Village, Tal. & Dist. – Chengalpattu situated at 43 km from Chennai city along the GST Road.
2	Staff quarters on four adjacent plots – 3 plots of 3200 sq.ft. each and one plot of 2921 sq.ft. each plot has four storey house having four rooms each with WC bath also on each floor (Total 64 rooms). a. Total area of land : 12,521 sq.ft. b. Total built-up area : 22,176 sq.ft.	Block no.28 (unit 2 & 3), 29 & 31 in place known as Neighbourhood-I, Marai Malai Nagar, RS no.45 (part), Village – Paramanur, Dist. Kanchipuram.

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3	Residential House a. Total area of land : 2,990 sq.ft. b. Total built-up area : 885 sq.ft.	Block no.33, Door No.7, NH1, RS no.45 part, Paramanur Village, Dist. – Chengai Anna.
4	Leasehold Improvements - admeasuring area 4345 sq.mtrs	Plot no 22 & 24, Ankleshwar, Rajpipla Road, Village Dumala, Boridra, Post Kharchi, Taluka Jhagadia, District Bharuch 393 110, Gujarat

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SCHEDULE II

LIST OF IMMOVABLE PROPERTIES OF THE DEMERGED UNDERTAKING TO BE TRANSFERRED FROM THE DEMERGED COMPANY INTO THE RESULTING COMPANY

Sr no.	Description of immovable properties	Location
1	Factory premises Built-up area : Over 3000 sq.mtrs. consisting of office building (ground & first floor in brick & concrete), factory sheds and utility buildings. Area : 2.85 acres (approx.)	Plot no.A-1F in Marai Malai Nagar Industrial Estate bearing survey no.152/1 of the Gudalur Village, Tal. & Dist. – Chengalpattu situated at 43 km from Chennai city along the GST Road.
2	Staff quarters on four adjacent plots – 3 plots of 3200 sq.ft. each and one plot of 2921 sq.ft. each plot has four storey house having four rooms each with WC bath also on each floor (Total 64 rooms). c. Total area of land : 12,521 sq.ft. d. Total built-up area : 22,176 sq.ft.	Block no.28 (unit 2 & 3), 29 & 31 in place known as Neighbourhood-I, Marai Malai Nagar, RS no.45 (part), Village – Paramanur, Dist. Kanchipuram.
3	Residential House c. Total area of land : 2,990 sq.ft. d. Total built-up area : 885 sq.ft.	Block no.33, Door No.7, NH1, RS no.45 part, Paramanur Village, Dist. – Chengai Anna.
4	Leasehold Improvements - admeasuring area 4345 sq.mtrs	Plot no 22 & 24, Ankleshwar, Rajpipla Road, Village Dumala, Boridra, Post Kharchi, Taluka Jhagadia, District Bharuch 393 110, Gujarat
5	Khasra No. 227, Village Nalhedi Dehveeran on Puhana-Iqbalpur Road, Pargana, Bhagwanpur, Tehsil-Roorkee Dist Haridwar	Land at Uttaranchal

	Area - 0.5588 Hectares	
6	Survey No. 405, Khatta No. 464, Village Samor, Taluka Ankleshwar, Dist - Bharuch. Area - 0.55 hectares	Land at Bharuch, Gujarat
7	Old - 93, New - 25, Boridra-Dumala, Tal.- Jhagadia, Dist.- Bharuch Area - 26,200 sq. mtrs.	Land at Bharuch, Gujarat
8	Boridra-Dumala, Tal.- Jhagadia, Dist.- Bharuch Area - 7,465.59 sq. mtrs	Building at Bharuch, Gujarat
9	Khasra No. 787,788/1131,807 And 808 At Balekhan, Anantpura(Chimanpura), Chomu, Jaipur Area - 2.73 hectares	Land at Jaipur, Rajasthan
10	Kolkata Sales Office Area - 814 sq.ft.	Kolakta, West Bengal
11	Office Building - Gala No 410 In Kalianda Udyog Bhavan Area - 590 sq.ft. built-up	Mumbai, Maharashtra
12	Office Building - 1101, Crescenzo, G Block, opp MCA Club, BKC, Mumbai Area - 14,412 sq. ft. super built up 9,608 sq.ft. carpet	Mumbai, Maharashtra
13	Building Kanakia- 306/307-Building No B, E-Wing - Kanakia Zillion, Kurla, Mumbai. Area - 369.10 sq.mtrs.	Mumbai, Maharashtra
14	Flat at Prabhadevi - Flat No. 123A &B, 12th Floor, Beach Tower, Tata Press Road, Near Siddhivinayak Temple, Prabhadevi, Dadar (w), Mumbai. Area - 1451 sq. ft. built-up 1015 sq.ft. carpet	Mumbai, Maharashtra

GLASS WORKS LTD. MUMBAI

FENNEL INVESTMENT AND FINANCE PVT. LTD.

GUJARAT BOROSIL LTD. MUMBAI

BOROSIL GLASS WORKS LIMITED MUMBAI

Borosil Limited Mumbai

15	Land at Andheri - Lelewadi, Andheri (E), Mumbai Area - 4464.7 sq. mtrs.	Mumbai, Maharashtra
16	Flats at RNA Address - Flat no.A-102 Survey No.300, CTS Nos.4853, 4853/1 to 85, 87 and 88 situated at Village Kolekalyan, Santacruz (East), Mumbai – 400098 Area - 1279.41 sq.ft. carpet	Maharashtra - Under construction
17	Flats at RNA Address - Flat no.A-202 Survey No.300, CTS Nos.4853, 4853/1 to 85, 87 and 88 situated at Village Kolekalyan, Santacruz (East), Mumbai – 400098 Area - 1279.41 sq.ft. carpet	Maharashtra - Under construction
18	B-7/2, MIDC Tarapur, Boisar, Maharashtra Area - Land - 11,924 sq.mtrs.	Tarapur –Maharashtra - 99 years Leased land
19	B-7/2, MIDC Tarapur, Boisar, Maharashtra. Area - Building - 9,049.58 sq. mtrs.	Tarapur –Maharashtra - 99 years Leased land
20	Land at Aamby Valley - Gut No. 92 & 219, Village Pethshapur, Taluka Mulshi, Dist Pune 410401 Area - 2,007.30 sq.mtrs.	Maharashtra - 999 years Leased
21	Villa at Aamby Valley - Gut No. 92 & 219, Village Pethshapur, Taluka Mulshi, Dist Pune 410401 Area – 511 sq.mtrs.	Maharashtra - 999 years Leased
22	Office at 4th Floor, Khanna Construction House, Worli, Mumbai – 400 018 Area – 4466 sq. ft.	Maharashtra – Rented
23	Office at 19/ 90, Connaught Circus, Madras Hotel Block, New Delhi – 110 001 Area – 1498 sq. ft.	New Delhi – Leased
24	Office at 1st Floor, New No 20, Old No. 9, Brahadammal Road, Nungambakkam, Chennai – 600 034 Area – 1800 sq. ft.	Chennai – Rented

VYLINE GLASS WORKS LTD. MUMBAI

FENNEL INVESTMENT AND FINANCE PVT. LTD.

GUJARAT BOROSIL LTD. MUMBAI

BOROSIL GLASS WORKS LIMITED MUMBAI

Borosil Limited Mumbai

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June 18, 2018

The Board of Directors,
Borosil Glass Works Limited
Khanna Construction House,
Dr. R.G. Thadani Marg, Worli,
Mumbai 400 018.

The Board of Directors,
Gujarat Borosil Limited
Village - Govali, Taluka - Jhagadia,
District - Bharuch,
Gujarat - 393 001.

The Board of Directors,
Vyline Glass Works Limited
107, Famous Cine Studio Building,
20, Dr. E. Moses Road,
Mahalaxmi, Mumbai - 400 011.

The Board of Directors,
Fennel Investment and Finance Private Limited
1101, Crescenzo, G-Block,
Opp. MCA Club, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051.

The Board of Directors,
Hopewell Tableware Private Limited
1101, Crescenzo, G-Block,
Opp. MCA Club, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051.

Re: Recommendation of:

(a) Fair Share exchange ratio for proposed amalgamation of Vyline Glass Works Limited, Fennel Investment and Finance Private Limited and Gujarat Borosil Limited into Borosil Glass Works Limited; and

(b) Fair Share entitlement ratio for proposed demerger of "Scientific and Industrial products and Consumer products business" of Borosil Glass Works Limited along with business of Vyline Glass Works Limited vested into Borosil Glass Works Limited (pursuant to amalgamation of Vyline Glass Works Limited, Fennel Investment and Finance Private Limited and Gujarat Borosil Limited) into Hopewell Tableware Private Limited

Dear Sirs,

As requested by the management of Borosil Glass Works Limited and Gujarat Borosil Limited, we have undertaken the valuation exercise of equity shares of Vyline Glass Works Limited (hereinafter referred to as 'VGWL'), Fennel Investment and Finance Private Limited (hereinafter referred to as 'FIFPL'), Gujarat Borosil Limited (hereinafter referred to as 'GBL') and Borosil Glass Works Limited (hereinafter referred to as 'BGWL') for recommending the

SSPA & CO. MUMBAI CHARTERED ACCOUNTANTS

fair share exchange ratio for the proposed amalgamation of VGWL, FIFPL and GBL into BGWL. Further, we have been informed that post amalgamation of VGWL, FIFPL and GBL into BGWL, the management of BGWL proposes to demerge Scientific and Industrial products and Consumer products business of BGWL along with business of VGWL vested into BGWL pursuant to amalgamation of VGWL with BGWL (hereinafter referred to as "Demerged Undertaking") into Hopewell Tableware Private Limited (hereinafter referred to as 'HTPL') and for this purpose, we have been asked to recommend a fair share entitlement ratio for the proposed demerger.

BGWL, VGWL, FIFPL, GBL and HTPL are hereinafter collectively referred to as the "Companies".

1. PURPOSE OF VALUATION

1.1 We have been informed that the Board of Directors of the Companies are considering a proposal for amalgamation of VGWL, FIFPL and GBL into BGWL. Subsequent to the amalgamation, the management of BGWL proposes to demerge the Demerged Undertaking of BGWL into HTPL. The aforesaid arrangement is proposed to be carried out pursuant to the Composite Scheme of Amalgamation and Arrangement between the Companies and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as the 'Scheme'). In consideration for amalgamation of VGWL, FIFPL and GBL into BGWL, equity shares of BGWL would be issued to the equity shareholders of VGWL, FIFPL and GBL.

1.2 For this purpose, SSPA & Co., Chartered Accountants ('SSPA') have carried out relative valuation of the equity shares of VGWL, FIFPL, GBL and BGWL with a view to recommend fair share exchange ratio of equity shares of BGWL to be issued to the equity shareholders of VGWL, FIFPL and GBL. Further, SSPA have also been requested to recommend the fair share entitlement ratio for proposed demerger of Demerged Undertaking of BGWL into HTPL. The recommendation of fair share exchange ratio and fair share entitlement ratio is for the consideration of the Board of Directors of the Companies.

1.3 Subject to necessary approvals, VGWL, FIFPL and GBL would be amalgamated into BGWL and Demerged Undertaking of BGWL would be demerged into HTPL from the Appointed Date, as defined in the Scheme.

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1.4 This report sets out our recommendation of the share exchange ratio and share entitlement ratio and discusses the methodologies and approach considered in the computation of respective ratios.

2. BRIEF BACKGROUND OF COMPANIES

2.1. BOROSIL GLASS WORKS LIMITED

2.1.1. BGWL was established in the year 1962 in collaboration with Corning Glass Works USA. In 1988, Corning Glass Works divested its stake in BGWL. The company undertakes business mainly through 2 divisions:

- **Scientific and industrial products division:** This division mainly sells laboratory glassware viz. beakers, bottles, burettes, condensers, cones, cylinders, desiccators, dishes, distilling apparatus, instruments used by laboratories/research institutions, etc. The division's products has found use in over 2000 different products and applications, in areas as diverse as Microbiology, Biotechnology, Lighting and Pharma.
- **Consumer products division:** This division offers gourmets, casseroles, mixing bowls, dishes, smart-lid dishes, bowls and plates, and combination sets; vision glasses, carafes, jugs, cups and saucer sets, appliances, storage products, etc.

2.1.2. The Company is a market leader for laboratory glassware and microwavable kitchenware in India. The shares of BGWL are listed on the BSE Limited ('BSE'). Further, the shares of BGWL are also listed on the National Stock Exchange of India from May 24, 2018.

2.1.3. As on date, BGWL holds 100% equity stake in HTPL, ~ 25.25% equity stake in GBL and ~ 45.85% equity stake in FIFPL.

2.2. VYLINE GLASS WORKS LIMITED

2.2.1. VGWL was incorporated on June 01, 1987. It is engaged in manufacturing of specialty glassware items comprising of scientific products such as Burettes, Pipettes, Cylinders & Vol flasks and industrial as well as Consumer ware finished products like drinking glasses. The factory is located at Village - Dumala Boridra, Jhagadia, Bharuch, Gujarat.

2.3. VGWL mainly supplies its products to BGWL. Additionally, it holds ~ 8.29% equity stake in FIFPL.

2.4. FENNEL INVESTMENT AND FINANCE PRIVATE LIMITED

2.4.1. FIFPL was incorporated on February 22, 2002. It is a Non-Banking Financial Company

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(NBFC) registered with Reserve Bank of India and is mainly engaged in investment activities. We have been informed by the Management that it does not undertake any substantial business activity.

2.4.2. Apart from various other investments, currently FIFPL holds ~ 5.37% equity stake in BGWL and ~ 33.13% in GBL.

2.5. **GUJARAT BOROSIL LIMITED**

2.5.1. GBL was incorporated on December 22, 1988. It is engaged in manufacturing of low iron textured solar glass for application in Photovoltaic panels, Flat plate collectors and Green houses. It also manufactures patterned glass for architectural applications.

2.5.2. The factory is located at Village - Govali, Jhagadia, Bharuch, Gujarat with a an operating capacity at 180 Tonnes per day. Further, the company plans to install a new capacity of 210 Tonnes per day.

2.5.3. The equity shares of GBL are listed on the BSE.

2.6. **HOPEWELL TABLEWARE PRIVATE LIMITED**

2.6.1. HTPL was incorporated on November 25, 2010. The Company is engaged in production of opalware kitchenware items.

2.6.2. BGWL has acquired 100% equity stake from erstwhile promoters of HTPL in January 2016.

2.6.3. Currently, BGWL also holds 2,80,00,000 Optionally Convertible Non-Cumulative Redeemable Preference Shares ('OCRPS') of INR 10 each which are convertible into 1 equity share for every 1 OCRPS.

3. **SOURCES OF INFORMATION**

3.1. For the purpose of the valuation exercise, we have relied upon the following sources of information provided by the management of Companies.

(a) Audited financial statements of the Companies for financial year (FY) 2016-17.

(b) Management certified provisional/Audited financial statements of the Companies for financial year 2017-18.

(c) Financial projections of the Companies comprising of Balance Sheet and Profit & Loss Account for FY 2018-19 to FY 2022-23.

(d) Draft Composite Scheme of Amalgamation and Arrangement.

(e) Other relevant details regarding the Companies such as their history, past and present activities, existing shareholding pattern, surplus assets, income-tax

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position and other relevant information and data, including information in the public domain.

(f) Such other information and explanations as we required and which have been provided by the management of the Companies including Management Representations.

4. EXCLUSIONS AND LIMITATIONS

4.1. Our report is subject to the scope limitations detailed hereinafter. As such the report is to be read in totality, and not in parts, in conjunction with the relevant documents referred to herein and in the context of the purpose for which it is made.

4.2. Valuation is not a precise science and the conclusions arrived at will be subjective and dependent on the exercise of individual judgment. There is, therefore, no indisputable single value. While we have provided an assessment of value by applying certain formulae which are based on the information available, others may place a different value.

4.3. Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. We have, therefore, not performed any audit, review or examination of any of the historical or prospective information used and therefore, does not express any opinion with regards to the same.

4.4. No investigation on the Companies' claim to title of assets has been made for the purpose of this valuation and their claim to such rights has been assumed to be valid. No consideration has been given to liens or encumbrances against the assets, beyond the loans disclosed in the accounts. Therefore, no responsibility is assumed for matters of a legal nature.

4.5. Our work does not constitute an audit or certification of the historical financial statements / prospective results of the Companies and information sourced from public domain, referred to in this report. We have, therefore, not performed any due diligence procedure on the historical data / prospective results and information sourced from public domain. Further, we do not accept responsibility for the accuracy and completeness of the information provided to us by the Companies / auditors / consultants or information sourced from public domain and accordingly, we are unable to and do not express an opinion on the fairness or accuracy of any financial information referred to in this report and consequential impact on the present

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exercise.

4.6. Valuation analysis and results are specific to the purpose of valuation and the valuation date mentioned in the report and is as per agreed terms of our engagement.

4.7. In the course of the valuation, we were provided with both written and verbal information. Our conclusions are based on the assumptions, forecasts and other information given by/on behalf of the Companies. We assume no responsibility for any errors in the above information furnished by the Companies and consequential impact on the present exercise.

4.8. Our recommendation is based on the estimates of future financial performance as projected by the management of the Companies, which represents their view of reasonable expectation at the point of time when they were prepared, after giving due considerations to commercial and financial aspects of the Companies and the industry in which the Companies operate. But such information and estimates are not offered as assurances that the particular level of income or profit will be achieved or events will occur as predicted. Actual results achieved during the period covered by the prospective financial statements may vary from those contained in the statement and the variation may be material. The fact that we have considered the projections in this exercise of valuation should not be construed or taken as our being associated with or a party to such projections.

4.9. A valuation of this nature involves consideration of various factors including those impacted by prevailing market trends in general and industry trends in particular. This report is issued on the understanding that the respective management of the Companies has drawn our attention to all the matters, which they are aware of concerning the financial position of the Companies and any other matter, which may have an impact on our opinion, on the fair value of the shares of the Companies including any significant changes that have taken place or are likely to take place in the financial position of the Companies. We have no responsibility to update this report for events and circumstances occurring after the date of this report.

4.10. The fee for the engagement and this report is not contingent upon the results reported.

4.11. This report is prepared only in connection with the proposed transaction as explained in Para 2. It is exclusively for the use of the Companies and for submission to any

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regulatory/statutory authority as may be required under any law.

4.12. Our report is not, nor should it be construed as our opining or certifying the compliance of the proposed transaction with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising from such proposed amalgamation.

4.13. Any person/party intending to provide finance/invest in the shares/convertible instruments/ business of the Companies shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.

4.14. The decision to carry out the transaction (including consideration thereof) lies entirely with the Management/ the Board of Directors of the Companies and our work and our finding shall not constitute a recommendation as to whether or not the Management / the Board of Directors of the Companies should carry out the transaction.

4.15. Our Report is meant for the purpose mentioned in Para 1 only and should not be used for any purpose other than the purpose mentioned therein. The Report should not be copied or reproduced without obtaining our prior written approval for any purpose other than the purpose for which it is prepared. In no event, regardless of whether consent has been provided, shall SSPA assume any responsibility to any third party to whom the report is disclosed or otherwise made available.

4.16. SSPA nor its partners, managers, employees make any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information, based on which the valuation is carried out. All such parties expressly disclaim any and all liability for, or based on or relating to any such information contained in the valuation.

5. PROPOSED AMALGAMATION OF VGWL, FIFPL AND GBL INTO BGWL

5.1. VALUATION APPROACH

5.1.1. For the purpose of amalgamation, generally following valuation approaches can be considered, viz,

(a) the 'Underlying Asset' approach;

(b) the 'Income' approach and

(c) the 'Market' approach

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5.1.2. As mentioned in para 2.4, FIFPL is an investment holding company. Therefore, for the purpose of the present valuation we have thought fit to use 'Underlying Asset' approach for valuation of FIFPL. Since the 'underlying asset' approach does not reflect the intrinsic value of the business in case of VGWL, GBL and BGWL, the same has not been adopted.

5.1.3. Given the nature of the business in which VGWL, GBL and BGWL is engaged, 'Income' approach is considered appropriate for present valuation exercise.

5.1.4. As mentioned earlier, GBL and BGWL are listed entities and frequently traded on stock exchange. For this reason, we have considered 'Market' approach for the valuation exercise of GBL and BGWL. For the purpose of valuation of VGWL, 'Market' approach has not been adopted since it is not listed on any stock exchange.

5.2. **UNDERLYING ASSET APPROACH**

5.2.1. Under 'Underlying Asset' approach, the value of FIFPL is determined by dividing the net assets of a company by the number of shares.

5.2.2. In arriving at the Adjusted Net Assets Value, we have made appropriate adjustments for appreciation in value of investments and contingent liabilities after making adjustment of tax wherever applicable.

5.2.3. The value as arrived above is divided by the outstanding number of equity shares to arrive at the value per share.

5.3. **INCOME APPROACH**

5.3.1. Under the 'Income' approach, shares of VGWL, GBL and BGWL have been valued using "Discounted Cash Flow" (DCF) method.

5.3.2. Under the DCF method the projected free cash flows from business operations after considering fund requirements for projected capital expenditure and incremental working capital are discounted at the Weighted Average Cost of Capital (WACC). The sum of the discounted value of such free cash flows and discounted value of perpetuity is the value of the business.

5.3.3. The free cash flows represent the cash available for distribution to both the owners and the creditors of the business. The free cash flows are determined by adding back to profit before tax, (i) interest on loans, if any, (ii) depreciation and amortizations (non-cash charge) and (iii) any non-operating item. The cash flow is adjusted for

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outflows on account of (i) capital expenditure, (ii) incremental working capital requirements and (iii) tax.

5.3.4. WACC is considered as the most appropriate discount rate in the DCF Method, since it reflects both the business and the financial risk of the Company. In other words, WACC is the weighted average of the company's cost of equity and debt. Considering an appropriate mix between debt and equity for the Companies, we have arrived at the WACC to be used for discounting the Free Cash Flows of the Companies.

5.3.5. To the value so arrived, appropriate adjustments have been made for loan funds, cash and cash equivalents, amount receivable on exercise of ESOP's, value of investments, value of surplus assets and contingent liabilities after considering the tax impact wherever applicable to arrive at the equity value.

5.3.6. The value as arrived above is divided by the outstanding number of equity shares to arrive at the value per share.

5.4. MARKET APPROACH

5.4.1. Under the "Market" approach, the equity shares have been valued using market price method.

5.4.2. The market price of an equity share as quoted on a stock exchange is normally considered as the value of the equity shares of that company where such quotations are arising from the shares being regularly and freely traded in, subject to the element of speculative support that may be inbuilt in the value of the shares.

5.4.3. In the present case, the equity shares of BGWL and GBL are listed on stock exchange. Value under this method is determined considering the share prices on the BSE over an appropriate period as prescribed under Issue of Capital and Disclosure Requirements Regulations, 2009 prior to the Relevant Date of June 18, 2018 i.e. the date of board meeting to consider the proposed amalgamation.

5.5. RECOMMENDATION OF FAIR SHARE EXCHANGE RATIO

5.5.1. The fair basis of amalgamation of VGWL, FIFPL and GBL into BGWL would have to be determined after taking into consideration all the factors and methodologies mentioned hereinabove. Though different values have been arrived at under each of the above approaches, for the purposes of recommending a ratio of exchange it is necessary to arrive at a single value for the shares of the Companies. It is however

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important to note that in doing so, we are not attempting to arrive at the absolute values of the shares of each company. Our exercise is to work out relative value of shares of the Companies to facilitate the determination of a ratio of exchange. For this purpose, it is necessary to give appropriate weightage to the values arrived at under each approach.

5.5.2. As mentioned above, we have considered the 'Underlying Asset' Approach for arriving at the value per share of FIFPL, 'Income' Approach for arriving at the value per share of VGWL and an average of 'Income' Approach and 'Market Price' Approach for arriving at the value per share of GBL and BGWL.

Valuation Approach	BGWL		VGWL		FIFPL		GBL	
	Value per Share (INR)	Weights	Value per Share (INR)	Weights	Value per Share (INR)	Weights	Value per Share (INR)	Weights
Asset Approach	NA		NA		429.39	1	NA	
Income Approach	954.44	1	578.92	1	NA		121.69	1
Market Approach	920.21	1	NA		NA		113.12	1
Relative Value Per Share	**937.32**		**578.92**		**429.39**		**117.41**	
Exchange Ratio (rounded off)			**1.62**		**2.18**		**8.00**	

NA = Not Applied/Applicable

1. The Asset Approach is not considered for BGWL, VGWL and GBL since it does not reflect the intrinsic value of the business
2. FIFPL, being an investment holding company and does not undertake business operations. Hence, Income Approach is not applicable.
3. VGWL and FIFPL, being an unlisted entity Market Price Method is not applicable.

5.5.3. The share exchange ratio has been arrived on the basis of a relative valuation of the shares of the Companies based on the approaches explained herein earlier and various qualitative factors relevant to each company and the business dynamics and growth potential of the businesses of the companies, having regard to information base, management representations and perceptions, key underlying assumptions and limitations.

5.5.4. In the ultimate analysis, valuation will have to involve the exercise of judicious discretion and judgement taking into account all the relevant factors. There will always be several factors, e.g. present and prospective competition, yield on comparable securities and market sentiments, etc. which are not evident from the face of the balance sheets but which will strongly influence the worth of a share. This concept is also recognized in judicial decisions. For example, Viscount Simon Bd in Gold Coast Selection Trust Ltd. vs. Humphrey reported in 30 TC 209 (House of Lords) and quoted with approval by the Supreme Court of India in the case reported in 176 ITR 417 as under:

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'If the asset takes the form of fully paid shares, the valuation will take into account not only the terms of the agreement but a number of other factors, such as prospective yield, marketability, the general outlook for the type of business of the company which has allotted the shares, the result of a contemporary prospectus offering similar shares for subscription, the capital position of the company, so forth. There may also be an element of value in the fact that the holding of the shares gives control of the company. If the asset is difficult to value, but is nonetheless of a money value, the best valuation possible must be made. Valuation is an art, not an exact science. Mathematical certainty is not demanded, nor indeed is it possible.'

5.5.5. Considering the aforesaid, in our opinion, the fair share exchange ratio for the proposed amalgamation of VGWL, FIFPL and GBL into BGWL would be:

100 (One Hundred) equity shares of BGWL of INR 1 each fully paid up for every 162 (One Hundred and Sixty Two) equity shares of VGWL of INR 10 each fully paid up

100 (One Hundered) equity shares of BGWL of INR 1 each fully paid up for every 218 (Two Hundred and Eighteen) equity shares of FIFPL of INR 10 each fully paid up

1 (One) equity share of BGWL of INR 1 each fully paid up for every 8 (Eight) equity shares of GBL of INR 5 each fully paid up

6. PROPOSED DEMERGER OF DEMERGED UNDERTAKING OF BGWL INTO HTPL

6.1. RECOMMENDED EQUITY SHARE ENTITLEMENT RATIO

6.1.1. As per the Scheme, the Demerged Undertaking of BGWL (post amalgamation of VGWL, FIFPL and GBL) will be transferred to HTPL and in consideration, equity shares of HTPL would be issued to the equity shareholders of BGWL and all the existing shares of HTPL held by BGWL shall be cancelled as an integral part of the Scheme.

6.1.2. The Management of BGWL and HTPL proposes to issue equity shares in the ratio of 1 (One) equity shares of INR 10 each fully paid up of HTPL for every 10 (Ten) equity share of BGWL of INR 1 each fully paid up.

6.2. CONCLUSION

6.2.1. Based on the above, a ratio of 1 (One) equity shares of INR 10 each fully paid up of HTPL for every 10 (Ten) equity share of INR 1 each fully paid up of BGWL in consideration for the demerger of Demerged Undertaking of BGWL would be fair and

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reasonable, considering that all the shareholders of BGWL (post amalgamation of VGWL, FIFPL and GBL) are and will, upon demerger, be the ultimate beneficial owners of HTPL in the same ratio (inter se) as they hold shares in BGWL (post amalgamation of VGWL, FIFPL and GBL).

Thank you,
Yours faithfully,

SSPA & Co

SSPA & CO.
Chartered Accountants
Firm registration number: 128851W

Signed by **Parag Ved, Partner**
Membership No. 102432

Place: Mumbai

SSPA & CO.
Chartered Accountants
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STRICTLY PRIVATE & CONFIDENTIAL

August 24, 2018

The Board of Directors,
Borosil Glass Works Limited
1101, Crescenzo, G-Block,
Opp. MCA Club, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051.

The Board of Directors,
Gujarat Borosil Limited
Village - Govali, Taluka - Jhagadia,
District - Bharuch,
Gujarat - 393 001.

The Board of Directors,
Vyline Glass Works Limited
107, Famous Cine Studio Building,
20, Dr. E. Moses Road,
Mahalaxmi, Mumbai - 400 011.

The Board of Directors,
Fennel Investment and Finance Private Limited
1101, Crescenzo, G-Block,
Opp. MCA Club, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051.

The Board of Directors,
Hopewell Tableware Limited
1101, Crescenzo, G-Block,
Opp. MCA Club, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051.

Dear Sir,

Re: Addendum to valuation report dated June 18, 2018 in connection with recommendation of:

(a) Fair share exchange ratio for proposed amalgamation of Vyline Glass Works Limited, Fennel Investment and Finance Private Limited and Gujarat Borosil Limited into Borosil Glass Works Limited; and

(b) Fair share entitlement ratio for proposed demerger of "Scientific and Industrial products and Consumer products business" of Borosil Glass Works Limited along with business of Vyline Glass Works Limited vested into Borosil Glass Works Limited (pursuant to amalgamation of Vyline Glass Works Limited, Fennel Investment and Finance Private Limited and Gujarat Borosil Limited) into Hopewell Tableware Limited

Dear Sir(s),

This Addendum Letter ('Addendum') is given in addition to our report dated June 18, 2018 ('Previous Report') with regards to recommendation of fair share exchange and entitlement ratio for the proposed amalgamation of Vyline Glass Works Limited (hereinafter referred to as 'VGWL'), Fennel Investment and Finance Private Limited (hereinafter referred to as 'FIFPL') and Gujarat Borosil

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Limited (hereinafter referred to as 'GBL') into Borosil Glass Works Limited (hereinafter referred to as 'BGWL') (hereinafter collectively referred to as the 'Companies') and proposed demerger of "Scientific and Industrial products and Consumer products business" of BGWL along with business of VGWL vested into BGWL (pursuant to amalgamation of VGWL, FIFPL and GBL) into Hopewell Tableware Limited, erstwhile Hopewell Tableware Private Limited (hereinafter referred to as 'HTL').

This Addendum has to be read in continuation to our Previous Report and does not have any relevance if read independently. Please refer to our aforesaid report for any other factors and valuation approach, methods, assumptions, exclusions and limitations.

We have been informed by the Management of BGWL, that the shareholders of BGWL have approved issue of bonus shares in the ratio of 3:1 (i.e. three equity shares for every one share held in BGWL) in the AGM held on July 24, 2018. Further, BGWL has made allotment of bonus shares on August 06, 2018. Accordingly, the issued, subscribed and paid up capital of BGWL has increased to 9,24,00,000 equity shares of INR 1 each from 2,31,00,000 equity shares of INR 1 each.

In the light of the above and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, in our opinion, revised fair share exchange ratio in the event of amalgamation of VGWL, FIFPL and GBL into BGWL would be:

- **200 (Two Hundred) equity shares of BGWL of INR 1 each fully paid up for every 81 (Eighty One) equity shares of VGWL of INR 10 each fully paid up.**
- **200 (Two Hundred) equity shares of BGWL of INR 1 each fully paid up for every 109 (One Hundred and Nine) equity shares of FIFPL of INR 10 each fully paid up.**
- **1 (One) equity shares of BGWL of INR 1 each fully paid up for every 2 (Two) equity shares of GBL of INR 5 each fully paid up.**

As per Para 1(A)(4)(b) of the SEBI Circular dated March 10, 2017, valuation report is not required in cases where there is no change in the shareholding pattern of the resultant company such as in cases where the shareholding of the resulting company remains same as the demerged company on demerger of division from a listed into unlisted entity.

Pursuant to demerger of "Scientific and Industrial products and Consumer products business" of BGWL along with business of VGWL vested into BGWL (pursuant to amalgamation of VGWL, FIFPL

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HTL would be issued in consideration to the equity shareholders of BGWL and all the existing shares of HTL held by BGWL shall stand cancelled. As a result, the shareholding pattern of BGWL and HTL would be the same post demerger.

Accordingly, the valuation approaches as indicated in the format circulated by Stock Exchange have not been undertaken as they are not contextual and relevant in the instant case and thus may be considered as deemed compliance. The same has been replicated in the format as circulated by Stock Exchange in the table below:

Valuation Approach	HTL		Demerged Undertaking of BGWL	
	Value per Share (INR)	Weight	Value per Share (INR)	Weight
Asset Approach	NA	NA	NA	NA
Income Approach	NA	NA	NA	NA
Market Approach	NA	NA	NA	NA
Relative Value per Share (INR)	**NA**		**NA**	
Entitlement Ratio (Rounded off)			**NA**	

NA = Not Applicable

Further, the face value of equity shares of the HTL was sub divided from INR 10 to INR 1 from June 29, 2018. Accordingly, the issued, subscribed and paid up capital of HTL comprises of 25,75,00,000 equity shares of INR 1 each.

In the light of the above and on a consideration of all the relevant factors and circumstances as discussed and outlined hereinabove, in our opinion, revised fair share entitlement ratio in the event of demerger of Scientific and Industrial products and Consumer products business of BGWL along with business of VGWL vested into BGWL (pursuant to amalgamation of VGWL, FIFPL and GBL) into HTL would be:

- **1 (One) equity shares of HTL of INR 1 each fully paid up for every 1 (One) equity shares of BGWL of INR 1 each fully paid up.**

Thanking you,
Yours faithfully,

SSPA & Co

SSPA & CO. MUMBAI CHARTERED ACCOUNTANTS

SSPA & CO.
Chartered Accountants
Firm Registration Number: 128851W

Signed by **Parag Ved, Partner**
Membership No: 102432
Place: Mumbai

Private and Confidential

KEYNOTE

June 18, 2018

The Board of Directors
Borosil Glass Works Limited
Khanna Construction House,
44, R.G. Thadani Marg,
Worli, Mumbai- 400018
Maharashtra, India

The Board of Directors
Gujarat Borosil Limited
Village - Govali, Taluka - Jhagadia,
District - Bharuch,
Gujarat - 393 001

The Board of Directors
Vyline Glass Works Limited
107, Famous Cine Studio Building,
20, Dr. E. Moses Road,
Mahalaxmi, Mumbai - 400 011
Maharashtra, India

The Board of Directors
Fennel Investment and Finance Private Limited
1101, Crescenzo, G-Block,
Opp. MCA Club, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
Maharashtra, India

The Board of Directors
Hopewell Tableware Private Limited
1101, Crescenzo, G-Block,
Opp. MCA Club, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
Maharashtra, India

Dear Sir/Madam,

Reg: Fairness Opinion towards the valuation for the proposed Composite Scheme of Amalgamation and Arrangement between Vyline Glass Works Ltd ("VGWL"), Gujarat Borosil Limited (GBL) and Fennel Investment and Finance Private Limited ("FIFPL") with Borosil Glass Works Limited ("BGWL")
And
Demerger of the Scientific and Industrial products and Consumer products business of BGWL along with the existing business of VGWL vested in BGWL pursuant to amalgamation of VGWL with BGWL into Hopewell Tableware Private Limited ("HTPL")

According to the SEBI Circulars dated March 10, 2017 and March 23, 2017, we have been requested to issue a fairness report on the valuation of the proposed Composite Scheme of Amalgamation and Arrangement between Borosil Glass Works Limited, Gujarat Borosil Limited, Vyline Glass Works Ltd,

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Keynote Corporate Services Limited
The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
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CIN-L67120MH1993PLC072407

Fennel Investment and Finance Private Limited and Hopewell Tableware Private Limited. We have perused the documents/ information provided by you in respect of the said Composite Scheme of Amalgamation and Arrangement and the Valuation Report as issued by **SSPA & Co.** *(hereafter referred to as "SSPA")* dated June 18, 2018 and state as follows:

Company Profile:

Borosil Glass Works Limited (BGWL) was established in the year 1962 in collaboration with Corning Glass Works, USA. Borosil is the market leader for laboratory glassware and microwavable kitchenware in India. The company undertakes business mainly through 2 divisions, Scientific and industrial products division and the Consumer products division. The scientific and industrial products division mainly sells laboratory glassware viz. beakers, bottles, burettes, condensers, cones, cylinders, desiccators, dishes, distilling apparatus etc. The consumer products division offers gourmets, casseroles, mixing bowls, dishes, smart-lid dishes, bowls and plates, and combination sets; vision glasses, carafes, jugs, cups and saucer sets etc. The shares of BGWL are listed on BSE Limited and National Stock Exchange of India Limited.

Gujarat Borosil Limited (GBL) was incorporated in the year 1988 and is engaged in the business of manufacturing and selling of flat glass in India. Also offers patterned glass for architectural applications and make available a superior product with exclusive designs for shower cubicles, partitions and tabletops etc. and low iron solar glass for various applications in photovoltaic panels, flat plate collectors, and greenhouses. It also exports its products to various countries and currently significant portion of its production is being exported. The shares of Gujarat Borosil are listed on BSE Limited.

Vyline Glass Works Limited (VGWL) was incorporated in 1987 and is engaged in the business of manufacturing glassware items and sells its products mainly to BGWL. Products include specialty glassware items comprising of scientific products such as Burettes, Pipettes, Cylinders & flasks and industrial as well as Consumer ware finished products.

Hopewell Tableware Private Limited (HTPL) was established in 2010 and is engaged in the manufacturing of opal and melamine glassware items from its factory at Jaipur-Rajasthan and have its registered office at Mumbai-Maharashtra. They serve the retail, hospitality and the corporate sector. HTPL is a 100% subsidiary of BGWL.

Fennel Investment and Finance Private Limited (FIFPL) was established in 2002. It is a Non-Banking Financial Company having its registered office in Mumbai-Maharashtra. Its main business is that of making investments.

Transaction background:

In order to simplify the business organization structure, Borosil Glass Works Limited proposes to merge three companies viz. Gujarat Borosil Limited, Vyline Glass Works Limited and Fennel Investment and Finance Private Limited into itself by issuing shares to the shareholders of Gujarat Borosil Limited, Vyline Glass Works Limited and Fennel Investment and Finance Private Limited.
Post this, all assets and liabilities pertaining to business of scientific and industrial products and consumer products of Borosil Glass Works Limited along with the business of Vyline Glass Works Limited vested in Borosil Glass Works Limited pursuant to amalgamation of Vyline Glass Works Limited with Borosil Glass Works Limited relating thereto will be demerged into Hopewell Tableware Private Limited by issuing shares to the shareholders of Borosil Glass Works Limited

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Rationale of the Report:

We have been informed that, pursuant to a Composite Scheme of Amalgamation and Arrangement under sections 230 – 232 read with other relevant provisions of the Companies Act, 2013 (hereinafter referred to as "the Scheme") and subject to necessary approvals, VGWL, GBL and FIFPL would be merged into BGWL and Demerger of the Scientific & Industrial products and Consumer products business of BGWL along with the existing business of VGWL vested in BGWL pursuant to amalgamation of VGWL with BGWL into HTPL

According to the SEBI Circulars - Paragraph 8 of March 10, 2017 and paragraph 2 of March 23, 2017 SEBI Circulars, we have been requested to suggest Fairness on the Share Exchange ratio for the issue of equity shares of BGWL to the shareholders of GBL, VGWL and FIFPL and on the Share Entitlement Ratio for the issue of equity shares of HTPL to the shareholders of BGWL for the purpose of the proposed transaction

Sources of Information:

For arriving at the fairness opinion set forth below, we have relied upon the following sources of information:

a) Valuation Report by SSPA & Co. dated June 18, 2018;
b) Historical Financial statements of the VGWL, HTPL, FIFPL, GBL and BGWL for the year ended March 31, 2016, March 31, 2017 and March 31, 2018.
c) Projected Financials of VGWL, GBL, BGWL and HTPL for FY 2018-19 to FY 2022-23;
d) Draft Composite Scheme of Amalgamation and Arrangement;
e) Other relevant information/documents regarding VGWL, HTPL, FIFPL, GBL and BGWL including information available through public domain

In addition to the above, we have also obtained such other information and explanations, which were considered relevant for the purpose of our Analysis.

Our Recommendation:

As stated in the Valuation Report, SSPA & Co. has recommended the following:

Merger of GBL, VGWL and FIFPL into BGWL:

a. **1 (One) equity share of BGWL of INR 1 each fully paid up for every 8 (Eight) equity shares of GBL of INR 5 each fully paid up**
b. **100 (One Hundred) equity shares of BGWL of INR 1 each fully paid up for every 162 (One Hundred and Sixty Two) equity shares of VGWL of INR 10 each fully paid up**
c. **100 (One Hundred) equity shares of BGWL of INR 1 each fully paid up for every 218 (Two Hundred and Eighteen) equity shares of FIFPL of INR 10 each fully paid up**

Demerger of business of BGWL into HTPL:

a. **1(One) equity shares of HTPL of INR 10 each fully paid up for every 10(Ten) equity shares of BGWL of INR 1 each fully paid up**

The aforesaid Composite Scheme Amalgamation and Arrangement shall be pursuant to the Proposed Composite Scheme of Amalgamation and Arrangement and shall be subject to receipt of approval from the NCLT and other statutory approvals as may be required. The detailed terms and conditions are more fully set forth in the Proposed Composite Scheme of Amalgamation and Arrangement. Keynote has issued

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the fairness opinion with the understanding that Proposed Composite Scheme of Amalgamation and Arrangement shall not be materially altered and the parties hereto agree that the Fairness Opinion would not stand good in case the Final Composite Scheme of Amalgamation and Arrangement alters the transaction.

Based on the information, data made available to us, including the Valuation Report, to the best of our knowledge and belief, the valuation as suggested by SSPA & Co. proposed under the Composite Scheme of Amalgamation and Arrangement is fair in our opinion.

Exclusions and Limitations:

We have assumed and relied upon, without independent verification, the accuracy and completeness of all information that was publicly available or provided or otherwise made available to us by BGWL, HTPL, GBL, FIFPL and VGWL for the purpose of this opinion. With respect to the estimated financials provided to us by the management, we have assumed that such financials were prepared in good faith and reflect the best currently available estimates and judgments by the managements of BGWL, HTPL, GBL, FIFPL and VGWL. We express no opinion and accordingly accept no responsibility with respect to or for such estimated financials or the assumptions on which they were based. Our work does not constitute an audit or certification or due diligence of the working results, financial statements, financial estimates or estimates of value to be realized for the assets of VGWL, HTPL, FIFPL, GBL and BGWL. We have solely relied upon the information provided to us by the management. We have not reviewed any books or records of VGWL, HTPL, FIFPL, GBL and BGWL (other than those provided or made available to us). We have not assumed any obligation to conduct, nor have we conducted any physical inspection or title verification of the properties or facilities of VGWL, HTPL, FIFPL, GBL and BGWL and neither express any opinion with respect thereto nor accept any responsibility therefore. We have not made any independent valuation or appraisal of the assets or liabilities of VGWL, HTPL, FIFPL, GBL and BGWL. We have not reviewed any internal management information statements or any non-public reports, and, instead, with your consent we have relied upon information which was publicly available or provided or otherwise made available to us by BGWL, HTPL, GBL, FIFPL and VGWL for the purpose of this opinion. We are not experts in the evaluation of litigation or other actual or threaten claims and hence have not commented on the effect of such litigation or claims on the valuation. We are not legal, tax, regulatory or actuarial advisors. We are financial advisors only and have relied upon, without independent verification, the assessment of VGWL, HTPL, FIFPL, GBL and BGWL with respect to these matters. In addition, we have assumed that the Proposed Composite Scheme of Amalgamation and Arrangement will be approved by the regulatory authorities and that the proposed transaction will be consummated substantially in accordance with the terms set forth in the Proposed Composite Scheme of Amalgamation and Arrangement.

We understand that the managements of BGWL, VGWL, GBL, FIFPL and HTPL during our discussion with them would have drawn our attention to all such information and matters which may have an impact on our analysis and opinion. We have assumed that in the course of obtaining necessary regulatory or other consents or approvals for the Proposed Composite Scheme of Amalgamation and Arrangement, no restrictions will be imposed that will have a material adverse effect on the benefits of the transaction that BGWL, HTPL, GBL, FIFPL and VGWL may have contemplated. Our opinion is necessarily based on financial, economic, market and other conditions as they currently exist and on the information made available to us as of the date hereof. It should be understood that although subsequent developments may affect this opinion, we do not have any obligation to update, revise or reaffirm this opinion. In arriving at our opinion, we are not authorized to solicit, and did not solicit, interests for any party with respect to the acquisition,

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business combination or other extra-ordinary transaction involving VGWL, HTPL, FIFPL, GBL and BGWL or any of its assets, nor did we negotiate with any other party in this regard.

We have acted as a financial advisor to BGWL, HTPL, GBL, FIFPL and VGWL for providing a fairness opinion on the proposed transaction and will receive professional fees for our services.

In the ordinary course of business, Keynote is engaged in securities trading, securities brokerage and investment activities, as well as providing investment banking and investment advisory services. In the ordinary course of its trading, brokerage and financing activities, any member of Keynote may at any time hold long or short positions, and may trade or otherwise effect transactions, for its own account or the accounts of customers, in debt or equity securities or senior loans of any company that may be involved in the transaction.

It is understood that this letter is solely for the benefit of and confidential use by the Board of Directors of Borosil for the purpose of this transaction and may not be relied upon by any other person and may not be used or disclosed for any other purpose without our prior written consent. The opinion is not meant for meeting any other regulatory or disclosure requirements, save and except as specified above, under any Indian or foreign law, Statute, Act, guideline or similar instruction. Management should not make this report available to any party, including any regulatory or compliance authority/agency except as mentioned above. The letter is only intended for the aforementioned specific purpose and if it is used for any other purpose; we will not be liable for any consequences thereof.

We express no opinion whatever and make no recommendation at all as to VGWL, HTPL, FIFPL, GBL and BGWL underlying decision to effect to the proposed transaction or as to how the holders of equity shares or preference shares or secured or unsecured creditors of VGWL, HTPL, FIFPL, GBL and BGWL should vote at their respective meetings held in connection with the transaction. We do not express and should not be deemed to have expressed any views on any other terms of transaction. We also express no opinion and accordingly accept no responsibility for or as to the prices at which the equity shares of BGWL and GBL will trade following the announcement of the transaction or as to the financial performance of VGWL, HTPL, FIFPL, GBL and BGWL following the consummation of the transaction.

In no circumstances however, will Keynote Corporate Services Limited or its associates, directors or employees accept any responsibility or liability to any third party and in the unforeseen event of any such responsibility or liability being imposed on Keynote Corporate Services Limited or its associates, directors or employees by any third party, VGWL, HTPL, FIFPL, GBL and BGWL and their affiliates shall indemnify them.

For **KEYNOTE CORPORATE SERVICES LTD**

Uday Patil
Director – Investment Banking
SEBI Registration No. INM000003606
(Merchant Banker)

KEYNOTE CORPORATE SERVICES

Keynote Corporate Services Limited
The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
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EXPERIENCE THE NEW

DCS/AMAL/SD/R37/1324/2018-19 **November 5, 2018**

The Company Secretary,
BOROSIL GLASS WORKS LTD.
1101, Crescenzo, G-Block,
Opp. MCA Club, Bandra-Kurla Complex,
Bandra (East), Mumbai,
Maharashtra- 400051

Sir,

Sub: Observation letter regarding the Draft Scheme of Arrangement amongst Vyline Glass Works Ltd, Fennel Investment and Finance Private Ltd, Gujarat Borosil Ltd, Borosil Glass Works Ltd and Hopewell Tableware Private Ltd and their respective shareholders.

We are in receipt of Draft Scheme of Arrangement amongst Vyline Glass Works Ltd, Fennel Investment and Finance Private Ltd, Gujarat Borosil Ltd, Borosil Glass Works Ltd and Hopewell Tableware Private Ltd and their respective shareholders filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated November 5, 2018 has inter alia given the following comment(s) on the draft scheme of arrangement:

- **"Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed company."**
- **"Company shall duly comply with various provisions of the Circulars."**
- **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."**
- **"It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT. Further, where applicable in the explanatory statement of the notice to be sent by the company to the

SENSEX

BSE Limited (Formerly Bombay Stock Exchange Ltd.)
Registered Office : Floor 25, P J Towers, Dalal Street, Mumbai 400 001 India
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Corporate Identity Number : L67120MH2005PLC155188

shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its ‘No adverse observation’ at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,

Nitinkumar Pujari
Senior Manager

National Stock Exchange Of India Limited

Ref: NSE/LIST/65687 November 06, 2018

The Company Secretary
Borosil Glass Works Limited
1101 Crescenzo, G-Block,
Opp. MCA Club,
Bandra Kurla Complex,
Bandra (East). Mumbai 400051

Kind Attn.: Ms. Gita Yadav

Dear Madam,

Sub: **Observation Letter for the composite Scheme of Amalgamation and Arrangement amongst Vyline Glass Works Limited and Fennel Investment and Finance Pvt Ltd and Gujarat Borosil Limited and Borosil Glass Works Limited and Hopewell Tableware Private Limited and their respective shareholders**

We are in receipt of the composite Scheme of Amalgamation and Arrangement amongst Vyline Glass Works Limited and Fennel Investment and Finance Pvt Ltd and Gujarat Borosil Limited and Borosil Glass Works Limited and Hopewell Tableware Private Limited and their respective shareholders vide application dated August 01, 2018.

Based on our letter reference no Ref: NSE/LIST/61698 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), SEBI vide letter dated November 05, 2018, has given following comments:

a. *The Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the stock exchange, and from the receipt of this letter is displayed on the website of the listed company.*

b. *The Company shall duly comply with various provisions of the Circulars.*

c. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*

d. *It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI and National Stock Exchange of India Limited again for its comments/observations/ representations.*

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the Scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulation, 2015, we hereby convey our "No-objection" in terms of Regulation 94 of SEBI (LODR) Regulation, 2015, so as to enable the Company to file the draft scheme with NCLT.

This Document is Digitally Signed

Signer: Hitesh Rajeev Malhotra
Date: Tue, Nov 6, 2018 16:34:25 IST
Location: NSE

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The listing of Hopewell Tableware Private Limited pursuant to the composite Scheme of Amalgamation and Arrangement shall be subject to SEBI approval & Company satisfying the following conditions:

1. To submit the Information Memorandum containing all the information about Hopewell Tableware Private Limited and its group companies in line with the disclosure requirements.

2. Exchange eligibility criteria at the time of listing on the Exchange pursuant to composite Scheme of Amalgamation and Arrangement.

3. To publish an advertisement in the newspapers containing all the information about Hopewell Tableware Private Limited in line with the details required as per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017. The advertisement should draw a specific reference to the aforesaid Information Memorandum available on the website of the company as well as NSE.

4. To disclose all the material information about Hopewell Tableware Private Limited to NSE on the continuous basis so as to make the same public, in addition to the requirements, if any, specified in SEBI (LODR) Regulations, 2015 for disclosures about the subsidiaries.

5. The following provision shall be incorporated in the composite Scheme of Amalgamation and Arrangement:

   i. "The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated stock exchange."

   ii. "There shall be no change in the shareholding pattern or control in Hopewell Tableware Private Limited between the record date and the listing which may affect the status of this approval".

   iii. "Hopewell Tableware Private Limited will not issue/ reissue any shares, not covered under the composite Scheme of Amalgamation and Arrangement."

The validity of this "Observation Letter" shall be six months from November 06, 2018, within which the scheme shall be submitted to NCLT.

Yours faithfully,
For **National Stock Exchange of India Limited**

Hitesh Malhotra
Senior Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL http://www.nseindia.com/corporates/content/further_issues.htm

This Document is Digitally Signed

Signer: Hitesh Rajeev Malhotra
Date: Tue, Nov 6, 2018 16:34:25 IST
Location: NSE

NSE

DCS/AMAL/SD/R37/1325/2018-19 **November 5, 2018**

The Company Secretary,
GUJARAT BOROSIL LTD.
1101, Crescenzo, G-Block,
Opp. MCA Club, Bandra-Kurla Complex,
Bandra (East), Mumbai,
Maharashtra- 400051

Sir,

Sub: Observation letter regarding the Draft Scheme of Arrangement amongst Vyline Glass Works Ltd, Fennel Investment and Finance Private Ltd, Gujarat Borosil Ltd, Borosil Glass Works Ltd and Hopewell Tableware Private Ltd and their respective shareholders.

We are in receipt of Draft Scheme of Arrangement amongst Vyline Glass Works Ltd, Fennel Investment and Finance Private Ltd, Gujarat Borosil Ltd, Borosil Glass Works Ltd and Hopewell Tableware Private Ltd and their respective shareholders filed as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated November 5, 2018 has inter alia given the following comment(s) on the draft scheme of arrangement:

- **"Company shall ensure that additional information, if any, submitted by the Company, after filing the scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed company."**
- **"Company shall duly comply with various provisions of the Circulars."**
- **"Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT."**
- **"It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT. Further, where applicable in the explanatory statement of the notice to be sent by the company to the

(2)

shareholders, while seeking approval of the scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Yours faithfully,

SD -

Nitinkumar Pujari
Senior Manager

BOROSIL®

Borosil Glass Works Limited
CIN : L99999MH1962PLC012538
Registered & Corporate Office :
1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051, India.
T +91 22 6740 6300
W www.borosil.com

Complaint report as per Annexure III of SEBI Circular

Part A

Sr. No.	Particulars	Number
1	Number of complaints received directly	NIL
2	Number of complaints forwarded by Stock Exchanges	NIL
3	Total Number of complaints/comments received (1+2)	NIL
4	Number of complaints resolved	NIL
5	Number of complaints pending	NIL

Part B

Sr. No.	Name of complainant	Date of Complaint	Status (Resolved/pending)
1			
2			
3			

For Borosil Glass Works Limited

Gitayadav

Gita Yadav
Company Secretary
ACS 23280

Place: Mumbai
Date: August 24, 2018

BOROSIL® **Borosil Glass Works Limited**
CIN : L99999MH1962PLC012538
Registered & Corporate Office :
1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051, India.
T +91 22 6740 6300
W www.borosil.com

Complaint report as per Annexure III of SEBI Circular

Part A

Sr. No.	Particulars	Number
1	Number of complaints received directly	NIL
2	Number of complaints forwarded by Stock Exchanges	NIL
3	Total Number of complaints/comments received (1+2)	NIL
4	Number of complaints resolved	NIL
5	Number of complaints pending	NIL

Part B

Sr. No.	Name of complainant	Date of Complaint	Status (Resolved/pending)
1			
2			
3			

For Borosil Glass Works Limited

Gitayadav

Gita Yadav
Company Secretary
ACS 23280

Place: Mumbai
Date: September 18, 2018

BOROSIL®
Gujarat Borosil Limited
CIN : L26100GJ1988PLC011663
1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051, India.
T- +9122 6740 6300
W www.borosil.com

Complaint report as per Annexure III of SEBI Circular

Part A

Sr. No.	Particulars	Number
1	Number of complaints received directly	NIL
2	Number of complaints forwarded by Stock Exchanges	NIL
3	Total Number of complaints/comments received (1+2)	NIL
4	Number of complaints resolved	NIL
5	Number of complaints pending	NIL

Part B

Sr. No.	Name of complainant	Date of Complaint	Status (Resolved/pending)
1			
2			
3			

For Gujarat Borosil Limited

Kishor Talreja
Company Secretary
F7064

Place: Mumbai
Date: August 24, 2018

Registered Office & Works :
Ankleshwar-Rajpipla Road,
Village Govali, Tal. Jhagadia,
Dist. Bharuch- 393001,
(Gujarat), India
T +91 2645-258100
F +91 2645-258235
E gborosil@borosil.com

BOROSIL®
Borosil Glass Works Limited
CIN : L99999MH1962PLC012538
Registered & Corporate Office :
1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051, India.
T +91 22 6740 6300
W www.borosil.com

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF BOROSIL GLASS WORKS LIMITED AT ITS MEETING HELD ON OCTBER 30, 2018 AT THE REGISTERED OFFICE OF THE COMPANY EXPLAINING EFFECT OF THE SCHEME ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS, NON-PROMOTER SHAREHOLDERS

The Composite Scheme of Amalgamation and Arrangement between Vyline Glass Works Limited ('the Transferor Company 1' or 'VGWL'), Fennel Investment and Finance Private Limited ('the Transferor Company 2' or 'FIFPL') and Gujarat Borosil Limited ('the Transferor Company 3' or 'GBL') and Borosil Glass Works Limited ('the Transferee Company' or 'the Demerged Company' or 'BGWL' or 'Company') and Hopewell Tableware Limited ('the Resulting Company' or 'HTL') and their respective shareholders ('the Scheme') under Section 230-232 and other applicable provisions of the Companies Act, 2013 was approved by the Board of Directors vide its board resolutions dated 18th June, 2018.

As per Section 232(2)(c) of the Companies Act, 2013, a report adopted by the directors explaining effect of compromise on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange/ entitlement ratio, is required to be circulated to the shareholders along with the notice convening the meeting.

Having regard to the aforesaid provision, following was discussed by the Board of Directors:

1. Based on the Valuation Report dated June 18, 2018 read with addendum to Valuation Report dated August 24, 2018 obtained from M/s SSPA & Co, Chartered Accountants, the Scheme provides the following exchange/ entitlement ratio:

   On amalgamation of the Transferor Company 1 or VGWL with the Transferee Company or BGWL

   "200 (Two Hundred) fully paid up Equity Shares of Re. 1 each of Transferee Company or BGWL shall be issued and allotted as fully paid up for every 81 (Eighty One) Equity Shares of Rs. 10 each fully paid up held in the Transferor Company 1 or VGWL."

   On amalgamation of the Transferor Company 2 or FIFPL with the Transferee Company or BGWL

   "200 (Two Hundred) fully paid up Equity Shares of Re. 1 each of Transferee Company or BGWL shall be issued and allotted as fully paid up for every 109 (One Hundred and Nine) Equity Shares of Rs. 10 each fully paid up held in the Transferor Company 2 or FIFPL."

   On amalgamation of the Transferor Company 3 or GBL with the Transferee Company or BGWL

   "1 (One) fully paid up Equity Share of Re. 1 each of Transferee Company or BGWL shall be issued and allotted as fully paid up for every 2 (Two) Equity Shares of Rs.5 each fully paid up held in the Transferor Company 3 or GBL."

   On demerger of the demerged undertaking from the Demerged Company or BGWL into the Resulting Company or HTL

   "1 (One) fully paid up Equity Share of Re. 1 each of the Resulting Company or HTL shall be issued and allotted as fully paid up for every 1 (One) Equity Share of Re. 1 each fully paid up held in the Demerged Company or BGWL."

BOROSIL GLASS WORKS LIMITED MUMBAI

2. No special valuation difficulties were reported by M/s SSPA & Co, Chartered Accountants, in their aforesaid Report.

3. Fairness opinion was obtained from Keynote Corporate Services Limited, a Category I Merchant Banker, wherein they opined that the proposed Scheme is fair and reasonable.

4. The promoter shareholding of the Company will be diluted from 72.85% to 70.50% post Scheme, while its public shareholding will increase from 27.15% to 29.50%. All inter-company holdings shall stand cancelled, without any further act or deed, upon this Scheme becoming effective.

5. As stated in the Scheme, all staff, workmen and employees of the transferor companies who are in service as on the Effective Date shall become staff, workmen and employees of Borosil Glass Works Limited without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment shall not be less favorable than those applicable to them with reference to their employment with the respective transferor companies as on the Effective Date.

6. Further, all staff, workmen and employees of the Demerged Company (Borosil Glass Works Limited) in relation to the demerged undertaking who are in service as on the Effective Date shall become staff, workmen and employees of Hopewell Tableware Limited without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment shall not be less favorable than those applicable to them with reference to their employment with Borosil Glass Works Limited on the Effective Date.

7. The new equity shares of the Company to be issued to shareholders of Vyline Glass Works Limited, Fennel Investment and Finance Private Limited and Gujarat Borosil Limited ('the Transferor Companies') will be listed for trading on the stock exchanges where the shares of the Company are listed.

8. Under the Scheme, there is no arrangement with the creditors of the Company. No compromise is offered under the Scheme to any of the creditors of the Company. The liability to the creditors of the Company, under the Scheme, is neither reduced nor being extinguished.

9. The Scheme would not have any effect on Key Managerial Personnel of the Company.

10. There will be no adverse effect of the said Scheme on the equity shareholders, key managerial personnel, promoter and non-promoter shareholders, creditors, employees and other stakeholders of the Company.

Certified True Copy
For Borosil Glass Works Limited

BOROSIL GLASS WORKS LIMITED MUMBAI

Gitayadav

Gita Yadav
Company Secretary

Place: Mumbai
Date: November 06, 2018

PHONE : 022-2492 4382

VYLINE GLASS WORKS LIMITED

Regd Office: 107, Famous Cine Studio Building, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011.
CIN : U26109MH1987PLC215465

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF VYLINE GLASS WORKS LIMITED AT ITS MEETING HELD ON SEPTEMBER 11, 2018 AT THE REGISTERED OFFICE OF THE COMPANY EXPLAINING EFFECT OF THE SCHEME ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS, NON-PROMOTER SHAREHOLDERS

The Composite Scheme of Amalgamation and Arrangement between Vyline Glass Works Limited ('the Transferor Company 1' or 'VGWL' or 'Company'), Fennel Investment and Finance Private Limited ('the Transferor Company 2' or 'FIFPL') and Gujarat Borosil Limited ('the Transferor Company 3' or 'GBL') and Borosil Glass Works Limited ('the Transferee Company' or 'the Demerged Company' or 'BGWL') and Hopewell Tableware Limited ('the Resulting Company' or 'HTL') and their respective shareholders ('the Scheme') under Section 230-232 and other applicable provisions of the Companies Act, 2013 was approved by the Board of Directors vide its board resolutions dated 18th June, 2018.

As per Section 232(2)(c) of the Companies Act, 2013, a report adopted by the directors explaining effect of compromise on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange/ entitlement ratio, is required to be circulated to the shareholders along with the notice convening the meeting.

Having regard to the aforesaid provision, following was discussed by the Board of Directors:

1. Based on the Valuation Report dated 18th June, 2018 read with addendum to Valuation Report dated 24th August, 2018 obtained from M/s. SSPA & Co, Chartered Accountants, the Scheme provides the following exchange/ entitlement ratio:

   On amalgamation of the Transferor Company 1 with the Transferee Company
   "200 (Two Hundred) fully paid up Equity Shares of Re. 1 each of Transferee Company shall be issued and allotted as fully paid up for every 81 (Eighty One) Equity Shares of Rs. 10 each fully paid up held in the Transferor Company 1."

   On amalgamation of the Transferor Company 2 with the Transferee Company
   "200 (Two Hundred) fully paid up Equity Shares of Re. 1 each of Transferee Company shall be issued and allotted as fully paid up for every 109 (One Hundred and Nine) Equity Shares of Rs. 10 each fully paid up held in the Transferor Company 2."

   On amalgamation of the Transferor Company 3 with the Transferee Company
   "1 (One) fully paid up Equity Share of Re. 1 each of Transferee Company shall be issued and allotted as fully paid up for every 2 (Two) Equity Shares of Rs.5 each fully paid up held in the Transferor Company 3."

   On demerger of the demerged undertaking from the Demerged Company into the Resulting Company
   "1 (One) fully paid up Equity Share of Re. 1 each of the Resulting Company shall be issued and allotted as fully paid up for every 1 (One) Equity Shares of Re. 1 each fully paid up held in the Demerged Company."

2. No special valuation difficulties were reported by M/s. SSPA & Co, Chartered Accountants, in their aforesaid Report.

VYLINE GLASS WORKS LTD. MUMBAI

Works: Plot No. 22 & 24, Ankleshwar Rajpipla Road, Village Dumala, Boridra, Post. Kharchi, Taluka Jhagadia, Bharuch-393110

PHONE : 022-2492 4382

VYLINE GLASS WORKS LIMITED

Regd Office: 107, Famous Cine Studio Building, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011.
CIN : U26109MH1987PLC215465

3. Fairness opinion dated 18th June, 2018 was obtained from Keynote Corporate Services Limited, a Category I Merchant Banker, wherein they opined that the proposed Scheme is fair and reasonable.

4. Further, pursuant to the Scheme becoming effective, the Company shall cease to exist and thus the question of any change in the KMP of the Company does not arise.

5. Under the Scheme, there is no arrangement with the creditors of the Company. No compromise is offered under the Scheme to any of the creditors of the Company. The liability to the creditors of the Company, under the Scheme, is neither reduced nor being extinguished.

6. There will be no adverse effect of the said Scheme on the equity shareholders, key managerial personnel, promoter and non-promoter shareholders, creditors, employees and other stakeholders of the Company.

For VYLINE GLASS WORKS LIMITED

VYLINE GLASS WORKS LTD. MUMBAI

Som Chand Mehta
Director (DIN: 07238211)

Works: Plot No. 22 & 24, Ankleshwar Rajpipla Road, Village Dumala, Boridra, Post. Kharchi, Taluka Jhagadia, Bharuch-393110

FENNEL INVESTMENT AND FINANCE PRIVATE LIMITED

Regd. Off.: 1101,11th Floor, Crescenzo, G-Block, Plot No C-38, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai - 400051
Tel. No. (022) 67406300, Email ID: fennelinvestment@yahoo.com
CIN No. U65993MH2002PTC294528

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF FENNEL INVESTMENT AND FINANCE PRIVATE LIMITED AT ITS MEETING HELD ON 28TH SEPTEMBER, 2018 AT FLAT NO. 410, SAMUDRA MAHAL, DR. ANNIE BESANT ROAD, WORLI, MUMBAI-400018 EXPLAINING EFFECT OF THE SCHEME ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS, NON-PROMOTER SHAREHOLDERS

The Composite Scheme of Amalgamation and Arrangement between Vyline Glass Works Limited ('the Transferor Company 1' or 'VGWL'), Fennel Investment and Finance Private Limited ('the Transferor Company 2' or 'FIFPL' or 'Company') and Gujarat Borosil Limited ('the Transferor Company 3' or 'GBL') and Borosil Glass Works Limited ('the Transferee Company' or 'the Demerged Company' or 'BGWL') and Hopewell Tableware Limited ('the Resulting Company' or 'HTL') and their respective shareholders ('the Scheme') under Section 230-232 and other applicable provisions of the Companies Act, 2013 was approved by the Board of Directors vide its board resolutions dated 18th June, 2018.

As per Section 232(2)(c) of the Companies Act, 2013, a report adopted by the directors explaining effect of compromise on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange/ entitlement ratio, is required to be circulated to the shareholders along with the notice convening the meeting.

Having regard to the aforesaid provision, following was discussed by the Board of Directors:

1. Based on the Valuation Report dated 18th June, 2018 read with addendum to Valuation Report dated 24th August, 2018 obtained from M/s SSPA & Co, Chartered Accountants, the Scheme provides the following exchange/ entitlement ratio:

   On amalgamation of the Transferor Company 1 with the Transferee Company
   "200 (Two Hundred) fully paid up Equity Shares of Re. 1 each of Transferee Company shall be issued and allotted as fully paid up for every 81 (Eighty One) Equity Shares of Rs. 10 each fully paid up held in the Transferor Company 1."

   On amalgamation of the Transferor Company 2 with the Transferee Company
   "200 (Two Hundred) fully paid up Equity Shares of Re. 1 each of Transferee Company shall be issued and allotted as fully paid up for every 109 (One Hundred and Nine) Equity Shares of Rs. 10 each fully paid up held in the Transferor Company 2."

   On amalgamation of the Transferor Company 3 with the Transferee Company
   "1 (One) fully paid up Equity Share of Re. 1 each of Transferee Company shall be issued and allotted as fully paid up for every 2 (Two) Equity Shares of Rs.5 each fully paid up held in the Transferor Company 3."

   On demerger of the demerged undertaking from the Demerged Company into the Resulting Company
   "1 (One) fully paid up Equity Share of Re. 1 each of the Resulting Company shall be issued and allotted as fully paid up for every 1 (One) Equity Shares of Re. 1 each fully paid up held in the Demerged Company."

FENNEL INVESTMENT AND FINANCE PVT. LTD.

2. No special valuation difficulties were reported by M/s SSPA & Co, Chartered Accountants, in their aforesaid Report.

3. Fairness opinion dated 18th June, 2018 was obtained from Keynote Corporate Services Limited, a Category I Merchant Banker, wherein they opined that the proposed Scheme is fair and reasonable.

4. Under the Scheme, there is no arrangement with the creditors of the Company. No compromise is offered under the Scheme to any of the creditors of the Company. The liability to the creditors of the Company, under the Scheme, is neither reduced nor being extinguished.

5. There is no KMP in the Company and thus the question of adverse effect on KMP does not arise.

6. There will be no adverse effect of the said Scheme on the equity shareholders, promoter and non-promoter shareholders, creditors, employees and other stakeholders of the Company.

For FENNEL INVESTMENT AND FINANCE PRIVATE LIMITED

FENNEL INVESTMENT AND FINANCE PVT. LTD.

Bajrang Lal Kheruka
Director
DIN-00016861

Larah

OPALGLASS

by BOROSIL

Hopewell Tableware Limited
(Formerly Known as Hopewell Tableware Pvt. Ltd.)
A 100% subsidiary of Borosil Glass Works Limited

Factory:
Village-Balekhan, PS-Anatpura,
Near Govindgarh, NH-52, Sikar Road,
Chomu, Jaipur- 303807, Rajasthan, India
CIN: U26913MH2010PLC292722

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF HOPEWELL TABLEWARE LIMITED AT ITS MEETING HELD ON OCTOBER 30, 2018 AT THE REGISTERED OFFICE OF THE COMPANY EXPLAINING EFFECT OF THE SCHEME ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS, NON-PROMOTER SHAREHOLDERS

The Composite Scheme of Amalgamation and Arrangement between Vyline Glass Works Limited ('the Transferor Company 1' or 'VGWL'), Fennel Investment and Finance Private Limited ('the Transferor Company 2' or 'FIFPL') and Gujarat Borosil Limited ('the Transferor Company 3' or 'GBL') and Borosil Glass Works Limited ('the Transferee Company' or 'the Demerged Company' or 'BGWL') and Hopewell Tableware Limited ('the Resulting Company' or 'HTL' or 'Company') and their respective shareholders ('the Scheme') under Section 230-232 and other applicable provisions of the Companies Act, 2013 was approved by the Board of Directors vide its board resolutions dated 18th June, 2018.

As per Section 232(2)(c) of the Companies Act, 2013, a report adopted by the directors explaining effect of compromise on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange/ entitlement ratio, is required to be circulated to the shareholders along with the notice convening the meeting.

Having regard to the aforesaid provision, following was discussed by the Board of Directors:

1. Based on the Valuation Report dated 18th June, 2018 read with addendum to Valuation Report dated 24th August, 2018 obtained from M/s SSPA & Co, Chartered Accountants, the Scheme provides the following exchange/ entitlement ratio:

   On amalgamation of VGWL with BGWL
   "200 (Two Hundred) fully paid up Equity Shares of Re. 1 each of BGWL shall be issued and allotted as fully paid up for every 81 (Eighty One) Equity Shares of Rs. 10 each fully paid up held in VGWL."

   On amalgamation of FIFPL with BGWL
   "200 (Two Hundred) fully paid up Equity Shares of Re. 1 each of BGWL shall be issued and allotted as fully paid up for every 109 (One Hundred and Nine) Equity Shares of Rs. 10 each fully paid up held in FIFPL."

   On amalgamation of GBL with BGWL
   "1 (One) fully paid up Equity Share of Re. 1 each of BGWL shall be issued and allotted as fully paid up for every 2 (Two) Equity Shares of Rs.5 each fully paid up held in GBL."

   On demerger of 'Demerged Undertaking' into HTL
   1 (One) fully paid up Equity Share of Re. 1 each of HTL shall be issued and allotted as fully paid up for every 1 (One) Equity Shares of Re. 1 each fully paid up held in BGWL."

2. No special valuation difficulties were reported by M/s SSPA & Co, Chartered Accountants, in their aforesaid Report.

Regd. Office: 1101, 11th Floor, Crescenzo, G-Block, Plot No. C-38, Opp. MCA Club, Bandra Kurla Complex, Bandra (East) Mumbai-400051
Correspondence Address: House no. 184, Guru Jambeshwar Nagar, Lane no. 6, Gandhi Path, Vaishali Nagar, Jaipur-302021, Rajasthan, India.
Phone.: 01423230919, 230920 / E-mail: info.htpl@borosil.com

Hopewell Tableware Ltd.

Larah
OPALGLASS
by BOROSIL

Hopewell Tableware Limited
(Formerly Known as Hopewell Tableware Pvt. Ltd.)
A 100% subsidiary of Borosil Glass Works Limited
Factory:
Village-Balekhan, PS-Anatpura,
Near Govindgarh, NH-52, Sikar Road,
Chomu, Jaipur- 303807, Rajasthan, India
CIN: U26913MH2010PLC292722

3. Fairness opinion dated 18th June, 2018 was obtained from Keynote Corporate Services Limited, a Category I Merchant Banker, wherein they opined that the proposed Scheme is fair and reasonable.

4. The new equity shares of the Company to be issued to shareholders of Borosil Glass Works Limited will be listed for trading on the stock exchanges viz. BSE Limited and the National Stock Exchange of India Limited.

5. Under the Scheme, there is no arrangement with the creditors of the Company. No compromise is offered under the Scheme to any of the creditors of the Company. The liability to the creditors of the Company, under the Scheme, is neither reduced nor being extinguished.

6. There will be no adverse effect of the said Scheme on the shareholders, key managerial personnel, promoter and non-promoter shareholders, creditors, employees and other stakeholders of the Company.

For HOPEWELL TABLEWARE LIMITED

Ashok Jain
Director

Hopewell Tableware Limited

Regd. Office: 1101, 11th Floor, Crescenzo, G-Block, Plot No. C-38, Opp. MCA Club, Bandra Kurla Complex, Bandra (East) Mumbai-400051
Correspondence Address: House no. 184, Guru Jambeshwar Nagar, Lane no. 6, Gandhi Path, Vaishali Nagar, Jaipur-302021, Rajasthan, India.
Phone.: 01423230919, 230920 / E-mail: info.htpl@borosil.com

BOROSIL® | **Gujarat Borosil Limited**

CIN : L26100GJ1988PLCO11663
1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051, India.
T- +9122 6740 6300
W www.borosil.com

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF GUJARAT BOROSIL LIMITED AT ITS MEETING HELD ON OCTOBER 30, 2018 EXPLAINING EFFECT OF THE COMPOSITE SCHEME OF AMALGAMATION AND ARRANGEMENT AS PER SECTION 232(2) (C), ON EACH CLASS OF SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTERS SHAREHOLDERS

The Composite Scheme of Amalgamation and Arrangement between Vyline Glass Works Limited ('the Transferor Company 1' or 'VGWL'), Fennel Investment and Finance Private Limited ('the Transferor Company 2' or 'FIFPL') and Gujarat Borosil Limited ('the Transferor Company 3' or 'GBL' or 'Company') and Borosil Glass Works Limited ('the Transferee Company' or 'the Demerged Company' or 'BGWL') and Hopewell Tableware Limited ('the Resulting Company' or 'HTL') and their respective shareholders ('the Scheme') under Section 230-232 and other applicable provisions of the Companies Act, 2013 was approved by the Board of Directors vide its board resolutions dated 18th June, 2018.

As per Section 232(2)(c) of the Companies Act, 2013, a report adopted by the directors explaining effect of compromise on each class of shareholders, key managerial personnel, promoters and non-promoter shareholders laying out in particular the share exchange/ entitlement ratio, is required to be circulated to the shareholders along with the notice convening the meeting.

Having regard to the aforesaid provision, following was discussed by the Board of Directors:

1. Based on the Valuation Report dated 18th June, 2018 read with addendum to Valuation Report dated 24th August, 2018 obtained from M/s. SSPA & Co, Chartered Accountants, the Scheme provides the following exchange/ entitlement ratio:

   On amalgamation of the Transferor Company 1 with the Transferee Company
   "200 (Two Hundred) fully paid up Equity Shares of Re. 1 each of Transferee Company shall be issued and allotted as fully paid up for every 81 (Eighty One) Equity Shares of Rs. 10 each fully paid up held in the Transferor Company 1."

   On amalgamation of the Transferor Company 2 with the Transferee Company
   "200 (Two Hundred) fully paid up Equity Shares of Re. 1 each of Transferee Company shall be issued and allotted as fully paid up for every 109 (One Hundred and Nine) Equity Shares of Rs. 10 each fully paid up held in the Transferor Company 2."

   On amalgamation of the Transferor Company 3 with the Transferee Company
   "1 (One) fully paid up Equity Share of Re. 1 each of Transferee Company shall be issued and allotted as fully paid up for every 2 (Two) Equity Shares of Rs.5 each fully paid up held in the Transferor Company 3."

   On demerger of the demerged undertaking from the Demerged Company into the Resulting Company
   "1 (One) fully paid up Equity Share of Re. 1 each of the Resulting Company shall be issued and allotted as fully paid up for every 1 (One) Equity Shares of Re. 1 each fully paid up held in the Demerged Company."

Registered Office & Works :
Ankleshwar-Rajpipla Road,
Village Govali, Tal. Jhagadia,
Dist. Bharuch- 393001,
(Gujarat), India
T +91 2645-258100
F +91 2645-258235
E gborosil@borosil.com

2. No special valuation difficulties were reported by M/s. SSPA & Co, Chartered Accountants, in their aforesaid Report.

3. Fairness opinion dated 18th June, 2018 was obtained from Keynote Corporate Services Limited, a Category I Merchant Banker, wherein they opined that the proposed Scheme is fair and reasonable.

4. Further, pursuant to the Scheme becoming effective, the Company shall cease to exist and thus the question of any change in the KMP of the Company does not arise.

5. Under the Scheme, there is no arrangement with the creditors of the Company. No compromise is offered under the Scheme to any of the creditors of the Company. The liability to the creditors of the Company, under the Scheme, is neither reduced nor being extinguished.

6. There will be no adverse effect of the said Scheme on the shareholders, key managerial personnel, promoter and non-promoter shareholders, creditors, employees and other stakeholders of the Company."

// CERTIFIED TRUE COPY//
For GUJARAT BOROSIL LIMITED

GUJARAT BOROSIL LTD.

Kishor Talreja
Company Secretary
F7064

Independent Auditor's Report

To the Members of
Borosil Glass Works Limited

Report on the Standalone Financial Statements

We have audited the accompanying Standalone financial statements of **BOROSIL GLASS WORKS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "Standalone financial statements").

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone financial statements that give a true and fair view of financial position, financial performance including other comprehensive income, cash flows and statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with relevant rules issued there under.

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

Auditor's Responsibility

Our responsibility is to express an opinion on these Standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made there under.

We conducted our audit of the Standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, and its profit including other comprehensive income, its cash flows and the statement of changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

    a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

d) In our opinion, the aforesaid Standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act read with relevant rules there under.

e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act;

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"**;

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(a) The Company has disclosed the impact of pending litigations on its financial position in its Standalone financial statements as referred to in Note no. 36 to the standalone financial statements;

(b) The Company does not have long term contracts including derivative contracts for which there were any material foreseeable losses;

(c) There has been no delay during the year in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India, in terms of sub-section (11) of Section 143 of the Act, we give in **"Annexure B"** hereto, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For Pathak H.D. & Associates
Chartered Accountants
Firm Registration No: 107783W

Gyandeo Chaturvedi
Partner
Membership No. 046806

Place: Mumbai
Date : 30th May, 2018

"ANNEXURE A" TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of Borosil Glass Works Limited on the Standalone financial statements for the year ended 31st March, 2018)

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

We have audited the internal financial controls over financial reporting of **Borosil Glass Works Limited ("the Company")** as of 31st March, 2018 in conjunction with our audit of the Standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For Pathak H.D. & Associates
Chartered Accountants
Firm Registration No: 107783W

Gyandeo Chaturvedi
Partner
Membership No. 046806

Place: Mumbai
Date: 30th May, 2018

"ANNEXURE B" TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Borosil Glass Works Limited on the Standalone financial statements for the year ended 31st March, 2018)

i. In respect of its fixed assets:

a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.
b. As explained to us, all the fixed assets have been physically verified by the Management. No material discrepancies were noticed on such physical verification as compared with the available records.
c. According to the information and explanation provided to us and the records examined by us and based on the examination of the registered sale deed/ conveyance deed, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land that have been taken on lease, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.

ii. In respect of its inventories:

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

iii. In respect of loans, secured or unsecured, granted by the Company to Companies, firms, Limited liability partnerships or other parties covered in the register maintained under section 189 of the Act.

a. In our opinion and according to the information given to us, the terms and conditions of the loans given by the Company are prima facie, not prejudicial to the interest of the Company.
b. The schedule of repayment of principal and payment of interest has been stipulated and repayments of principal amounts and/ or receipts of interest have been regular as per stipulations.
c. There are no overdue amounts as at the year- end in respect of both principal and interest.

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of sections 185 & 186 of the Act as applicable, in respect of grant of loans, making investments and providing guarantees & securities.

v. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.

vi. According to the information and explanations given to us, Central Government has not prescribed maintenance of cost records under sub-Section (1) of Section 148 of the Act in respect of activities carried on by the Company. Therefore, the provisions of clause (vi) of paragraph 3 of the Order are not applicable to the Company.

vii. According to the information and explanations given to us, in respect of statutory dues:

a. The Company has been generally regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, income tax, goods and service tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues to the appropriate authorities as applicable during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of such statutory dues were outstanding as at 31st March, 2018 for a period of more than six months from the date they became payable.

b. Details of dues of Income tax, sales tax / Value added tax and Goods and Service tax aggregating to ₹ 110.59 Lacs that have not been deposited on account of disputed matters pending before appropriate authorities are as under:

Name of the Statute	Nature of the Dues	Amount (₹ in Lacs)	Period to which the amount relates	Forum where dispute is pending
Central Sales Tax Act, 1956 and Sales Tax Acts of Various States	Sales Tax/ VAT*	6.52	1997-98	Maharashtra Sales Tax Tribunal
		36.05	2010-11	The Appellate Deputy Commissioner of Commercial Tax - Central
		12.79	2013-14	Additional Commissioner Grade 2 Appeal
Income Tax Act, 1961	Income Tax	55.23	2014-15	Commissioner of Income Tax (Appeals)
Total		**110.59**		

(*) Net of amount deposited under protest.

viii. Based on our audit procedures and according to the information and explanations given by the management, we are of the opinion that as on 31st March, 2018 the Company has not defaulted in repayment of dues to banks. The Company does not have any borrowings from financial institutions, government and debenture holders.

ix. According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and no term loan was raised during the year. Therefore, the provisions of clause (ix) of paragraph 3 of the Order are not applicable to the Company.

x. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and on the basis of information and explanations given by the management, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has paid or provided managerial remuneration in accordance with the requisite approvals mandated by the provision of section 197 read with Schedule V to the Act.

xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.

xiii. According to the information and explanations given to us, Company's transactions with the related parties are in compliance with section 177 and 188 of the Act as applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards.

xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, the provisions of clause (xiv) of paragraph 3 of the Order are not applicable to the Company.

xv. According to the information and explanations given to us and based on our examination of records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Therefore, the provisions of clause (xv) of paragraph 3 of the Order are not applicable to the Company.

xvi. In our opinion and according to information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Pathak H.D. & Associates
Chartered Accountants
Firm Registration No: 107783W

Gyandeo Chaturvedi
Partner
Membership No. 046806

Place: Mumbai
Date: 30th May, 2018

BOROSIL GLASS WORKS LIMITED
BALANCE SHEET AS AT 31ST MARCH, 2018

(₹ in lacs)

	Particulars	Note No.	As at 31st March, 2018		As at 31st March, 2017	
I.	**ASSETS**					
1	**Non-current Assets**					
	(a) Property, Plant and Equipment	5	10,450.77		10,603.22	
	(b) Capital Work-in-progress	5	412.91		440.86	
	(c) Investment Property	6	198.57		198.57	
	(d) Other Intangible Assets	7	128.56		80.34	
	(e) Intangible assets under Development	7	-		20.28	
	(f) Financial Assets					
	(i) Investments	8	24,673.97		30,842.08	
	(ii) Loans	9	7,219.45		5,823.82	
	(iii) Others	10	24.73		16.45	
	(g) Art Works		240.80		240.80	
	(h) Non-current Tax Assets (net)		7.62		-	
	(i) Other non-current assets	11	533.26	**43,890.64**	1,859.09	**50,125.51**
2	**Current Assets**					
	(a) Inventories	12	3,879.92		4,045.84	
	(b) Financial Assets					
	(i) Investments	13	26,204.29		14,601.07	
	(ii) Trade Receivables	14	6,978.08		4,416.84	
	(iii) Cash and Cash Equivalents	15	901.29		333.70	
	(iv) Bank Balances other than (iii) above	16	105.20		115.16	
	(v) Loans	17	5,330.10		829.90	
	(vi) Others	18	539.93		277.11	
	(c) Other Current Assets	19	495.67		300.83	
			44,434.48		**24,920.45**	
	(d) Assets held for Sale	46	388.60	**44,823.08**	6,215.01	**31,135.46**
	TOTAL ASSETS			**88,713.72**		**81,260.97**
II.	**EQUITY AND LIABILITIES**					
	EQUITY					
	(a) Equity Share Capital	20	231.00		231.00	
	(b) Other Equity	21	81,938.25	**82,169.25**	76,943.81	**77,174.81**
	LIABILITIES					
1	**Non-current Liabilities**					
	Deferred Tax Liabilities (net)	22	119.48	**119.48**	59.73	**59.73**
2	**Current Liabilities**					
	(a) Financial Liabilities					
	(i) Trade Payables	23	3,179.55		1,449.61	
	(ii) Other Financial Liabilities	24	2,591.89		1,925.93	
	(b) Other Current Liabilities	25	289.10		294.56	
	(c) Provisions	26	328.96		252.53	
	(d) Current Tax Liabilities (net)		35.49	**6,424.99**	103.80	**4,026.43**
	TOTAL EQUITY AND LIABILITIES			**88,713.72**		**81,260.97**
	Significant accounting policies and notes to Standalone Financial Statements	1 to 50				

As per our report of even date
For PATHAK H.D. & ASSOCIATES
Chartered Accountants
(Firm Registration No. 107783W)

For and on behalf of the Board of Directors
B. L. Kheruka
Executive Chairman
(DIN 00016861)

Gyandeo Chaturvedi
Partner
Membership No. 46806

Swadhin Padia
Chief Financial Officer

Shreevar Kheruka
Managing Director & CEO
(DIN 01802416)

Gita Yadav
Company Secretary
(Membership No. A23280)

Rajesh Kumar Chaudhary
Whole-time Director
(DIN 07425111)

Place : Mumbai
Date : 30.05.2018

BOROSIL GLASS WORKS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

(₹ in lacs)

	Particulars	Note No.	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
I.	Revenue from Operations	27	29,583.30	26,699.83
	Other Income	28	3,636.07	3,497.95
	Total Income (I)		**33,219.37**	**30,197.78**
II.	**Expenses:**			
	Purchases of Stock-in-trade		14,833.67	14,458.96
	Changes in Inventories of Stock-in-trade	29	59.55	(64.04)
	Employee Benefits Expense	30	3,417.65	2,720.23
	Finance Costs	31	28.17	117.40
	Depreciation and Amortisation Expense	32	522.37	581.30
	Other Expenses	33	7,331.42	7,679.66
	Total Expenses (II)		**26,192.83**	**25,493.51**
III.	**Profit Before Exceptional Items and Tax (I - II)**		**7,026.54**	**4,704.27**
IV.	Exceptional Items	34	-	(9,087.64)
V.	**Profit Before Tax (III - IV)**		**7,026.54**	**13,791.91**
VI.	**Tax Expense:**	22		
	(1) Current Tax		2,491.09	1,505.45
	(2) Deferred Tax		(101.79)	(382.78)
VII.	**Profit For The Year (V-VI)**		**4,637.24**	**12,669.24**
VIII.	**Other Comprehensive Income (OCI)**			
	i) Items that will not be reclassified to profit or loss:			
	Re-measurement gains / (losses) on Defined Benefit Plans		(24.87)	(48.28)
	Income Tax effect on above		8.60	16.71
	ii) Items that will be reclassified to profit or loss:			
	Gain on Debt Instrument designated at fair value through OCI		1,170.59	1,040.52
	Income Tax effect on above		(170.14)	(123.68)
	Total Other Comprehensive Income		**984.18**	**885.27**
IX.	**Total Comprehensive Income for the year (VII + VIII)**		**5,621.42**	**13,554.51**
X.	**Earnings per Equity Share of ₹1 each (in ₹)**	**35**		
	- Basic		**20.07**	**54.85**
	- Diluted		**20.07**	**54.85**
	Significant accounting policies and notes to Standalone Financial Statements	1 to 50		

As per our report of even date
For PATHAK H.D. & ASSOCIATES
Chartered Accountants
(Firm Registration No. 107783W)

For and on behalf of the Board of Directors
B. L. Kheruka
Executive Chairman
(DIN 00016861)

Gyandeo Chaturvedi
Partner
Membership No. 46806

Swadhin Padia
Chief Financial Officer

Shreevar Kheruka
Managing Director & CEO
(DIN 01802416)

Gita Yadav
Company Secretary
(Membership No. A23280)

Rajesh Kumar Chaudhary
Whole-time Director
(DIN 07425111)

Place : Mumbai
Date : 30.05.2018

BOROSIL GLASS WORKS LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018

A. Equity Share Capital (₹ in lacs)

Particulars	As at 1st April, 2016	Changes during 2016-17	As at 31st March, 2017	Changes during 2017-18	As at 31st March, 2018
Equity Share Capital	231.00	-	231.00	-	231.00

B. Other Equity (₹ in lacs)

Particulars	Reserves and Surplus					Items of Other Comprehensive Income		Total Other Equity
	Capital Reserve	Capital Redemption Reserve	General Reserve	Share Based Payment Reserve	Retained Earnings	Debts Instrument designated at fair value through OCI	Remeasurements of Defined Benefit Plans	
Balance as at 1st April, 2016	**15.00**	**165.39**	**500.00**	**-**	**58,645.33**	**4,092.90**	**(29.32)**	**63,389.30**
Total Comprehensive Income for the year	-	-	-	-	12,669.24	916.84	(31.57)	**13,554.51**
Balance as at 31st March, 2017	**15.00**	**165.39**	**500.00**	**-**	**71,314.57**	**5,009.74**	**(60.89)**	**76,943.81**
Balance as at 1st April, 2017	**15.00**	**165.39**	**500.00**	**-**	**71,314.57**	**5,009.74**	**(60.89)**	**76,943.81**
Total Comprehensive Income for the year	-	-	-	-	4,637.24	1,000.45	(16.27)	**5,621.42**
Final dividend payment (Dividend of ₹ 25 per share)	-	-	-	-	(577.50)	-	-	**(577.50)**
Tax on Final Dividend	-	-	-	-	(117.57)	-	-	**(117.57)**
Share based payment for the year	-	-	-	68.09	-	-	-	**68.09**
Balance as at 31st March, 2018	**15.00**	**165.39**	**500.00**	**68.09**	**75,256.74**	**6,010.19**	**(77.16)**	**81,938.25**

As per our report of even date

For PATHAK H.D. & ASSOCIATES
Chartered Accountants
(Firm Registration No. 107783W)

Gyandeo Chaturvedi
Partner
Membership No. 46806

Place : Mumbai
Date : 30.05.2018

Swadhin Padia
Chief Financial Officer

Gita Yadav
Company Secretary
(Membership No. A23280)

For and on behalf of the Board of Directors

B. L. Kheruka
Executive Chairman
(DIN 00016861)

Shreevar Kheruka
Managing Director & CEO
(DIN 01802416)

Rajesh Kumar Chaudhary
Whole-time Director
(DIN 07425111)

BOROSIL GLASS WORKS LIMITED
STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2018

(₹ in lacs)

Particulars	For the Year Ended 31st March, 2018		For the Year Ended 31st March, 2017	
A. Cash Flow from Operating Activities				
Profit Before Tax as per Statement of Profit and Loss		**7,026.54**		**13,791.91**
Adjusted for :				
Depreciation and Amortisation Expense	522.37		581.30	
Unrealised Gain on Foreign Currency Transactions (net)	(6.54)		(5.89)	
Gain on Financial Instruments measured at fair value through profit or loss (net)	(746.56)		(1,446.08)	
Dividend Income	(59.06)		(280.17)	
Interest Income	(1,799.66)		(986.10)	
Profit on sale of investments (net)	(271.62)		(492.79)	
Profit on Sale of Property, Plant and Equipment and Assets held for Sale (net)	(309.49)		(9,087.64)	
Impairment on Assets held for Sale	-		1,193.20	
Investment Advisory Charges	23.10		95.88	
Share Based Payment Expense	49.22		-	
Finance Costs	28.17		117.40	
Sundry Balances Written Back (net)	(10.54)		(0.96)	
Provision for Doubtful Debts	-	(2,580.61)	22.85	(10,289.00)
Operating Profit before Working Capital Changes		**4,445.93**		**3,502.91**
Adjusted for :				
Trade & Other Receivables	(2,654.42)		(268.86)	
Inventories	165.92		(71.70)	
Trade & Other Payables	2,473.32	(15.18)	626.40	285.84
Cash generated from operations		**4,430.75**		**3,788.75**
Direct taxes paid		(1,439.52)		(1,255.25)
Net Cash from Operating Activities		**2,991.23**		**2,533.50**
B Cash Flow from Investing Activities				
Purchase of Property, Plant and Equipment		(701.26)		(2,164.36)
Sale of Property, Plant and Equipment and Assets held for Sale		6,588.48		9,088.02
Investments in Subsidiary		-		(285.41)
Purchase of Investments		(30,128.10)		(25,384.99)
Sale of Investments		26,884.39		20,867.60
Movement in Loans & advances		(5,883.00)		(2,716.22)
Investment Advisory Charges Paid		(23.10)		(98.01)
Interest on Investment/Loans		1,496.14		1,060.37
Dividend Received		59.06		280.17
Net Cash from / (used in) Investing Activities		**(1,707.39)**		**647.17**

BOROSIL GLASS WORKS LIMITED
STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2018

(₹ in lacs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
C. Cash Flow from Financing Activities		
Movement in Current Borrowings (net)	-	(3,253.66)
Margin Money (net)	6.25	45.74
Dividend Paid including Tax thereon	(695.07)	-
Interest Paid	(27.43)	(147.07)
Net Cash (used in) Financing Activities	**(716.25)**	**(3,354.99)**
Net Increase/ (Decrease) in Cash and Cash Equivalents (A+B+C)	**567.59**	**(174.32)**
Opening Balance of Cash and Cash Equivalents	**333.70**	**508.02**
Closing Balance of Cash and Cash Equivalents (Refer note 15.1)	**901.29**	**333.70**

Notes :

1 Changes in liabilities arising from financing activities on account of Current Borrowings:

(₹ in lacs)

Particulars	For the Year ended 31st March, 2018	For the Year ended 31st March, 2017
Opening balance of liabilities arising from financing activities	-	3,253.66
(a) Changes from financing cash flows	-	(3,253.66)
Closing balance of liabilities arising from financing activities	-	-

2 Bracket indicates cash outflow.
3 Previous Year figures have been regrouped and reclassified wherever necessary.
4 The above statement of cash flow has been prepared under the "Indirect Method" as set out in Ind AS 7 "Statement of Cash Flow".

As per our report of even date

For PATHAK H.D. & ASSOCIATES
Chartered Accountants
(Firm Registration No. 107783W)

Gyandeo Chaturvedi
Partner
Membership No. 46806

Place : Mumbai
Date : 30.05.2018

Swadhin Padia
Chief Financial Officer

Gita Yadav
Company Secretary
(Membership No. A23280)

For and on behalf of the Board of Directors

B. L. Kheruka
Executive Chairman
(DIN 00016861)

Shreevar Kheruka
Managing Director & CEO
(DIN 01802416)

Rajesh Kumar Chaudhary
Whole-time Director
(DIN 07425111)

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

Note 1 CORPORATE INFORMATION:

Borosil Glass Works Limited ("the Company") is a limited Company domiciled and incorporated in India and its shares are publicly traded on the Bombay Stock Exchange (BSE), in India. The registered office of the Company is situated at Khanna Construction House, 44, Dr. R.G. Thadani Marg, Worli, Mumbai 400 018.

The Equity Shares of the Company have been listed and admitted to dealings on the National Stock Exchange of India Ltd. (NSE) w.e.f. 25th May, 2018.

Company is engaged in the business of Scientific and Industrial Products (SIP) and Consumer Products (CP). SIP consist of laboratory glassware, instruments, disposable plastics, liquid handling systems and explosion proof lighting glassware. CP consist of microwavable and flameproof kitchenware, glass tumblers, Appliances and Storage products.

The financial statements of the Company for the year ended 31st March, 2018 were approved and adopted by Board of Directors in their meeting held on 30th May 2018.

Note 2 BASIS OF PREPARATION:

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

The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities, which are measured at fair value / amortised cost.

The financial statements are presented in Indian Rupees (₹), which is the Company's functional and presentation currency and all values are rounded to the nearest lacs, except when otherwise indicated.

Note 3 SIGNIFICANT ACCOUNTING POLICIES:

3.1 Property, Plant and Equipment:

Property, plant and equipment are carried at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation, amortisation and impairment losses, if any. Cost includes purchase price, borrowing cost and any cost directly attributable to the bringing the assets to its working condition for its intended use. In case of Property, Plant and Equipment, the Company has availed the carrying value as deemed cost on the date of transition i.e. 1st April, 2015.

Depreciation on the property, plant and equipment is provided using straight line method over the useful life of assets as specified in schedule II to the Companies Act, 2013. Depreciation on property, plant and equipment which are added / disposed off during the year, is provided on pro-rata basis with reference to the date of addition / deletion. Freehold land is not depreciated.

The assets' residual values, useful lives and method of depreciation are reviewed at each financial year end and are adjusted prospectively, if appropriate.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

Property, plant and equipment are eliminated from financial statement, either on disposal or when retired from active use. Profits / losses arising in the case of retirement / disposal of property, plant and equipment are recognised in the statement of profit and loss in the year of occurrence.

Leasehold land is amortised over the period of lease. Buildings constructed on leasehold land are depreciated based on the useful life specified in schedule II to the Companies Act, 2013, where the lease period of land is beyond the life of the building. In other cases, buildings constructed on leasehold land is amortised over the primary lease period of the land.

3.2 Investment Properties:

Investment properties are measured initially at cost, including transaction costs and net of recoverable taxes, trade discounts and rebates. Subsequent to initial recognition, investment properties are stated at cost less accumulated depreciation and impairment losses, if any. In case of Investment properties, the company has availed the carrying value as deemed cost on the date of transition i.e. 1st April, 2015.

Depreciation on investment properties is provided using straight line method over the estimated useful lives as specified in Schedule II to the Companies Act, 2013. Residual values, useful lives and method of depreciation of investment properties are reviewed at each financial year end and are adjusted prospectively, if appropriate. The effects of any revision are included in the statement of profit and loss when the changes arises.

Though the Company measures investment properties using cost based measurement, the fair value of investment property is disclosed in the notes.

Investment properties are derecognised either when they have been disposed off or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. The difference between the net disposal proceeds and the carrying amount of the asset is recognised in statement of profit and loss in the period of derecognition.

3.3 Intangible Assets :

Intangible assets are carried at cost, net of recoverable taxes, trade discount and rebates less accumulated amortisation and impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the intangible assets. In case of Intangible Assets, the Company has availed the carrying value as deemed cost on the date of transition i.e. 1st April, 2015.

Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured.

Computer softwares are capitalised at the amounts paid to acquire the respective license for use and are amortised over the period of useful lives or period of three years, whichever is less. The assets' useful lives are reviewed at each financial year end.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

3.4 Art Works:

Art Works are carried at cost, net of recoverable taxes, trade discounts and rebates, less impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the items. Profit / loss arising from retirement / disposal of Art Works are recognised in the statement of profit and loss in the year of occurrence.

3.5 Leases:

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date at fair value of the leased property or, if lower, at the present value of the minimum lease payments. The corresponding liability is included in the balance sheet as a finance lease liability. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the statement of profit and loss.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Assets acquired on leases where a significant portion of the risks and rewards of ownership are retained by lessor are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

3.6 Inventories:

Inventories are valued at the lower of cost and net realizable value except scrap (cullet), which is valued at net realizable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their respective present location and condition. Cost of packing materials and stores, spares and consumables are computed on the weighted average basis. Cost of work in progress, finished goods and Stock-in-trade is determined on absorption costing method.

3.7 Cash and cash equivalents:

Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

3.8 Impairment of non-financial assets - property, plant and equipment and intangible assets:

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

3.9 Discontinued operation and non-current assets (or disposal groups) held for sale:

Discontinued operation:
A discontinued operation is a component of the Company that has been disposed off or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose off such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit or loss.

Non-current assets (or disposal groups) held for sale
Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when a sale is highly probable from the date of classification, management are committed to the sale and the asset is available for immediate sale in its present condition. Non-current assets are classified as held for sale from the date these conditions are met and are measured at the lower of carrying amount and fair value less cost to sell. Any resulting impairment loss is recognised in the Statements of Profit and Loss as a separate line item. On classification as held for sale, the assets are no longer depreciated. Assets and liabilities classified as held for sale are presented separately as current items in the Balance Sheet.

3.10 Financial instruments – initial recognition, subsequent measurement and impairment:
A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

I) Financial assets -Initial recognition and measurement:
All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

Financial assets - Subsequent measurement:
For the purpose of subsequent measurement, financial assets are classified in two broad categories:-
a) Financial assets at fair value
b) Financial assets at amortised cost
Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset that meets the following two conditions is measured **at amortised cost** (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.
a) **Business model test:** The objective of the Company's business model is to hold the financial asset to collect the contractual cash flow.
b) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at **fair value through other comprehensive income** unless the asset is designated at fair value through profit or loss under the fair value option.
a) **Business model test:** The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial assets.
b) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

All other financial asset is measured at fair value through profit or loss.

Financial assets - Equity Investment in subsidiaries, associates and joint venture:
The Company has accounted for its equity investment in subsidiaries, associates and joint venture at cost.

Financial assets - Derecognition

A financial assets (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed form the Company's statement of financial position) when:

a) The rights to receive cash flows from the asset have expired, or

b) The Company has transferred its rights to receive cash flow from the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

a) The 12 months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

b) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)

For trade receivables, Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

II) Financial liabilities - Initial recognition and measurement:

The financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities - Subsequent measurement:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts are approximate at their fair value due to the short maturity of these instruments.

Financial Liabilities - Financial guarantee contracts:

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined and the amount recognised less cumulative amortisation.

Financial Liabilities - Derecognition:

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another, from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

3.11 Provisions, Contingent Liabilities, Contingent Assets and Commitments:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognised in the statement of profit and loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

3.12 Dividend Distribution:

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution is recognised directly in other equity.

3.13 Revenue recognition and other income:

Sale of goods:
Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer as per the terms of the contracts, usually on delivery of the goods, and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. It also includes excise duty, if applicable, and excludes value added tax / sales tax / Goods and Service Tax. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Sale of Services:
Revenue from sale of services is recognised as per the terms of the contract with customer based on stage of completion when the outcome of the transactions involving rendering of services can be estimated reliably. Percentage of completion method requires the Company to estimate the services performed to date as a proportion of the total services to be performed.

Other Operating Income:
Incentives on exports and other Government incentives related to operations are recognised in the statement of profit or loss after due consideration of certainty of utilization/receipt of such incentives.

Interest Income:
Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend Income:
Dividend Income is recognised when the right to receive the payment is established.

Rental income:
Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included as other income in the statement of profit and loss.

3.14 Foreign currency reinstatement and translation:
Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the transaction. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the fair value was determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other finance gains / losses are presented in the statement of profit and loss on a net basis.

3.15 Employee Benefits:
Short term employee benefits are recognized as an expense in the statement of profit and loss of the year in which the related services are rendered.

Leave encashment being a defined benefit plan is accounted for using the projected unit credit method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the year in which they arise. Other costs are accounted in statement of profit and loss.

Contribution to Provident Fund, a defined contribution plan, is made in accordance with the statute, and is recognised as an expense in the year in which employees have rendered services.

Contribution to Superannuation fund, a defined contribution plan, is made in accordance with the Company policy, and is recognised as an expense in the year in which employees have rendered services.

The cost of providing gratuity, a defined benefit plans, is determined using the Projected Unit Credit Method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise. Other costs are accounted in statement of profit and loss.

Remeasurements of defined benefit plan in respect of post employment and other long term benefits are charged to the other comprehensive income in the year in which they occur. Remeasurements are not reclassified to statement of profit and loss in subsequent periods.

3.16 Share-based payments:

Certain employees of the company receive part of their remuneration in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares (‘equity-settled transactions’).

The resultant increase in equity is recorded in share based payment reserve.

The cost of equity-settled transactions with employees is measured at fair value at the date at which they are granted. The fair value of share awards are determined with the assistance of an external valuer and the fair value at the grant date is expensed on a proportionate basis over the vesting period based on the Company’s estimate of shares that will eventually vest. The estimate of the number of awards likely to vest is reviewed at each balance sheet date up to the vesting date at which point the estimate is adjusted to reflect the current expectations. Amounts charged to subsidiaries in respect of awards granted to employees of subsidiaries are recognised as receivable under current financial assets - others until paid by subsidiaries.

3.17 Taxes on Income:

Income tax expense represents the sum of current tax (including MAT and income tax for earlier years) and deferred tax. Tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income, in such cases the tax is also recognised directly in equity or in other comprehensive income. Any subsequent change in direct tax on items initially recognised in equity or other comprehensive income is also recognised in equity or other comprehensive income.

Current tax provision is computed for income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

Minimum Alternative Tax (MAT) is applicable to the Company. Credit of MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

3.18 Borrowing Costs:

Borrowing costs specifically relating to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use are capitalized (net of income on temporarily deployment of funds) as part of the cost of such assets. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. For general borrowing used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period. All other borrowing costs are expensed in the period in which they occur.

3.19 Earnings per share:

Basic earnings per share is computed using the net profit for the year attributable to the shareholders’ and weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholders’ and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

3.20 Current and non-current classification:

The Company presents assets and liabilities in statement of financial position based on current/non-current classification. The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by MCA."

An asset is classified as current when it is:

a) Expected to be realised or intended to be sold or consumed in normal operating cycle,
b) Held primarily for the purpose of trading,
c) Expected to be realised within twelve months after the reporting period, or
d) Cash or cash equivalent unless restricted from being exchanged or used settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when it is:

a) Expected to be settled in normal operating cycle
b) Held primarily for the purpose of trading,
c) Due to be settled within twelve months after the reporting period, or
d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.
The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Deferred tax assets / liabilities are classified as non-current assets / liabilities. The Company has identified twelve months as its normal operating cycle.

3.21 Fair value measurement:

The Company measures financial instruments at fair value at each balance sheet date.
Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a) In the principal market for the asset or liability, or
b) In the absence of a principal market, in the most advantageous market for the asset or liability."

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy.

3.22 Off-setting financial Instrument:

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable rights to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable rights must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or counterparty.

Note 4 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS:

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets, liabilities, the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based on its assumptions and estimates on parameters available when the financial statements were prepared. However, existing circumstances and assumptions about future developments may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

4.1 Property, Plant and Equipment, Investment Properties and Other Intangible Assets:

Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values as per schedule II of the Companies Act, 2013 or are based on the Company's historical experience with similar assets and taking into account anticipated technological changes, whichever is more appropriate.

4.2 Income Tax:

The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to an adjustment to the amounts reported in the standalone financial statements.

4.3 Contingencies:

Management has estimated the possible outflow of resources at the end of each annual reporting financial year, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

4.4 Impairment of financial assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

4.5 Impairment of non-financial assets:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent to those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

4.6 Defined benefits plans:

The Cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

4.7 Recoverability of trade receivable:

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

4.8 Provisions:

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

4.9 Fair value measurement of financial instruments :

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

Note 5 - Property, Plant and Equipment

(₹ in lacs)

Particulars	Land Leasehold	Land Freehold	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Total	Capital Work in Progress
COST									
As at 1st April, 2016	**363.91**	**433.53**	**13,839.13**	**73.19**	**901.19**	**241.11**	**363.35**	**16,215.41**	**484.12**
Additions	-	1,505.40	170.41	4.19	241.68	123.31	240.98	2,285.97	27.95
Transfer to Assets held for Sale	-	-	7,073.31	-	-	-	-	7,073.31	-
Disposals / transfers	-	0.38	-	-	-	-	-	0.38	71.21
As at 31st March, 2017	**363.91**	**1,938.55**	**6,936.23**	**77.38**	**1,142.87**	**364.42**	**604.33**	**11,427.69**	**440.86**
Additions	-	49.86	-	279.10	1.38	383.90	56.33	770.57	-
Disposals / transfers	-	-	3.12	-	380.38	76.17	113.66	573.33	27.95
As at 31st March, 2018	**363.91**	**1,988.41**	**6,933.11**	**356.48**	**763.87**	**672.15**	**547.00**	**11,624.93**	**412.91**
DEPRECIATION AND AMORTISATION									
As at 1st April, 2016	**6.01**	**-**	**278.67**	**9.85**	**79.74**	**29.30**	**77.77**	**481.34**	
Depreciation / Amortisation for the year	6.01	-	272.82	10.74	100.90	37.21	110.92	538.60	
Transfer to Assets held for Sale	-	-	195.47	-	-	-	-	195.47	
Disposals	-	-	-	-	-	-	-	-	
As at 31st March, 2017	**12.02**	**-**	**356.02**	**20.59**	**180.64**	**66.51**	**188.69**	**824.47**	
Depreciation / Amortisation for the year	6.01	-	144.09	15.84	118.91	68.37	117.22	470.44	
Disposals	-	-	0.21	-	63.10	26.63	30.81	120.75	
As at 31st March, 2018	**18.03**	**-**	**499.90**	**36.43**	**236.45**	**108.25**	**275.10**	**1,174.16**	
NET BOOK VALUE:									
As at 31st March, 2017	**351.89**	**1,938.55**	**6,580.21**	**56.79**	**962.23**	**297.91**	**415.64**	**10,603.22**	**440.86**
As at 31st March, 2018	**345.88**	**1,988.41**	**6,433.21**	**320.05**	**527.42**	**563.90**	**271.90**	**10,450.77**	**412.91**

5.1 Buildings include cost of shares in Co-operative Societies ₹ 0.01 lacs (Previous Year ₹ 0.01 lacs).

5.2 In accordance with the Indian Accounting Standard (Ind AS 36) on " Impairment of Assets", the management during the year carried out an exercise of identifying the assets that may have been impaired in accordance with the said Ind AS . On the basis of review carried out by the management, there was no impairment loss on property, plant and equipment during the year ended 31st March, 2018.

5.3 Refer note 36 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

5.4 Refer note 46 for transfer of assets held for sale.

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

Note 6 - Investment Property

(₹ in lacs)

Particulars	Investment Properties
COST:	
As at 1st April, 2016	**708.52**
Additions	30.50
Transfer to Assets held for Sale	540.45
Disposals	-
As at 31st March, 2017	**198.57**
Additions	-
Disposals	-
As at 31st March, 2018	**198.57**
DEPRECIATION AND AMORTISATION:	
As at 1st April, 2016	**4.82**
Depreciation and Amortisation during the year	5.26
Transfer to Assets held for Sale	10.08
Disposals	-
As at 31st March, 2017	**-**
Depreciation and Amortisation during the year	-
Disposals	-
As at 31st March, 2018	**-**
NET BOOK VALUE:	
As at 31st March, 2017	**198.57**
As at 31st March, 2018	**198.57**

6.1 Information regarding income and expenditure of Investment Properties.

(₹ in lacs)

Particulars	For the Year ended 31st March, 2018	For the Year ended 31st March, 2017
Rental income derived from investment properties	-	2.87
Less: Direct operating expenses (including repairs and maintenance) that are generating rental income	-	0.29
Less: Direct operating expenses (including repairs and maintenance) that did not generate rental income	-	1.29
Profit arising from investment properties before depreciation	**-**	**1.29**
Less: Depreciation and amortisation for the year	**-**	**5.26**
Loss arising from investment properties	**-**	**(3.97)**

6.2 The Company's investment properties as at 31st March, 2018 consists of land held for undetermined future use.

6.3 The fair values of the properties are ₹ 1270.00 lacs (Previous Year ₹ 926.00 lacs). These valuations are based on valuations performed by an accredited independent valuer, who is a specialist in valuing these types of properties. The fair value of the assets is determined using Comparison Method under the Market Approach. The fair value measurement is categorised in Level 3 fair value hierarchy. For the purpose of the valuation under comparison method, a comparison is made with similar properties that have recently been sold in the market. The significant unobservable inputs are (i) monthly market rent, taking into account the difference in location and individual factors, such as frontage and size between the comparable and the properties. (ii) Capitalisation rate, taking into account the capitalisation of rental income potential, nature of property and the prevailing market condition.

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

6.4 The Company has no restrictions on the realisability of its investment properties and no contractual obligations to purchase, construct or develop investment properties or for repairs, maintenance and enhancements.

Note 7 - Other Intangible Assets

(₹ in lacs)

Particulars	Other Intangible assets	Intangible assets under development
COST:		
As at 1st April, 2016	**122.16**	**26.47**
Additions	37.91	4.04
Disposals / transfers	-	10.23
As at 31st March, 2017	**160.07**	**20.28**
Additions	100.15	-
Disposals / transfers	-	20.28
As at 31st March, 2018	**260.22**	**-**
AMORTISATION:		
As at 1st April, 2016	**42.29**	
Amortisation during the year	37.44	
Disposals	-	
As at 31st March, 2017	**79.73**	
Amortisation during the year	51.93	
Disposals	-	
As at 31st March, 2018	**131.66**	
NET BOOK VALUE:		
As at 31st March, 2017	**80.34**	**20.28**
As at 31st March, 2018	**128.56**	**-**

7.1 Other intangible assets represents Computer Softwares other than self generated.

Note 8 - Non-Current Investments

Particulars	As at 31st March, 2018			As at 31st March, 2017		
	No. of Shares / Units	Face Value (in ₹) Unless otherwise stated	₹ in lacs	No. of Shares / Units	Face Value (in ₹) unless otherwise stated	₹ in lacs
(a) In Equity Instruments:						
Quoted Fully Paid-Up						
Subsidiary Company (Refer note 42.6)						
Carried at cost						
Gujarat Borosil Ltd.	1,72,22,376	5	1,527.95	1,72,22,376	5	1,527.95
Deemed Equity Investment (Refer note 8.3)			3,829.81			3,829.81
Unquoted Fully Paid-Up						
Subsidiary Company						
Carried at cost						
Borosil Afrasia FZE.	3	AED 10,00,000	524.77	3	AED 10,00,000	524.77
Klasspack Pvt. Ltd.	4,34,060	100	2,703.81	4,34,060	100	2,703.81
Hopewell Tableware Pvt. Ltd. $ (Including 1 share held by nominee)	2,57,50,000	10	2,713.29	2,57,50,000	10	2,713.29

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

Particulars	As at 31st March, 2018			As at 31st March, 2017		
	No. of Shares / Units	Face Value (in ₹) Unless otherwise stated	₹ in lacs	No. of Shares / Units	Face Value (in ₹) unless otherwise stated	₹ in lacs
Associate Company						
Carried at cost						
Fennel Investment and Finance Pvt. Ltd.	41,48,967	10	414.90	41,48,967	10	414.90
Others						
Carried at fair value through profit and loss						
Zoroastrian Co-operative Bank Ltd.	4,000	25	2.17	4,000	25	1.77
$ 66,75,010 shares pledged as security with a bank for credit facility availed by that subsidiary Company.						
Total Equity Instruments (a)			**11,716.70**			**11,716.30**
(b) In Preference Shares:						
Unquoted Fully Paid-Up						
Subsidiary Company						
Carried at cost						
6% Optionally Convertible Non Cumulative Redeemable Preference Shares of Hopewell Tableware Pvt. Ltd.	2,80,00,000	10	2,800.00	2,80,00,000	10	2,800.00
Subsidiary Company (Refer note 42.6)						
Carried at fair value through other comprehensive income						
9% Non-Cumulative Non Convertible Redeemable Preference Shares of Gujarat Borosil Ltd.	-	-	-	90,00,000	100	9,364.71
Unquoted Fully Paid-Up						
Others						
Carried at fair value through profit and loss						
8.2% Cumulative Non Participating Compulsorily Convertible Preference Shares of Tata Motors Finance Ltd. (Formerly Sheba Properties Ltd.)	4,96,100	100	1,062.89	-	-	-
Total Preference Shares (b)			**3,862.89**			**12,164.71**
(c) In Debentures:						
Quoted Fully Paid-Up						
Carried at fair value through profit and loss						
Unsecured Non Convertible Redeemable Debentures of Miraya Realty Pvt. Ltd.-Series II	-	-	-	81	1,00,000	133.09
Unsecured Non Convertible Redeemable Debentures of Shiv Prasad Realty Pvt. Ltd.-Series II	-	-	-	94	1,00,000	153.47
Secured Non Convertible Redeemable Debentures of Sterling Habitats Pvt.Ltd.-SeriesII	-	-	-	45	1,00,000	61.61
Secured Non Convertible Redeemable Debentures of Genie Commercial Ventures Pvt. Ltd.Tranche I	116	92,976	143.14	110	1,00,000	117.87
Secured Non Convertible Redeemable Debentures of Cornerview Constructions & Developers Pvt. Ltd.-Series B	114	25,057	57.51	114	50,000	76.27
7.76% Secured Redeemable Non Convertible Debentures of HDB Financial Services Ltd. Series 2017 A/1/103	100	10,00,000	990.60	-	-	-
Secured Redeemable Non Convertible Debentures of Edelweiss Finvest Pvt. Ltd. Series H9E701A	1,250	1,00,000	1,250.00	-	-	-
Secured Redeemable Non Convertible Debentures of IIFL Wealth Finance Ltd.-Series EWFEC850	1,250	1,00,000	1,250.00	-	-	-

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

Particulars	As at 31st March, 2018			As at 31st March, 2017		
	No. of Shares / Units	Face Value (in ₹) Unless otherwise stated	₹ in lacs	No. of Shares / Units	Face Value (in ₹) unless otherwise stated	₹ in lacs
Unquoted Fully Paid-Up						
Carried at fair value through profit and loss						
3 % Optionally Convertible Debentures of Prabal Traders and Advisors Pvt. Ltd.*	-	-	-	64,244	100	129.62
8.25 % Optionally Convertible Debentures of Sherin Advisors and Traders Pvt. Ltd.*	-	-	-	79,271	100	168.81
Unsecured Non Convertible Redeemable Debentures of Runwal Real Estates Pvt. Ltd. Class B	138	1,00,000	180.49	51	1,00,000	68.80
Unsecured Non Convertible Redeemable Debentures of Shriprop Dwellers Pvt. Ltd Series II	76	80,365	96.65	76	1,00,000	95.87
Unsecured Non Convertible Redeemable Debentures of Miraya Realty Pvt. Ltd.-First Debentures	-	-	-	134	1,00,000	147.52
Secured Non Convertible Redeemable Debentures of Sterling Habitats Pvt. Ltd.-Series I B	-	-	-	7	1,00,000	7.36
Secured Non Convertible Redeemable Debentures of Cornerview Constructions & Developers Pvt. Ltd.-SeriesA2	104	50,000	60.45	-	-	-
* Held by Portfolio Manager on behalf of the Company.						
Total Debentures (c)			**4,028.84**			**1,160.29**
(d) In Others:						
1. Venture Capital Fund						
Unquoted Fully Paid-Up						
Carried at fair value through profit and loss						
NV India Real Estate Fund	4,71,561	100	1,101.02	7,50,000	100	1,220.55
India Infoline Real Estate Fund (Domestic) - Series 1 - Class C	-	-	-	20,00,000	15.96	320.45
India Infoline Real Estate Fund (Domestic) - Series 1 - Class B	-	-	-	58	10	0.01
2. Alternative Investment Fund						
Quoted Fully Paid-Up						
Carried at fair value through profit and loss						
IIFL Real Estate Fund (Domestic) -Series 2 - Class A	1,40,11,328	7.59	1,173.86	1,40,11,328	10	1,518.14
Unquoted Fully Paid-Up						
Carried at fair value through profit and loss						
ASK Real Estate Special Opportunities Fund - II - Class B	750	1,00,000	792.24	488	1,00,000	487.50
Edelweiss Stressed and Troubled Assets Revival Fund-1	10,000	8,254.73	779.70	10,000	8,569.79	812.76
IIFL Income Opportunities Fund (A Category II)	-	-	-	98,52,360	0.61	64.70
IIFL Income Opportunities Fund Series-Special Situations (A Category II)	1,43,30,927	4.66	968.72	1,43,30,927	7.46	1,376.67
Fireside Ventures Investment Fund-1 - Class A	250	1,00,000	250.00	-	-	-
Total Others (d)			**5,065.54**			**5,800.78**
Total Non Current Investments (a) + (b) + (c) + (d)			**24,673.97**			**30,842.08**

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

8.1 Aggregate amount of Investments and Market value thereof

(₹ in lacs)

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Book Value	Market Value	Book Value	Market Value
Quoted Investments:-				
- Measured at cost (Including Deemed equity investment)	5,357.76	15,517.36	5,357.76	13,975.96
- Measured at fair value through Profit and Loss	4,865.11	4,865.11	2,060.45	2,060.45
Unquoted Investments	14,451.10		23,423.87	
	24,673.97		**30,842.08**	

8.2 Refer Note 37 in respect of Investment through Portfolio Management Services.

8.3 Deemed equity investment is on account of fair valuation of 9% Non-Cumulative Non-Convertible Redeemable Preference Shares of Gujarat Borosil Ltd.

8.4 Category-wise Non-current Investment

(₹ in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Financial assets measured at cost	14,514.53	14,514.53
Financial assets measured at fair value through other comprehensive income	-	9,364.71
Financial assets measured at fair value through Profit and Loss	10,159.44	6,962.84
Total	**24,673.97**	**30,842.08**

Note 9 - Non-current financial assets - Loans

(₹ in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Secured, Considered Good, unless otherwise stated :		
Inter Corporate Deposit to Related Party (Refer Note 42)	-	3,316.25
Unsecured, Considered Good, unless otherwise stated :		
Inter Corporate Deposit to Related Party (Refer Note 42)	7,193.00	2,290.00
Inter Corporate Deposit to others	-	200.00
Loan to Employees	26.45	17.57
Total	**7,219.45**	**5,823.82**

9.1 Inter Corporate Deposit to related parties have been granted to meet various capital expenditures for their expansion plans and for its business purpose.

9.2 Inter Corporate Deposit to others was granted for the purpose of utilising this amount in their business.

9.3 Unsecured Inter Corporate Deposit to Related Party represents loan due by private company in which directors of the Company are Director.

Note10 - Non-current financial assets - Others

(₹ in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unsecured, Considered Good, unless otherwise stated :		
Security Deposits	24.73	16.45
Total	**24.73**	**16.45**

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

Note11 - Other Non-current assets

(₹ in lacs)

Particulars	**As at 31st March, 2018**		**As at 31st March, 2017**	
Unsecured, Considered Good, unless otherwise stated :				
Capital Advances		0.53		132.21
MAT Credit Entitlement :				
- Opening balance	1,617.59		1,776.60	
- Less: MAT credit utilisation during the year	1,127.50	490.09	159.01	1,617.59
Unamortised portion of Employee Benefits		0.25		0.11
Prepaid Expenses		42.39		109.18
Total		**533.26**		**1,859.09**

11.1 Company was liable to pay MAT under Section 115JB of the Income Tax Act, 1961 ("the Act") in earlier years. MAT paid under Section 115JB of the Act over tax payable as per the provisions of the Act, other than Section 115JB of the Act, has been carried forward for being set off against the future tax liabilities computed in accordance with the provisions of the Act, other than Section 115JB of the Act, in next fifteen years. Based on the future projection of the performance, the Company will be liable to pay the income tax computed as per provisions of the Act, other than under Section 115JB of the Act.

Note 12 - Inventories

(₹ in lacs)

Particulars	**As at 31st March, 2018**		**As at 31st March, 2017**	
Stock-in-Trade:				
Goods-in-Transit	154.18		183.96	
Others	3,546.83	3,701.01	3,722.20	3,906.16
Stores, Spares and Consumables		9.34		4.35
Packing Material		157.71		123.47
Scrap(Cullet)		11.86		11.86
Total		**3,879.92**		**4,045.84**

12.1 The amount of write-down of inventories recognised as an expense for the year is ₹ 23.45 lacs (Previous Year ₹ 32.69 lacs). These are included in Changes in Inventories of Stock-in-Trade and in Packing Materials Consumed in the statement of profit and loss.

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

Note 13 - Current Investments

Particulars	As at 31st March, 2018			As at 31st March, 2017		
	No. of Shares / Units	Face Value (in ₹)	₹ in lacs	No. of Shares / Units	Face Value (in ₹)	₹ in lacs
(a) In Equity Instruments:						
Quoted Fully Paid Up						
Carried at fair value through profit and loss						
Asian Paints Ltd.	-	-	-	6,733	1	72.28
Bharat Forge Ltd.	-	-	-	4,247	2	44.26
Bharat Petroleum Corporation Ltd.	-	-	-	13,800	10	89.68
Bosch Ltd.	-	-	-	372	10	84.73
Eicher Motors Ltd.	-	-	-	315	10	80.60
HDFC Bank Ltd.	-	-	-	6,391	2	92.19
Hero Motocorp Ltd.	-	-	-	1,531	2	49.36
Housing Development Finance Corporation Ltd.	-	-	-	3,599	2	54.07
InterGlobe Aviation Ltd.	-	-	-	4,999	10	52.56
Kotak Mahindra Bank Ltd.	-	-	-	9,505	5	82.90
Larsen & Toubro Ltd.	-	-	-	3,177	2	50.12
State Bank of India	-	-	-	22,728	1	66.68
Sun Pharmaceutical Industries Ltd.	-	-	-	11,430	1	78.66
Tata Consultancy Services Ltd.	-	-	-	2,327	1	56.59
United Spirits Ltd.	-	-	-	2,242	10	48.76
Unquoted Fully Paid Up						
Carried at fair value through profit and loss						
Prabal Traders and Advisors Pvt. Ltd. *	74,876	1	7.48	74,876	1	1.51
Sherin Advisors and Traders Pvt. Ltd. *	-	-	-	74,594	1	1.59
Vahin Advisors and Traders Pvt. Ltd. *	74,852	1	-	74,852	1	0.75
* Held by Portfolio Manager on behalf of the Company.						
Total Equity Instruments (a)			**7.48**			**1,007.29**
(b) In Preference Shares:						
Unquoted Fully Paid-Up						
Subsidiary Company (Refer note 42.6)						
Carried at fair value through other comprehensive income						
9% Non-Cumulative Non-Convertible Redeemable Preference Shares of Gujarat Borosil Ltd.	90,00,000	100	10,535.30	-	-	-
Quoted Fully Paid-Up						
Others						
Carried at fair value through profit and loss						
7.5% Non-Cumulative Non-Convertible Redeemable Preference Shares of Vedanta Ltd.	75,00,000	10	749.83	-	-	-
Total Preference Shares (b)			**11,285.13**			**-**

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

Particulars	As at 31st March, 2018			As at 31st March, 2017		
	No. of Shares / Units	Face Value (in ₹)	₹ in lacs	No. of Shares / Units	Face Value (in ₹)	₹ in lacs
(c) In Debentures:						
Quoted Fully Paid-Up						
Carried at fair value through profit and loss						
Unsecured Non Convertible Redeemable Debentures of Miraya Realty Pvt. Ltd.-Series II	81	1,00,000	141.55	-	-	-
Secured Non Convertible Redeemable Debentures of Sterling Habitats Pvt. Ltd.-Series II	45	1,00,000	72.33	-	-	-
10.75% Secured Redeemable Non Convertible Debentures of Shriram Transport Finance Company Ltd.-Series II	1,00,000	1,000	1,016.45	-	-	-
11.25% Unsecured Redeemable Non Convertible Debentures of Fullerton India Credit Company Ltd.	50	10,00,000	500.00	-	-	-
Unquoted Fully Paid Up						
Carried at fair value through profit and loss						
19% Secured Redeemable Non Convertible Debentures of Arch Agro Industries Pvt. Ltd.	2,784	10,000	-	2,784	10,000	-
3 % Optionally Convertible Debentures of Prabal Traders and Advisors Pvt. Ltd.*	7,486	100	74.78	-	-	-
Unsecured Non Convertible Redeemable Debentures of Miraya Realty Pvt. Ltd.-First Debentures	134	1,00,000	174.30	-	-	-
Secured Non Convertible Redeemable Debentures of Sterling Habitats Pvt. Ltd.-Series I B	47	82,959	47.09	-	-	-
Unsecured Non Convertible Redeemable Debentures of Runwal Real Estates Pvt. Ltd.-Class B	57	1,00,000	66.42	-	-	-
* Held by Portfolio Manager on behalf of the Company.						
Total Debentures (c)			**2,092.92**			**-**
(d) Mutual Funds:						
Quoted Fully Paid Up						
Carried at fair value through profit and loss						
Reliance Equity Opportunities Fund Retail Plan Growth Plan	-	-	-	4,44,720	10	355.08
HDFC FMP 1177D March 2018 (1) - Direct Option - Growth	1,00,00,000	10	1,000.77	-	-	-
Unquoted Fully Paid-Up						
Carried at fair value through profit and loss						
Aditya Birla Sun Life Cash Plus Daily Dividend *	-	-	-	712	100	0.71
Aditya Birla Sun Life Savings Fund Institutional Growth	2,46,261	100	841.49	2,42,505	100	772.75
HDFC Midcap Opportunities Fund Dividend Reinvestment	-	-	-	77,83,981	10	2,376.53
ICICI Prudential Discovery Fund Regular Plan Dividend Reinvestment	-	-	-	35,22,132 $	10	1,093.97
ICICI Prudential Flexible Income Regular Plan Growth	-	-	-	16	100	0.05
HDFC Liquid Fund Direct Plan Growth Option	59,855 @	1,000	2,049.35	1,24,422 #	1,000	3,992.59

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

Particulars	As at 31st March, 2018			As at 31st March, 2017		
	No. of Shares / Units	Face Value (in ₹)	₹ in lacs	No. of Shares / Units	Face Value (in ₹)	₹ in lacs
SBI Blue Chip Fund - Direct Plan - Dividend Reinvestment	-	-	-	9,988	10	2.26
Aditya Birla Sun Life Cash Plus - Growth -Direct Plan	9,06,183	100	2,531.10	8,02,995	100	2,098.30
ICICI Prudential Liquid - Direct Plan - Growth	10,15,715	100	2,611.78	11,42,418	100	2,750.00
SBI Ultra Short Term Debt Fund Regular Plan Growth	1,284	1,000	28.78	1,284	1,000	26.97
TATA Ultra Short Term Fund Regular Plan Growth	19,311	1,000	508.35	5,053	1,000	124.57
Kotak Equity Arbitrage Fund - Direct Plan Growth	11,96,960	10	305.35	-	-	-
Edelweiss Arbitrage Fund -Direct Plan- Growth	54,01,193	10	712.71	-	-	-
Aditya Birla Sun Life Savings Fund Growth Direct Plan	3,52,826	100	1,212.73	-	-	-
* Held by Portfolio Manager on behalf of the Company.						
$ 1,00,000 units pledged as a security with an NBFC for loan availed by the Company.						
# 6,334 units pledged as a security with a bank for the credit facility availed by related party and 19,000 units pledged as security with a bank for credit facility availed by the Company.						
@ 1,500 units pledged as a security with a bank for the credit facility availed by related party and 7,500 units pledged as security with a bank for credit facility availed by the Company.						
Total Mutual Funds (d)			**11,802.41**			**13,593.78**
(e) In Others:						
1. Alternative Investment Fund						
Quoted Fully Paid-Up						
Carried at fair value through profit and loss						
Edelweiss Alpha Fund	1,00,000	10	1,016.35	-	-	-
Total Others (e)			**1,016.35**			**-**
Total Current Investments = (a) + (b) + (c) + (d) + (e)			**26,204.29**			**14,601.07**

13.1 Aggregate amount of Current Investments and Market value thereof

(₹ in lacs)

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Book Value	Market Value	Book Value	Market Value
Quoted Investments	4,497.28	4,497.28	1,358.52	1,358.52
Unquoted Investments	21,707.01		13,242.55	
	26,204.29		14,601.07	

13.2 Refer Note 37 in respect of Investment through Portfolio Management Services.

13.3 Category-wise Current Investment

(₹ in lacs)

Particulars	As at 31st March ,2018	As at 31st March, 2017
Financial assets measured at fair value through other comprehensive income	10,535.30	-
Financial assets measured at fair value through Profit and Loss	15,668.99	14,601.07
Total	**26,204.29**	**14,601.07**

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

Note 14 - Current financial assets - Trade Receivables

(₹ in lacs)

Particulars	As at 31st March, 2018		As at 31st March, 2017	
Unsecured :				
Considered Good	6,978.08		4,416.84	
Considered Doubtful	29.28		29.28	
	7,007.36		4,446.12	
Less : Provision for Doubtful Debts	29.28	6,978.08	29.28	4,416.84
Total		**6,978.08**		**4,416.84**

14.1 Trade Receivables includes ₹ 15.18 lacs due by private company in which directors of the Company are Director.

Note 15 - Cash and Cash Equivalents

(₹ in lacs)

Particulars	As at 31st March, 2018	As at 31st March,2017
Balances with Banks in current accounts	576.30	106.15
Fixed deposits with Banks - Having maturity less than 3 months	316.00	225.25
Cash on Hand	8.99	2.30
Total	**901.29**	**333.70**

15.1 For the purpose of the statement of cash flow, cash and cash equivalents comprise the followings:

(₹ in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Balances with Banks in current accounts	576.30	106.15
Fixed deposit with Banks - Having maturity less than 3 months	316.00	225.25
Cash on Hand	8.99	2.30
Total	**901.29**	**333.70**

Note 16 - Bank balances Other than Cash and Cash Equivalents

(₹ in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Earmarked Balances with bank :		
Unpaid Dividend Accounts	104.27	107.98
Fixed deposit pledged with a Bank	0.93	7.18
Total	**105.20**	**115.16**

Note 17 - Current financial assets - Loans

(₹ in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Secured, Considered Good, unless otherwise stated		
Inter Corporate Deposit to Related Party (Refer Note 42)	3,316.25	-
Unsecured, Considered Good, unless otherwise stated:		
Inter Corporate Deposit to Related Party (Refer Note 42)	1,990.00	810.00
Loan to Employees	23.85	19.90
Total	**5,330.10**	**829.90**

17.1 Inter Corporate Deposit to related parties have been granted to meet various capital expenditures for their expansion plans and for its business purpose.

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

17.2 Unsecured Inter Corporate Deposit to Related Party represents loan due by private company in which directors of the Company are Director.

Note 18 - Current financial assets - Others

(₹ in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unsecured, Considered Good, unless otherwise stated:		
Interest Receivables	482.74	180.68
Security Deposits	30.56	36.19
Others	26.63	60.24
	539.93	**277.11**

18.1 Others includes amounts receivable against share based payment from subsidiaries, from portfolio managers and other receivables etc.

18.2 Interest Receivables and Others includes ₹ 83.10 lacs and ₹ 18.87 lacs respectively due by due by private company in which directors of the Company are Director.

Note 19 - Other Current Assets

(₹ in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unsecured, Considered Good, unless otherwise stated:		
Advances against supplies	286.32	124.21
Export Incentives Receivable	23.62	13.15
Unamortised portion of Employee Benefits	0.50	0.46
Amount paid under protest (Refer note 36)	0.55	-
Others	184.68	163.01
Total	**495.67**	**300.83**

19.1 Others includes prepaid expenses, claim receivables etc.

Note 20 - Equity Share Capital

(₹ in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Authorised		
12,00,00,000 (Previous Year 1,20,00,000 of ₹ 10/- each) Equity Shares of ₹ 1/- each*	1,200.00	1,200.00
Total	**1,200.00**	**1,200.00**
Issued, Subscribed & Fully Paid up		
2,31,00,000 (Previous Year 23,10,000 of ₹ 10/- each) Equity Shares of ₹ 1/- each fully paid up *	231.00	231.00
Total	**231.00**	**231.00**

*On 15th September, 2017, the Company has sub-divided its equity shares of ₹ 10/- each into 10 equity share of ₹ 1/- each.

20.1 Reconciliation of number of Equity Shares outstanding at the beginning and at the end of the year :

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	(in Nos.)	(₹ in lacs)	(in Nos.)	(₹ in lacs)
Shares outstanding at the beginning of the year	23,10,000	231.00	23,10,000	231.00
Add : Pursuant to sub-division of equity shares of ₹ 10/- each into 10 equity share of ₹ 1/- each.	2,07,90,000	-	-	-
Shares outstanding at the end of the year	2,31,00,000	231.00	23,10,000	231.00

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

20.2 Terms/Rights attached to Equity Shares :

The Company has only one class of shares referred to as equity shares having a par value of ₹1/- per share. Holders of equity shares are entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuring annual general meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

20.3 Details of Shareholder holding more than 5% of Equity Share Capital :

Name of Shareholder	As at 31st March, 2018		As at 31st March, 2017	
	No. of Shares held of ₹ 1 each	% of Holding	No. of Shares held of ₹ 1 each	% of Holding
Kiran Kheruka	35,61,470	15.42	3,57,697	15.48
Rekha Kheruka	35,10,970	15.20	3,52,647	15.27
Bajrang Lal Kheruka	28,40,920	12.30	2,84,092	12.30
Pradeep Kumar Kheruka	26,40,920	11.43	2,64,092	11.43
Fennel Investment and Finance Pvt. Ltd.	12,40,570	5.37	1,24,057	5.37
Croton Trading Pvt. Ltd.	25,07,980	10.86	2,50,798	10.86

20.4 Under Borosil Employee Stock Option Scheme 2017, 11,55,000 options reserved by the shareholders (Refer note 39).

20.5 Aggregate number of shares bought back during the period of five years immediately preceding the reporting date:-

Particulars	As at 31st March,2018	As at 31st March,2017
	No. of Shares	No. of Shares
Shares bought back (Face value of ₹ 10/- each)	6,96,000	16,53,928

20.6 Dividend paid and proposed:-

(₹ in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Dividend declared and paid		
Final dividend declared and paid during the year at ₹ 25 per share of ₹ 10/- each (Previous year ₹ Nil per share).	577.50	-
Dividend Distribution Tax on final dividend	117.57	-
Proposed Dividends		
Final dividend proposed for the year ended on 31st March, 2018 at ₹ 2.5 per share (Face value of ₹ 1/- each) (Previous Year ₹ 25 per share (Face value of ₹ 10/- each)).	577.50	577.50
Dividend Distribution Tax on proposed dividend	118.71	117.57

Proposed dividends on equity shares are subject to approval at the annual general meeting and are not recognised as a liability (including Dividend Distribution Tax thereon) as at 31 March.

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

Note 21 - Other Equity

(₹ in lacs)

Particulars	As at 31st March, 2018		As at 31st March, 2017	
Capital Reserve				
As per Last Balance Sheet		15.00		15.00
Capital Redemption Reserve				
As per Last Balance Sheet		165.39		165.39
General Reserve				
As per Last Balance Sheet		500.00		500.00
Share Based Payment Reserve				
As per Last Balance Sheet	-		-	
Add: Share based payment for the year	68.09	68.09	-	-
Retained Earnings				
As per Last Balance Sheet	71,314.57		58,645.33	
Add: Profit for the year	4,637.24		12,669.24	
Amount available for appropriation	**75,951.81**		**71,314.57**	
Less: Appropriations				
Final Dividend Payment	577.50		-	
Tax on Final Dividend	117.57	75,256.74	-	71,314.57
Other Comprehensive Income (OCI)				
As per Last Balance Sheet	4,948.85		4,063.58	
Add: Movements in OCI (net) during the year	984.18	5,933.03	885.27	4,948.85
Total		**81,938.25**		**76,943.81**

21.1 Nature and Purpose of Reserve

1. **Capital Redemption Reserve:**
Capital redemption reserve was created against buy back of shares. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

2. **Capital Reserve**
Capital reserve was created by way of subsidy received from State Industries Promotion Corporation of Tamilnadu. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

3. **Share Based Payment Reserve**
Share based payment reserve is created against "Borosil Employees Stock Option Scheme 2017" and will be utilised against exercise of the option by the employees of the Company including subsidiary companies on issuance of the equity shares of the Company.

4. **Other Comprehensive Income (OCI) :**
OCI includes Debts Instrument carried at fair value through OCI (FVTOCI) and remeasurement of defined benefit plans.

5. **Debts instrument carried at fair value through OCI (FVTOCI)**
The Company has elected to recognise changes in fair value of certain investment in debt instruments through other comprehensive income. Changes are accumulated in debt instruments carried at FVTOCI and transfers to statement of profit and loss when the relevant debt instruments are derecognised.

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

Note 22 - Income Tax

22.1 Current Tax

(₹ in lacs)

Particulars	For the Year ended 31st March, 2018	For the Year ended 31st March, 2017
Current Income Tax	2499.57	1503.74
Income Tax of earlier years	(8.48)	1.71
Total	**2,491.09**	**1,505.45**

22.2 The major components of Income Tax Expenses for the year ended 31st March, 2018 and 31st March, 2017 are as follows:

(₹ in lacs)

Particulars	For the Year ended 31st March, 2018	For the Year ended 31st March, 2017
Recognised in Statement of Profit and Loss :		
Current Income Tax (Refer note 22.1)	2,491.09	1,505.45
Deferred Tax - Relating to origination and reversal of temporary differences	(101.79)	(382.78)
Total Tax Expenses	**2,389.30**	**1,122.67**

22.3 Reconciliation between tax expenses and accounting profit multiplied by tax rate for the year ended 31st March, 2018 and 31st March, 2017:

(₹ in lacs)

Particulars	For the Year ended 31st March, 2018	For the Year ended 31st March, 2017
Accounting profit before tax	7,026.54	13,791.91
Applicable tax rate	34.608%	34.608%
Computed Tax Expenses	**2,431.74**	**4,773.10**
Tax effect on account of:		
Lower tax rate, indexation and fair value changes etc.	121.08	(472.81)
Tax exemption on profit arising on Compulsory acquisition of land	-	(3,145.05)
Exempted income	(20.74)	(106.36)
Increase in rate of cess	7.33	-
Expenses not allowed	20.27	90.90
Non consideration of surcharge for MAT Credit	(174.02)	-
Other deductions / allowances	12.12	(18.82)
Income tax for earlier years	(8.48)	1.71
Income tax expenses recognised in statement of profit and loss	**2,389.30**	**1,122.67**

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

22.4 Deferred tax liabilities relates to the followings:

(₹ in lacs)

Particulars	Balance Sheet		Statement of profit and loss	
	As at 31st March, 2018	As at 31st March, 2017	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Property, Plant and Equipment including assets held for sale	739.11	1,048.25	(309.14)	(313.65)
Investment Property including assets held for sale	(51.80)	(161.10)	109.30	(67.14)
Art work	(18.92)	(17.09)	(1.83)	(2.82)
Deductions not available under the Income Tax Act, 1961	(130.18)	(90.92)	(39.26)	(36.85)
Financial Instruments	(296.08)	(606.06)	309.98	163.86
Provision for doubtful debts	(10.23)	(10.13)	(0.10)	(7.90)
Inventory	(112.42)	(103.22)	(9.20)	(11.31)
Total	**119.48**	**59.73**	**59.75**	**(275.81)**

22.5 Reconciliation of deferred tax liabilities (net):

(₹ in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Opening balance	59.73	335.54
Deferred Tax income recognised in statement of profit and loss	(101.79)	(382.78)
Deferred Tax expenses recognised in OCI	161.54	106.97
Closing balance	**119.48**	**59.73**

22.6 Unused tax losses for which no deferred tax assets has been recognised is ₹ Nil (Previous Year ₹ Nil).

Note 23 - Current financial liabilities - Trade Payables

(₹ in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Micro, Small and Medium Enterprises	161.61	113.92
Others	3,017.94	1,335.69
Total	**3,179.55**	**1,449.61**

23.1 Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED 2006) have been determined based on the information available with the Company and the details of amount outstanding due to them are as given below:

(₹ in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
a) Principal amount outstanding	161.61	113.92
b) Interest due thereon	-	-
c) Interest paid by the Company in terms of Section 16 of MSMED 2006, alongwith amount of the payment made to the suppliers beyond the appointed day during the year .	-	-
d) Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED 2006.	-	-
e) Interest accrued and remaining unpaid	-	-
f) Further interest remaining due and payable in the succeeding years.	-	-

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

Note 24 - Current financial liabilities - Others

(₹ in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Interest accrued but not due on Dealer Deposits	25.00	24.26
Dealer Deposits	226.21	217.47
Unclaimed Dividends*	104.27	107.98
Creditors for Capital Expenditure	17.12	27.57
Deposits	3.75	2.40
Other Payables	2,215.54	1,546.25
	2,591.89	**1,925.93**

* This figure does not include any amounts, due and outstanding, to be credited to Investor Education and Protection Fund.

24.1 Other Payables includes outstanding liabilities for expenses, Commission to Directors, discount, rebates etc.

Note 25 - Other Current Liabilities

(₹ in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Advance from Customers	62.07	51.12
Statutory liabilities	227.03	243.44
Total	**289.10**	**294.56**

Note 26 - Current Provisions

(₹ in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Provisions for Employee Benefits		
Superannuation (Funded)	2.24	7.43
Gratuity (Funded) (Refer note 38)	78.45	50.09
Leave Encashment	248.27	195.01
Total	**328.96**	**252.53**

Note 27 - Revenues from Operations

(₹ in lacs)

Particulars	For the Year ended 31st March, 2018	For the Year ended 31st March, 2017
Sale of Products	29,535.74	26,665.12
Other Operating Revenue	47.56	34.71
Revenue from Operations	**29,583.30**	**26,699.83**

Note 28 - Other Income

(₹ in lacs)

Particulars	For the Year ended 31st March, 2018	For the Year ended 31st March, 2017
Interest Income from Financial Assets measured at fair value through profit or loss		
- Non-current Investments	310.35	413.73
- Current Investments	404.75	2.91

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

(₹ in lacs)

Particulars	For the Year ended 31st March, 2018	For the Year ended 31st March, 2017
Interest Income from Financial Assets measured at amortised cost		
- Inter Corporate Deposits	1,075.87	560.23
- Fixed Deposits with Banks	8.69	9.23
- Customers	103.43	72.02
- Others	3.60	3.66
Dividend Income from Financial Assets measured at fair value through profit or loss		
- Non-current Investments	0.89	2.40
- Current Investments	58.17	277.77
Gain on Sale of Investments (net)		
- Non-current Investments	-	259.71
- Current Investments	453.87	233.08
Gain / (Loss) on Financial Instruments measured at fair value through profit or loss (net)	746.56	1,446.08
Gain on sale of Property, Plant and Equipment and Assets held for Sale (net) (Refer Note 28.1)	309.49	-
Rent Income	120.66	118.85
Gain on Foreign Currency Transactions (net)	-	77.86
Sundry Credit Balance Written Back (net)	10.54	0.96
Insurance Claim Received	17.14	-
Miscellaneous Income	12.06	19.46
Total	**3,636.07**	**3,497.95**

28.1 Includes profit on sale of Assets held for sale of ₹132.19 lacs (Previous Year ₹ Nil)

Note 29 - Changes in Inventories of Stock-in-Trade

(₹ in lacs)

Particulars	For the Year ended 31st March, 2018	For the Year ended 31st March, 2017
At the end of the Year		
Stock-in-Trade	3,701.01	3,906.16
Scrap (Cullet)	11.86	11.86
	3,712.87	**3,918.02**
At the beginning of the Year		
Stock-in-Trade	3,906.16	3,839.71
Scrap (Cullet)	11.86	14.27
	3,918.02	**3,853.98**
Less: GST Credit taken on opening stock	145.60	-
	3,772.42	**3,853.98**
Total	**59.55**	**(64.04)**

Note 30 - Employee Benefits Expense

(₹ in lacs)

Particulars	For the Year ended 31st March, 2018	For the Year Ended 31st March, 2017
Salaries, Wages & allowances	3,038.91	2,475.27
Contribution to Provident and Other Funds (Refer note 38)	198.33	114.79
Share Based Payments (Refer note 39)	49.22	-
Staff Welfare Expenses	131.19	130.17
Total	**3,417.65**	**2,720.23**

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

Note 31 - Finance Cost

(₹ in lacs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Interest Expenses on financial liabilities measured at amortised cost	28.17	116.58
Exchange Differences regarded as an adjustment to Borrowing Costs	-	0.82
Total	**28.17**	**117.40**

Note 32 - Depreciation and amortisation Expenses

(₹ in lacs)

Particulars	For the Year ended 31st March, 2018	For the Year ended 31st March, 2017
Depreciation of Property, Plant and Equipment (Refer note 5)	470.44	538.60
Depreciation and amortisation of investment properties (Refer note 6)	-	5.26
Amortisation of intangible assets (Refer note 7)	51.93	37.44
Total	**522.37**	**581.30**

Note 33 - Other Expenses

(₹ in lacs)

Particulars	For the Year ended 31st March, 2018	For the Year ended 31st March, 2017
Trading and Other Expenses		
Packing Materials Consumed	704.53	668.79
Selling and Distribution Expenses		
Sales Promotion and Advertisement Expenses	1,874.99	1,339.27
Discount and Commission	388.63	428.87
Freight Outward / Octroi	1,108.85	995.73
Warehousing Expenses	341.57	422.94
Additional Tax and Turnover tax	3.29	7.30
Administrative and General Expenses		
Rent	102.62	96.33
Rates and Taxes	35.48	40.28
Other Repairs	240.63	148.92
Insurance	42.74	31.14
Legal and Professional Fees	684.24	839.16
Travelling	937.90	771.97
Loss on Foreign Currency Transactions (net)	14.47	-
Provision for Doubtful Debts	-	22.85
Impairment on Assets held for Sale (Refer note 46)	-	1,193.20
Investment Advisory Charges	23.10	95.88
Commission to Directors	35.00	34.63
Directors Sitting Fees	10.42	9.54
Payment to Auditors (Refer Note 33.1)	46.25	46.86
Corporate Social Responsibility Expenditure (Refer Note 33.2)	84.61	66.00
Donation	17.17	15.62
Loss on Sale of Non-current Investments (net)	182.25	-
Miscellaneous Expenses	452.68	404.38
Total	**7,331.42**	**7,679.66**

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

33.1 Details of Payment to Auditors

(₹ in lacs)

Particulars	For the Year ended 31st March, 2018	For the Year ended 31st March, 2017
Payment to Auditors as :		
Auditor	26.00	26.56
For Tax Audit	8.00	6.90
For Taxation Matters	-	-
For Company Law Matters	-	-
For Certification charges	7.25	7.65
For Other Service	5.00	5.75
For Reimbursement of Expenses	-	-
Total	**46.25**	**46.86**

33.2 Notes related to Corporate Social Responsibility expenditure (CSR):

(a) CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the company during the year is ₹ 83.87 lacs (Previous Year ₹ 73.12 lacs).

(b) Expenditure related to Corporate Social Responsibility is ₹ 84.61 lacs (Previous Year ₹ 66.00 lacs) and ₹ Nil (Previous year 7.12 lacs) remained unspent.

Details of expenditure towards CSR given below: (₹ in lacs)

Particulars	For the Year ended 31st March, 2018	For the Year ended 31st March, 2017
(i) Promoting health care including preventive health care	1.00	1.00
(ii) Promoting education	17.61	13.00
(iii) Promoting sports including Olympic sports	50.00	50.00
(iv) Protection of national heritage	15.00	-
(v) Others	1.00	2.00
Total	**84.61**	**66.00**

Note 34 - Exceptional Items

(₹ in lacs)

Particulars	For the Year ended 31st March, 2018	For the Year ended 31st March, 2017
Loss / (Profit) on Sale of Property, Plant and Equipment	-	(9,087.64)
Total	**-**	**(9,087.64)**

34.1 During the previous year, the Deputy Collector, Mumbai Suburban District, acquired the Company's Land situated at J.B.Nagar, Andheri (East), Mumbai, admeasuring an area of 4237 sq. mtr. against a compensation of ₹ 9,444.24 lacs, computed under Right to Fair Compensation and Transparency in Land Acquisition Rehabilitation and Resettlement Act, 2013 ("Act") vide her award dated 7th December, 2016. Out of this, the Company paid ₹ 356.22 lacs to the Municipal Corporation of Greater Mumbai ("MCGM") towards training of nalla located on the above land. The net amount of ₹9,087.64 lacs has been shown as an exceptional item in the financial statement. The Company has been legally advised that the Company is eligible for tax exemption under section 96 of the Act read with CBDT circular 36/2016 dated 25th October, 2016 in respect of above acquisition and accordingly Company is not liable to pay any tax (including MAT) under Income tax Act, 1961 and hence no provision for income tax has been made on the above acquisition.

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

Note 35 - Earnings Per Equity share (EPS)

Particulars	For the Year ended 31st March, 2018	For the Year ended 31st March, 2017
Net profit for the year attributable to Equity Shareholders for Basic EPS (₹ in lacs)	4,637.24	12,669.24
Add: Share based payment (net of tax) (₹ in lacs)	32.18	-
Net profit for the year attributable to Equity Shareholders for Diluted EPS (₹ in lacs)	4,669.42	12,669.24
Weighted average number of equity shares outstanding during the year for Basic EPS (in Nos.)	2,31,00,000	2,31,00,000
Weighted average number of equity shares outstanding during the year for Diluted EPS (in Nos.)	2,31,03,997	2,31,00,000
Earnings per share of ₹ 1 each (in ₹)		
- Basic	20.07	54.85
- Diluted *	20.07	54.85
Face value per equity share (in ₹)	1.00	1.00

* As the Diluted Earning Per Share is anti-dilutive, Basic Earning per share has been considered as Diluted earning per share.

35.1 On 15th September, 2017, the Company has sub-divided its equity shares of ₹ 10/- each into 10 equity share of ₹ 1/- each. The Earning Per Share for the previous year has been recomputed to give effect of the sub-division of the equity shares, as required by IND AS-33 "Earnings per Share".

Note 36 - Contingent Liabilities and Commitments

36.1 Contingent Liabilities (To the extent not provided for)
Claims against the Company not acknowledged as debts

(₹ in lacs)

Particulars	As at 31st March 2018	As at 31st March 2017
Disputed Liabilities in Appeal (No Cash outflow is expected in the near future)		
- Sales Tax (Amount paid under protest of ₹ 0.55 lacs (Pervious Year ₹ Nil))	55.91	38.29
- Income Tax	55.23	-
- Others	-	5.68
Guarantees		
- Bank Guarantees	4.69	4.49
Others		
1. Investments Pledged with a Bank against Credit facility availed by related parties	754.71	796.31
2. Corporate Guarantee given to a Bank against Credit facility availed by related party	-	1,916.25
3. Letter of Credits- Foreign	148.97	115.94
4. Bonus (Refer note 36.4)	6.93	6.93

36.2 Commitments

(₹ in lacs)

Particulars	As at 31st March 2018	As at 31st March 2017
Estimated amount of Contracts remaining to be executed on Capital Account not provided for (cash outflow is expected on execution of such capital contracts):		
-- Related to Property, plant and equipment	178.31	335.13
-- Related to Intangible Assets	-	-
Commitments towards Investments (cash outflow is expected on execution of such commitments)	1,000.00	1,262.50

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

36.3 Management is of the view that above litigations will not impact the financial position of the company.

36.4 The Payment of Bonus (Amendment) Act, 2015 envisages enhancement of eligibility limit and Calculation Ceiling under section 12 from ₹ 3500 to ₹ 7000 or the minimum wage for the scheduled employment, as fixed by the appropriate Government, whichever is higher. The Payment of Bonus (Amendment) Act, 2015 have come into force on the 1st April 2014. However, the same is challenged in the Hon'ble High Courts of few States by some parties and those High Courts have provided stay on the retrospectively impact of the same and accordingly same amount shown as contingent liability.

Note 37 - Portfolio Management Services

As at 31st March, 2018, the company has invested ₹1,123.62 lacs (Previous Year ₹ 2,174.64 lacs) through Portfolio Managers who provide Portfolio Management Services which are in the nature of investment administrative management services and include the responsibility to manage, invest and operate the fund as per the agreement(s) entered with them. As on the said date, the outstanding balance of securities amounting to ₹1,122.19 lacs (Previous Year ₹ 2,168.31 lacs) has been accounted as investment in Note 8 and 13 and the amount of Rs 1.43 lacs (Previous Year ₹ 6.33 lacs) shown under the head "Current financial assets - Others" in Note 18.

Note 38 - Employee Benefits

38.1 As per Ind AS 19 'Employee Benefits', the disclosure of Employee benefits as defined in the Ind AS are given below:

(a) Defined Contribution Plan:

Contribution to Defined Contribution Plan, recognized as expense for the years are as under:

(₹ in lacs)

Particulars	**2017-18**	**2016-17**
Employer's Contribution to Provident Fund	68.54	53.79
Employer's Contribution to Pension Scheme	30.05	27.44
Employer's Contribution to Superannuation Fund	2.24	7.43
Employer's Contribution to ESIC	0.32	0.20

The contribution to provident fund and pension scheme is made to Employees' Provident Fund managed by Provident Fund Commissioner. Employees' Superannuation Fund is managed by Life Insurance Corporation of India. The contribution towards ESIC made to Employees' State Insurance Corporation. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

(b) Defined Benefit Plan:

The employees' Gratuity Fund is managed by the Life Insurance Corporation of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Particulars	**Gratuity (Funded)**	
	As at 31st March, 2018	**As at 31st March, 2017**
Actuarial assumptions		
Mortality Table	Indian Assured Lives Mortality (2006-08) Ult	Indian Assured Lives Mortality (2006-08) Ult
Salary growth	8.50%	8.50%
Discount rate	7.50%	7.20%
Expected returns on plan assets	7.50%	7.20%
Withdrawal Rates	10% at younger ages reducing to 2% at older ages	10% at younger ages reducing to 0% at older ages

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

(₹ in lacs)

Particulars	Gratuity (Funded)	
	2017-18	2016-17
Movement in present value of defined benefit obligation		
Obligation at the beginning of the year	215.36	167.03
Current service cost	32.44	23.96
Interest cost	14.20	12.72
Benefits paid	(24.12)	(13.50)
Past service cost	62.30	-
Actuarial (gain) / loss on obligation	(17.10)	25.15
Obligation at the end of the year	**283.08**	**215.36**
Movement in fair value of plan assets		
Fair value at the beginning of the year	165.27	130.32
Interest Income	11.76	10.75
Expected Return on Plan Assets	1.63	0.99
Contribution	50.09	36.71
Benefits paid	(24.12)	(13.50)
Fair value at the end of the year	204.63	165.27
Amount recognised in the statement of profit and loss		
Current service cost	32.44	23.96
Past service cost	62.30	-
Interest cost	2.44	1.97
Total	**97.18**	**25.93**
Amount recognised in the other comprehensive income		
Components of actuarial (gains) / losses on obligations:		
Due to Change in financial assumptions	(7.95)	13.06
Due to change in demographic assumption	-	-
Due to experience adjustments	(9.15)	12.09
Return on plan assets excluding amounts included in interest income	(1.63)	(0.99)
Total	**(18.73)**	**24.16**

(c) Fair Value of plan assets

(₹ in lacs)

Class of assets	Fair Value of Plan Asset	
	2017-18	2016-17
Life Insurance Corporation of India	204.26	164.98
Bank Balance	0.37	0.29
Total	**204.63**	**165.27**

(d) Net Liability Recognised in the Balance Sheet

(₹ in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Present value of obligations at the end of the year	283.08	215.36
Less: Fair value of plan assets at the end of the year	204.63	165.27
Net liability recognized in the balance sheet	**78.45**	**50.09**

(e) The estimate of rate of escalation in Salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other retirement factors including supply & demand in the employment market. The above information is certified by the actuary.

38.2 Sensitivity analysis: **(₹ in lacs)**

Particulars	Changes in assumptions	Effect on Gratuity obligation
For the year ended 31st March, 2017		
Salary growth rate	+0.50%	7.07
	-0.50%	(7.15)
Discount rate	+0.50%	(8.88)
	-0.50%	9.60
Withdrawal rate (W.R.)	W.R. x 110%	(0.31)
	W.R. x 90%	(1.42)
For the year ended 31st March, 2018		
Salary growth rate	+0.50%	9.66
	-0.50%	(7.61)
Discount rate	+0.50%	(12.44)
	-0.50%	13.48
Withdrawal rate (W.R.)	W.R. x 110%	1.15
	W.R. x 90%	(1.13)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. In presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined obligation liability recognized in the balance sheet.

38.3 Risk exposures

A. **Actuarial Risk:**
It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate then the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate then the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

B. **Investment Risk:**
For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

C. **Liquidity Risk:**
Employees with high salaries and long durations or those higher in hierarchy accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cash flows.

D. **Market Risk:**
Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

E. Legislative Risk:

Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

38.4 Details of Asset-Liability Matching Strategy

Gratuity benefits liabilities of the company are Funded. There are no minimum funding requirements for a Gratuity benefits plan in India and there is no compulsion on the part of the Company to fully or partially pre-fund the liabilities under the Plan. The trustees of the plan have outsourced the investment management of the fund to an insurance company which are regulated by IRDA. Due to the restrictions in the type of investments that can be held by the fund, it may not be possible to explicitly follow an asset-liability matching strategy to manage risk actively in a conventional fund.

38.5 The expected payments towards contributions to the defined benefit plan is within one year.

38.6 The following payments are expected towards Gratuity in future years:

(₹ in lacs)

Year ended	Cash flow
31st March, 2019	45.86
31st March, 2020	22.87
31st March, 2021	11.49
31st March, 2022	12.47
31st March, 2023	21.59
31st March, 2024 to 31st March, 2028	102.69

38.7 The average duration of the defined benefit plan obligation at the end of the reporting period is 5.94 years (Previous Year 5.54 years).

Note 39 - Share Based Payments

The Company offers equity based award plan to its employees through the Company's stock option plan introduced during the year.

Borosil Employee Stock Option Scheme (ESOS) 2017

During the year, the Company introduced an Borosil Employee Stock Option Scheme 2017 (ESOS), which was approved by the shareholders of the Company to provide equity settled incentive to specific employees of the Company including subsidiary companies. The ESOS scheme includes tenure based stock option awards. The specific Employees to whom the Options are granted and their Eligibility Criteria are determined by the Nomination and Remuneration Committee. During the year, the Company has granted 90,927 options to the employees.

Initial awards under the ESOS were granted on 2nd November, 2017. The exercise price of the awards is ₹ 800 per share.

The details of share options for the year ended 31st March 2018 is presented below:

Particulars	ESOS 2017
Options as at 1st April, 2017	-
Options granted during the year	90,927
Options forfeited during the year	-
Options exercised during the year	-
Options outstanding as at 31st March, 2018	90,927

The fair value of awards has been determined at the date of grant of the award. This fair value, adjusted by the Company's estimate of the number of awards that will eventually vest, is expensed on over the vesting period.

The fair values were calculated using the Black-Scholes Model for tenure based awards. The inputs to the model include the share price at date of grant, exercise price, expected life, expected volatility, expected dividends and the risk free rate of interest. Expected volatility has been calculated using historical return on share price. All options are assumed to be exercised within six months from the date of respective vesting.

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

The assumptions used in the calculations of the charge in respect of the ESOS awards granted during the year ended 31st March, 2018 are set out below:

Particulars	ESOS 2017
Number of Options	90927
Exercise Price	₹800.00
Share Price at the date of grant	₹914.55
Vesting Period	1) 33% of the option on completion of 1 year from grant date
	2) 33% of the option on completion of 2 year from grant date
	3) 34% of the option on completion of 3 year from grant date
Expected Volatility	38.60%
Expected option life	6 months
Expected dividends	0.28%
Risk free interest rate	6.70%
Fair value per option granted	1) ₹263.62 for vesting of shares on completion of 1 year from grant date
	2) ₹325.67 for vesting of shares on completion of 2 year from grant date
	3) ₹376.86 for vesting of shares on completion of 3 year from grant date

The Company recognized total expenses of ₹49.22 lacs related to above equity settled share-based payment transactions for the year ended 31st March, 2018. Further, ₹ 18.87 lacs in respect of stock option to the employees of subsidiaries are recognised as receivable and will be recovered on exercise of the said options. Equity settled employee stock options reserve outstanding with respect to the above scheme as at year end is ₹68.09 lacs.

Note 40 - Provisions

Disclosures as required by Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets:-

40.1 Movement in provisions:-

(₹ in lacs)

Nature of provision	Provision for Doubtful Debts	Total
As at 1st April, 2016	6.43	6.43
Provision during the year	22.85	22.85
Payment during the year	-	-
As at 31st March, 2017	**29.28**	**29.28**
Provision during the year	-	-
Payment during the year	-	-
As at 31st March, 2018	**29.28**	**29.28**

Note 41 - Segment reporting

In accordance with Ind AS 108 'Operating Segment ', segment information has been given in the consolidated financial statements, and therefore, no separate disclosure on segment information is given in these financial statements.

Note 42 - Related party disclosure

In accordance with the requirements of Ind AS 24 "Related Party Disclosures", name of the related party, related party relationship, transactions and outstanding balances including commitments where control exits and with whom transactions have taken place during reported periods, are as detail below:

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

42.1 List of Related Parties :

	Name of the related party	Country of incorporation	% of equity interest	
			As at 31st March 2018	As at 31st March 2017
(a)	**Subsidiary Companies**			
	Borosil Afrasia FZE	United Arab Emirates	100.00%	100.00%
	Hopewell Tableware Private Limited	India	100.00%	100.00%
	Klasspack Private Limited (w.e.f. 29.07.2016)	India	60.28%	60.28%
	Gujarat Borosil Limited (Refer note 42.6)	India	25.25%	25.25%
(b)	**Step-down Subsidiary Company**			
	Borosil Afrasia Middle East Trading LLC (Refer note 42.7)	United Arab Emirates	49.00%	49.00%
(c)	**Associate Company**			
	Fennel Investment and Finance Private Limited	India	45.85%	45.85%

(d) Key Management Personnel

Mr. B.L.Kheruka – Executive Chairman.
Mr. Shreevar Kheruka – Managing Director & CEO.
Mr. V.Ramaswami - Whole-time Director (upto 31.03.2018).
Mr. Swadhin Padia - Chief Financial Officer
Ms. Gita Yadav - Company Secretary

(e) Relative of Key Management Personnel

Mr. P.K.Kheruka - Relative of Mr. B. L. Kheruka and Mr. Shreevar Kheruka.
Mrs. Rekha Kheruka - Relative of Mr. B. L. Kheruka and Mr. Shreevar Kheruka.
Mrs. Kiran Kheruka - Relative of Mr. B. L. Kheruka and Mr. Shreevar Kheruka.
Mrs. Priyanka Kheruka - Relative of Mr. B. L. Kheruka and Mr. Shreevar Kheruka.
Miss. Tarini Kheruka - Relative of Mr. B. L. Kheruka and Mr. Shreevar Kheruka.
Miss. Sharanya Kheruka - Relative of Mr. B. L. Kheruka and Mr. Shreevar Kheruka.
Mrs. Rajshree Padia - Relative of Mr. Swadhin Padia.

(f) Enterprises over which persons described in (d) & (e) above are able to exercise significant influence (Other Related Parties) with whom transactions have taken place:-

Vyline Glass Works Limited
Sonargaon Properties LLP
Croton Trading Private Limited
Gujarat Fusion Glass LLP
Topgrain Corporate Service Private Limited
Glachem Agents And Traders Private Limited
Borosil Foundation
Chotila Silica Private Limited
Kanchan Labware Private Limited
Serene Trading and Agencies Private Limited

(g) Trust under Common control

Name of the entity	Country of incorporation	Principal Activities
Borosil Glass Works Limited Gratuity Fund	India	Company's employee gratuity trust
Borosil Glass Works Limited Management Employees Pension Fund	India	Company's employee superannuation trust

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

42.2 Transacions with Related Parties :

(₹ in lacs)

Name of Transactions	Name of the Related Party	2017-18	2016-17
Transactions with subsidiaries / associates			
Sale of Goods	Borosil Afrasia FZE	-	3.77
	Gujarat Borosil Limited	5.29	0.96
	Klasspack Private Limited	4.99	0.17
	Hopewell Tableware Private Limited	0.30	1.64
Rent Received	Gujarat Borosil Limited	15.60	15.60
	Hopewell Tableware Private Limited	5.88	1.25
Interest Income	Hopewell Tableware Private Limited	672.72	121.19
Guarantee Commission Income	Hopewell Tableware Private Limited	6.64	0.54
Other Income	Borosil Afrasia FZE	0.11	0.57
Purchase of Goods	Hopewell Tableware Private Limited	-	106.88
	Klasspack Private Limited	303.51	161.47
Dividend paid	Fennel Investment and Finance Private Limited	31.01	-
Sale of Capital Assets	Mr. B. L. Kheruka	2,137.13	-
	Mrs. Rekha Kheruka	2,137.13	-
	Mrs. Priyanka Kheruka	2,137.13	-
Reimbursement of expenses to	Gujarat Borosil Limited	25.86	10.68
	Hopewell Tableware Private Limited	2.53	1.77
Reimbursement of expenses from	Gujarat Borosil Limited	17.13	19.56
	Hopewell Tableware Private Limited	10.46	7.22
	Klasspack Private Limited	17.74	-
Investments made:			
Equity Shares	Borosil Afrasia FZE	-	181.59
Equity Shares	Klasspack Private Limited	-	2,249.99
Preference Shares	Hopewell Tableware Private Limited	-	600.00
Loan Given - Current	Hopewell Tableware Private Limited	190.00	1,010.00
Loan Given - Non Current	Hopewell Tableware Private Limited	5,893.00	2,290.00
Loan refunded/ adjusted by	Hopewell Tableware Private Limited	-	600.00
Transactions with other related parties:			
Sale of Goods	Vyline Glass Works Limited	27.93	22.45
Sale of Investment	Mr. Shreevar Kheruka	-	39.84
	Mrs. Rekha Kheruka	-	540.01
	Mrs. Priyanka Kheruka	-	28.00
	Miss. Tarini Kheruka	-	30.00
	Miss. Sharanya Kheruka	-	27.00
	Topgrain Corporate Service Private Limited	-	20.00
	Glachem Agents and Traders Private Limited	-	20.00
Rent Received	Vyline Glass Works Limited	99.18	99.18
Interest Income	Vyline Glass Works Limited	397.95	407.89
	Mr. Swadhin Padia	0.07	0.33
Guarantee Commission Income	Vyline Glass Works Limited	0.41	1.45
Purchase of Goods	Vyline Glass Works Limited	7,881.25	7,948.72
Rent Paid	Mrs. Rekha Kheruka	-	2.40
	Sonargaon Properties LLP	2.04	2.04
	Vyline Glass Works Limited	26.80	27.21

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

(₹ in lacs)

Name of Transactions	Name of the Related Party	2017-18	2016-17
Donation Given	Borosil Foundation	77.00	0.10
Directors Sitting Fees	Mr. P. K. Kheruka	1.52	2.07
Commission to Directors	Mr. P. K. Kheruka	7.00	6.90
Managerial Remuneration	Mr. V. Ramaswami	110.20	75.03
	Mr. B. L. Kheruka	294.40	223.00
	Mr. Shreevar Kheruka	242.95	147.77
	Mr. Swadhin Padia	27.22	24.13
	Ms. Gita Yadav	12.75	11.29
Dividend paid	Mr. B. L. Kheruka	71.02	-
	Mr. P. K. Kheruka	66.02	-
	Mr. Shreevar Kheruka	3.76	-
	Mrs. Kiran Kheruka	89.42	-
	Mrs. Rekha Kheruka	88.16	-
	Croton Trading Private Limited	62.70	-
	Sonargaon Properties LLP	1.25	-
	Gujarat Fusion Glass LLP (₹ 50/-)	0.00	-
	Mrs. Rajshree Padia (₹ 250/-)	0.00	-
	Chotila Silica Private Limited	11.63	-
	Kanchan Labware Private Limited	0.76	-
	Glachem Agents and Traders Private Limited	0.75	-
	Serene Trading and Agencies Private Limited (₹ 450/-)	0.00	-
Reimbursement of expenses from	Vyline Glass Works Limited	7.67	8.40
Loan Given	Vyline Glass Works Limited	-	87.42
Loan Repaid	Vyline Glass Works Limited	-	171.20
Contribution towards gratuity fund	Borosil Glass Works Limited Gratuity Fund	50.09	36.71
Contribution towards superannuation fund	Borosil Glass Works Limited Management Employees Pension Fund	7.43	2.05

(₹ in lacs)

Name of Transactions	Name of the Related Party	As at 31st March, 2018	As at 31st March, 2017
Transactions with subsidiaries / associates			
Investments as on balance sheet date:			
Preference Shares	Gujarat Borosil Limited	10,535.30	9,364.71
Equity Shares	Gujarat Borosil Limited	1,527.95	1,527.95
Equity Shares	Fennel Investment and Finance Private Limited	414.90	414.90

(₹ in lacs)

Name of Transactions	Name of the Related Party	As at 31st March, 2018	As at 31st March, 2017
Equity Shares	Borosil Afrasia FZE	524.77	524.77
Preference Shares	Hopewell Tableware Private Limited	2,800.00	2,800.00
Equity Shares	Hopewell Tableware Private Limited	2,713.29	2,713.29
Equity Shares	Klasspack Private Limited	2,703.81	2,703.81
Current Financial Assets - Interest receivable	Hopewell Tableware Private Limited	83.10	29.32
Current Financial Assets - Loans - Unsecured	Hopewell Tableware Private Limited	1,990.00	810.00
Non-Current Financial Assets - Loans - Unsecured	Hopewell Tableware Private Limited	7,193.00	2,290.00
Trade Receivables	Borosil Afrasia FZE	-	0.01
	Hopewell Tableware Private Limited	15.18	-
	Gujarat Borosil Limited	15.65	-
Trade Payable	Klasspack Private Limited	14.05	14.58
Current financial assets - Others (Refer note 39)	Hopewell Tableware Private Limited	11.75	-
	Klasspack Private Limited	7.12	-
Current financial assets - Others	Gujarat Borosil Limited	-	12.11
	Hopewell Tableware Private Limited	-	9.41
Transactions with other related parties:			
Current Financial Assets - Interest receivable	Vyline Glass Works Limited	113.24	113.24
Non-Current Financial Assets - Loans - Secured	Vyline Glass Works Limited	-	3,316.25
Current Financial Assets - Loans - Secured	Vyline Glass Works Limited	3,316.25	-
Current Financial Assets - Loans - Unsecured	Mr. Swadhin Padia	-	1.71
Non-Current Financial Assets - Loans - Unsecured	Mr. Swadhin Padia	-	0.83
Current financial assets - Others	Gujarat Fusion Glass LLP	-	18.40
Trade Payable	Vyline Glass Works Limited	1,568.74	289.13

42.3 Compensation to key management personnel of the Company

(₹ in lacs)

Nature of transaction	2017-18	2016-17
Short-term employee benefits	700.55	485.50
Post-employment benefits	18.05	11.21
Total compensation paid to key management personnel	**718.60**	**496.71**

42.4 The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at year-end are unsecured, unless specified and settlement occurs in cash. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

42.5 Details of guarantee given:

(₹ in lacs)

Name of Transactions	Name of the Related Party	As at 31st March, 2018	As at 31st March, 2017
Investments pledged with a Bank to grant Credit facility for	Vyline Glass Works Limited	51.36	203.25
	Hopewell Tableware Private Limited	703.35	703.35
Corporate Guarantee given for	Hopewell Tableware Private Limited	-	1,916.25

42.6 The Company in an earlier year invested in 9% Cumulative Non-Convertible Redeemable Preference Shares (Now, 9% Non-Cumulative Non-Convertible Redeemable Preference Shares) of Gujarat Borosil Limited (GBL). As GBL has not paid any dividend for more than two years, voting right pursuant to second proviso to sub-section 2 of section 47 of Companies Act 2013 have been vested with the Company. Accordingly the Company enjoys control aggregating to 79.46% of the total voting rights in GBL. In view of the above, GBL becomes subsidiary of the Company.

42.7 Borosil Afrasia FZE holds 49% of the total voting rights in Borosil Afrasia Middle East Trading LLC. However, 100% of the beneficial ownership vests with the Borosil Afrasia FZE. In view of the above, Borosil Afrasia Middle East Trading LLC is step down subsidiary of the Company. On 09.05.2017, Borosil Afrasia FZE and Borosil Afrasia Middle East Trading LLC have passed resolution for voluntary liquidation of Borosil Afrasia Middle East Trading LLC and the same is under progress.

42.8 In accordance with the Clause 34(3) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, advance in the nature of loans are as under:

(a) The Company has given advances in the nature of Loan as defined in clause 34(3) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 as under;

(₹ in lacs)

Name of Company	Outstanding as at 31st March, 2018	Outstanding as at 31st March, 2017	Maximum amount outstanding during the year
Vyline Glass Works Limited	3,316.25	3,316.25	3,316.25
Hopewell Tableware Private Limited	9,183.00	3,100.00	9,183.00

(b) None of the Loanees have invested in the shares of the Company.

(c) Loans to employees as per Company's Policy are not considered for this purpose.

Note 43 - Fair Values

43.1 Financial Instruments by category:

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial assets and liabilities that are recognised in the financial statements.

a) Financial Assets measured at fair value: (₹ in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Financial Assets :		
Financial Assets designated at fair value through profit or loss:-		
- Investments	25,828.43	21,563.91
Financial Assets designated at fair value through other comprehensive income:-		
- Investments	10,535.30	9,364.71

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

b) Financial Assets / Liabilities measured at amortised cost:

(₹ in lacs)

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets designated at amortised cost:-				
- Trade Receivable	6,978.08	6,978.08	4,416.84	4,416.84
- Cash and cash equivalents	901.29	901.29	333.70	333.70
- Bank Balance other than cash and cash equivalents	105.20	105.20	115.16	115.16
- Loans	12,549.55	12,549.55	6,653.72	6,653.72
- Others	564.66	564.66	293.56	293.56
Total	**21,098.78**	**21,098.78**	**11,812.98**	**11,812.98**
Financial Liabilities designated at amortised cost:-				
- Trade Payable	3,179.55	3,179.55	1,449.61	1,449.61
- Other Financial Liabilities	2,591.89	2,591.89	1,925.93	1,925.93
Total	**5,771.44**	**5,771.44**	**3,375.54**	**3,375.54**

43.2 Fair Valuation techniques used to determine fair value

The Company maintains procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

i) Fair value of trade receivable, cash and cash equivalents, other bank balances, trade payables, loans, borrowings, deposits and other financial assets and liabilities are approximate at their carrying amounts largely due to the short-term maturities of these instruments.

ii) The fair values of non-current loans are approximate at their carrying amount due to interest bearing features of these instruments.

iii) The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

iv) Fair values of quoted financial instruments are derived from quoted market prices in active markets.

v) The fair value of investments in unlisted equity shares is determined using a combination of direct sales comparison and income approach.

vi) The fair value of the remaining financial instruments is determined using discounted cash flow analysis and/or direct sales comparison approach.

vii) Equity Investments in subsidiaries and associates are stated at cost.

43.3 Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques:-

i) **Level 1 :-** Quoted prices / published NAV (unadjusted) in active markets for identical assets or liabilities. It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the balance sheet date and financial instruments like mutual funds for which net assets value (NAV) is published by mutual fund operators at the balance sheet date.

ii) **Level 2 :-** Inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). It includes fair value of the financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the Company specific estimates. If all significant inputs required to fair value an instrument are observable then instrument is included in level 2.

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

iii) **Level 3 :-** Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The following table provides hierarchy of the fair value measurement of Company's asset and liabilities, grouped into Level 1 (Quoted prices in active markets), Level 2 (Significant observable inputs) and Level 3 (Significant unobservable inputs) as described below:

(₹ in lacs)

Particulars	31st March, 2018		
	Level 1	Level 2	Level 3
Financial Assets designated at fair value through profit or loss:			
-- Listed preference shares	749.83	-	-
-- Listed bonds and debentures	5,007.05	414.53	-
-- Mutual funds	11,802.41	-	-
-- Alternative Investment Funds*	1,016.35	3,964.52	-
-- Venture Capital Funds*	-	1,101.02	-
-- Unlisted equity investments	-	7.48	2.17
-- Unlisted preference shares	-	1,062.89	-
-- Unlisted bonds and debentures	-	700.18	-
Financial Assets designated at fair value through other comprehensive income:-			
-- Investments in Unlisted preference shares of Subsidiary	-	-	10,535.30
Total	**18,575.64**	**7,250.62**	**10,537.47**

(₹ in lacs)

Particulars	31st March, 2017		
	Level 1	Level 2	Level 3
Financial Assets designated at fair value through profit or loss:			
-- Listed equity investments	1,003.44	-	-
-- Listed bonds and debentures	-	542.32	-
-- Mutual funds	13,593.77	-	-
-- Alternative Investment Funds*	-	4,259.77	-
-- Venture Capital Funds*	-	1,541.00	-
-- Unlisted equity investments	-	3.85	1.77
-- Unlisted bonds and debentures	-	617.99	-
Financial Assets designated at fair value through other comprehensive income:-			
-- Investments in Unlisted preference shares of subsidiary	-	-	9,364.71
Total	**14,597.21**	**6,964.93**	**9,366.48**

* Company has invested in various venture capital funds and alternative investment funds and these funds have further invested into various companies. Company has considered the fair value on the basis of valuation provided by respective funds.

There were no transfers between Level 1 and Level 2 during the year.

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

43.4 Description of the inputs used in the fair value measurement:

Following table describes the valuation techniques used and key inputs to valuation for level 3 of the fair value hierarchy as at 31st March, 2018, 31st March, 2017 respectively:

(₹ in lacs)

Particulars	As at 31st March, 2018	Valuation Technique	Inputs used	Sensitivity
Financial Assets designated at fair value through profit or loss:				
-- Unlisted equity investments	2.17	Book Value	Financial statements	No material impact on fair valuation
Financial Assets designated at fair value through other comprehensive income:-				
-- Investments in Unlisted preference shares of subsidiary	10,535.30	Discounted cash flow	Risk adjusted discount rate	Change in risk adjusted discount rate (+50 bps) would decrease the FV by INR 322.02 lacs and (-50 bps) would increase FV by INR 333.67 lacs

(₹ in lacs)

Particulars	As at 31st March, 2017	Valuation Technique	Inputs used	Sensitivity
Financial Assets designated at fair value through profit or loss:				
-- Unlisted equity investments	1.77	Book Value	Financial statements	No material impact on fair valuation
Financial Assets designated at fair value through other comprehensive income:-				
-- Investments in Unlisted preference shares of subsidiary	9,364.71	Discounted cash flow	Risk adjusted discount rate	Change in risk adjusted discount rate (+50 bps) would decrease the FV by INR 286.24 lacs and (-50 bps) would increase FV by INR 296.60 lacs

43.5 Reconciliation of fair value measurement categorised within level 3 of the fair value hierarchy:-

a) Financial Assets designated at fair value through profit or loss - Investments.

Particulars	₹ in lacs
Fair value as at 1st April, 2016	**1.77**
Gain on financial instruments measured at fair value through profit or loss (net)	-
Purchase / Sale of financial instruments	-
Amount transferred to / from Level 3	-
Fair value as at 31st March, 2017	**1.77**
Gain on financial instruments measured at fair value through profit or loss (net)	0.40
Purchase / Sale of financial instruments	-
Amount transferred to / from Level 3	-
Fair value as at 31st March, 2018	**2.17**

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

b) Financial Assets designated at fair value through other comprehensive income - Investments.:

Particulars	₹ in lacs
Fair value as at 1st April, 2016	**8,324.19**
Gain on Debt instrument designated at fair value through other comprehensive income	1,040.52
Purchase / Sale of financial instruments	-
Amount transferred to / from Level 3	-
Fair value as at 31st March, 2017	**9,364.71**
Gain on Debt instrument designated at fair value through other comprehensive income	1,170.59
Purchase / Sale of financial instruments	-
Amount transferred to / from Level 3	-
Fair value as at 31st March, 2018	**10,535.30**

43.6 Description of the valuation processes used by the Company for fair value measurement categorised within level 3:-

At each reporting date, the Company analyses the movements in the values of financial assets and liabilities which are required to be remeasured or reassessed as per the accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Company also compares the change in the fair value of each financial asset and liability with relevant external sources to determine whether the change is reasonable. The Company also discusses of the major assumptions used in the valuations.

For the purpose of fair value disclosures, the Company has determined classes of financial assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Note 44 :- Financial Risk Management - Objectives and Policies:

The Company is exposed to market risk, credit risk and liquidity risk. Risk management is carried out by the company under policies approved by the board of directors. This Risk management plan defines how risks associated with the Company will be identified, analysed, and managed. It outlines how risk management activities will be performed, recorded, and monitored by the Company. The basic objective of risk management plan is to implement an integrated risk management approach to ensure all significant areas of risks are identified, understood and effectively managed, to promote a shared vision of risk management and encourage discussion on risks at all levels of the organization to provide a clear understanding of risk/benefit trade-offs, to deploy appropriate risk management methodologies and tools for use in identifying, assessing, managing and reporting on risks, and to determine the appropriate balance between cost and control of risk and deploy appropriate resources to manage/optimize key risks. Activities are developed to provide feedback to management and other interested parties (e.g. Audit committee, Board etc.). The results of these activities ensure that risk management plan is effective in the long term.

44.1 Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise of three types of risk: foreign currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and investments.

The sensitivity analysis is given relate to the position as at 31st March 2018 and 31st March 2017.

The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations, provisions and on the non-financial assets and liabilities. The sensitivity of the relevant statement of profit and loss item is the effect of the assumed changes in the respective market risks. The Company's activities expose it to a variety of financial risks, including the effects of changes in foreign currency exchange rates and interest rates. This is based on the financial assets and financial liabilities held as at 31st March, 2018 and 31st March, 2017.

(a) Foreign exchange risk and sensitivity

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. The Company transacts business primarily in USD and EURO. The Company has foreign currency trade payables, receivables and investment in foreign subsidiary and is therefore, exposed to foreign exchange risk. The Company regularly reviews and evaluates exchange rate exposure arising from foreign currency transactions.

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

The following table demonstrates the sensitivity in the USD and EURO to the Indian Rupee with all other variables held constant. The impact on the Company's profit before tax due to changes in the fair values of monetary assets and liabilities is given below:

Unhedged Foreign currency exposure as at 31st March, 2017	Currency	Amount in FC	₹ in lacs
Trade Receivables	USD	90,201	58.13
Trade Payables	USD	1,49,305	96.72
Trade Payables	EURO	2,88,193	201.53
Investment in foreign subsidiary	AED	30,00,000	524.77

Unhedged Foreign currency exposure as at 31st March, 2018	Currency	Amount in FC	₹ in lacs
Trade Receivables	USD	1,50,935	97.38
Trade Payables	USD	5,07,445	331.00
Trade Payables	EURO	1,82,997	149.15
Investment in foreign subsidiary	AED	30,00,000	524.77

Foreign currency sensitivity

1% increase or decrease in foreign exchange rates will have the following impact on profit before tax (PBT) :-

(₹ in lacs)

Particulars	2017-18		2016-17	
	Increase / (Decrease) in PBT			
	1% Increase	1% Decrease	1% Increase	1% Decrease
USD	(2.34)	2.34	(0.39)	0.39
EURO	(1.49)	1.49	(2.02)	2.02
AED	5.25	(5.25)	5.25	(5.25)
Increase / (Decrease) in profit before tax	**1.42**	**(1.42)**	**2.85**	**(2.85)**

b) **Interest rate risk and sensitivity :-**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. During the previous year, the company was having short term borrowings in the form of buyers credit. There was a fixed rate of interest and was payable at the time of repayment of buyers credit and hence, there was no interest rate risk associated with buyers credit borrowings.

c) **Commodity price risk:-**

The Company is exposed to the movement in price of key traded materials in domestic and international markets. The Company entered into contracts for procurement of material, most of the transactions are short term fixed price contract and hence Company is not exposed to significant risk.

d) **Equity price risk:-**

The Company exposure to equity securities price risk arises from investments held by the company and classified in the balance sheet as fair value through profit or loss. To manage its price risk arising from investments in equity securities, the company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the management. Reports on the equity portfolio are submitted to the Company's senior management on a regular basis. The Company's Board of Directors reviews and approves all equity investment decisions.

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

The table below summarises the impact of increases/decreases of the index on the company equity and profit for the year. The analysis is based on the assumption that the index has been increased by 5% or decreased by 5% with all other variable held constant, and that all the company's equity instruments moved in line with the index. Impact on profit before tax is given below:

(₹ in lacs)

Particulars	**2017-18**	**2016-17**
NSE NIFTY 50 Index increased by 5%	5.08	241.56
NSE NIFTY 50 Index decreased by 5%	(5.08)	(241.56)

44.2 Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

a) Trade Receivables:-

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings with the Company for extension of credit to customers. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. The Company has also taken security deposits in certain cases from its customers, which mitigate the credit risk to some extent. No single customer accounted for 10% or more of revenue in any of the years presented. The history of trade receivables shows a negligible provision for bad and doubtful debts. Therefore, the Company does not expect any material risk on account of non-performance by Company's counterparties.

b) Financial instruments and cash deposits:-

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances are maintained. Credit risk from balances with bank is managed by the Company's finance department. Investment of surplus funds are also managed by finance department. The Company does not maintain significant cash in hand. Excess balance of cash other than those required for its day to day operations is deposited into the bank.

For other financial instruments, the finance department assesses and manage credit risk based on internal assessment. Internal assessment is performed for each class of financial instrument with different characteristics.

44.3 Liquidity risk.

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times, maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company relies operating cash flows and short term borrowings in the form of buyers credit to meet its needs for funds. Company does not breach any covenants (where applicable) on any of its borrowing facilities. The Company has access to a sufficient variety of sources of funding as per requirement.

The table below provides undiscounted cash flows towards financial liabilities into relevant maturity based on the remaining period at the balance sheet to the contractual maturity date.

(₹ in lacs)

Particulars	**Maturity**				**Total**
	0 - 3 Months	**3 - 6 Months**	**6 - 12 months**	**More than 1 year**	
As at 31st March, 2017					
Trade Payable	1,449.61	-	-	-	1,449.61
Other financial liabilities	1639.51	286.42	-	-	1,925.93
Total	**3,089.12**	**286.42**	**-**	**-**	**3,375.54**
As at 31st March, 2018					
Trade Payable	3179.55	-	-	-	3,179.55
Other financial liabilities	2118.89	473.00	-	-	2,591.89
Total	**5,298.44**	**473.00**	**-**	**-**	**5,771.44**

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

44.4 Competition and price risk

The Company faces competition from local and foreign competitors. Nevertheless, it believes that it has competitive advantage in terms of high quality products and by continuously upgrading its expertise and range of products to meet the needs of its customers.

Note 45 - Capital Management

For the purpose of Company's capital management, capital includes issued capital, all other equity reserves and debts. The primary objective of the Company's capital management is to maximise shareholders value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The Company monitors capital using gearing ratio, which is net debt divided by total capital (equity plus net debt). Net debt are non-current and current debts as reduced by cash and cash equivalents and current investments. Equity comprises all components including other comprehensive income.

(₹ in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Total Debt	-	-
Less:- Cash and cash equivalent	901.29	333.70
Less:- Current Investments	26,204.29	14,601.07
Net Debt	**-**	**-**
Total Equity (Equity Share Capital plus Other Equity)	**82,169.25**	**77,174.81**
Total Capital (Total Equity plus net debt)	**82,169.25**	**77,174.81**
Gearing ratio	**0.00%**	**0.00%**

Note 46 - Assets held for sale

(₹ in lacs)

Description of the assets held for sale	As at 31st March, 2018	As at 31st March, 2017
Building	-	5,850.90
Investment Property	388.60	364.11
Total	**388.60**	**6,215.01**

46.1 On 23rd March, 2017, the Investment Committee of the Company has decided to sell above mentioned assets and accordingly , these assets are classified as assets held for sale. The Company is making the efforts to dispose of the remaining assets held for sale and the Company expects to dispose it within a period of next one year hence, the same is continued to disclose as assets held for sale.

46.2 In the previous year, the assets held for sale are measured at the lower of its carrying amount and fair value less cost to sell, resulting into recognition of a write down of ₹ 1,193.20 lacs as an impairment loss on assets held for sale in the statement of profit and loss.

46.3 Fair valuations are based on valuations performed by an accredited independent valuer, who is a specialist in valuing these types of assets. The fair value of the assets is determined using Comparison Method under the Market Approach. This is level 3 measurement as per the fair value hierarchy. For the purpose of the valuation under comparison method, a comparison is made with similar properties that have recently been sold in the market. The comparable properties are selected for their similarity to the subject property, considering attributes such as age, size, shape, quality of construction, building features, condition, design, gentry, etc. Their sale prices are then adjusted for their difference from the subject property.

Note 47

The Board of Directors of the Company at its meeting held on 25th November, 2016 approved a Scheme of Amalgamation for merger of Hopewell Tableware Private Limited (Wholly owned subsidiary company), Fennel Investment and Finance Private Limited (associate company) and Vyline Glass Works Limited with the Company. The Board of Directors subsequently fixed 25th November, 2016 as appointed date for the said scheme. The Scheme is pending for approval with National Company Law Tribunal (NCLT) and will be given effect to upon receipt of such approval.

Note 48 - Standards issued but not effective :

On March 28, 2018, the Ministry of Corporate Affairs (MCA) has notified Ind AS 115 - Revenue from Contract with Customers and certain amendment to existing Ind AS. These amendments shall be applicable to the Company from 1st April, 2018.

Notes to the Standalone Financial Statements for the year ended 31st March, 2018

48.1 Issue of Ind AS 115 - Revenue from Contracts with customers

Ind AS 115 will supersede the current revenue recognition guidance including Ind AS 18 Revenue, Ind AS 11 Construction Contracts and the related interpretations. The core principles of Ind AS 115 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

48.2 Amendment to Existing issued Ind AS

The MCA has also notified certain amendments to the following Accounting Standards:

i. Ind AS 21 - The Effects of Changes in Foreign Exchange Rates.

ii. Ind AS 12 - Income Taxes

48.3 Applications of the above standards are not expected to have any significant impact on the Company's financial statements.

Note 49

The Management and authorities have the power to amend the Financial Statements in accordance with section 130 and 131 of The Companies Act, 2013.

Note 50

Previous Year figures have been regrouped and reclassified wherever necessary.

As per our report of even date

For and on behalf of the Board of Directors

For PATHAK H.D. & ASSOCIATES
Chartered Accountants
(Firm Registration No. 107783W)

B. L. Kheruka
Executive Chairman
(DIN 00016861)

Gyandeo Chaturvedi
Partner
Membership No. 46806

Swadhin Padia
Chief Financial Officer

Shreevar Kheruka
Managing Director & CEO
(DIN 01802416)

Place : Mumbai
Date : 30.05.2018

Gita Yadav
Company Secretary
(Membership No. A23280)

Rajesh Kumar Chaudhary
Whole-time Director
(DIN 07425111)

Borosil Glass Works Limited

Form No. AOC-1

A. Salient Features of Financial Statements of Subsidiary / Associates as per Companies Act, 2013.

A-1. Subsidiary Company

Sl. No.	Particulars	Subsidiary Company			
		Gujarat Borosil Limited	Hopewell Tableware Private Limited	Klasspack Private Limited	Borosil Afrasia FZE
1	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA	NA	NA	NA
2	Reporting Currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	NA	NA	NA	AED. Ex. Rate as on Last date is ₹17.74
3	Share Capital (₹ in lacs)	3,410.38	2,575.00	720.04	532.09
4	Other Equity (₹ in lacs)	3,480.76	(43.25)	2,402.11	(323.67)
5	Total Assets (₹ in lacs)	22,733.23	17,479.21	5,268.46	215.40
6	Total Liabilities (₹ in lacs)	15,842.09	14,947.46	2,146.31	6.98
7	Investments (₹ in lacs)	3,053.89	-	1.51	-
8	Revenue From Operations (₹ in lacs)	19,981.23	10,211.08	4,045.88	82.59
9	Profit / (Loss) before Tax (₹ in lacs)	668.12	(903.18)	(53.33)	(67.00)
10	Provision for Taxation (₹ in lacs)	(23.81)	(158.20)	(7.62)	-
11	Profit / (Loss) After Taxation (₹ in lacs)	691.93	(744.98)	(45.71)	(67.00)
12	Proposed Dividend	-	-	-	-
13	% of shareholding	25.25%	100.00%	60.28%	100.00%
14	Country	India	India	India	U.A.E

A-2. Associate Company

Sl. No.	Particulars	Fennel Investment and Finance Private Limited
1	Latest audited Balance Sheet Date	31.03.2018
2	**Shares of Associate held by the company on the year end**	
	a. No.	41,48,967
	b. Amount of Investment in Associates (₹ In lacs)	414.90
	c. Extend of Holding %	45.85%
3	Description of how there is significant influence	Due to percentage of Share Capital is more than 20%
4	Reason why the associate is not consolidated	-
5	Networth attributable to Shareholding as per latest audited Balance Sheet (₹ In lacs)	13,285.78
6	**Profit for the year**	
	a. Considered in Consolidation (₹ in lacs)	139.31
	b. Not Considered in Consolidation (₹ in lacs)	-
7	**Other comprehensive income for the year**	

Sl. No.	Particulars	Fennel Investment and Finance Private Limited
a.	Considered in Consolidation (₹ in lacs)	1,161.42
b.	Not Considered in Consolidation (₹ in lacs)	-

B. There are no Subsidiaries / Associates which are yet to commence operations.

C. There are no Subsidiaries / Associates which have been liquidated or sold during the year.

For and on behalf of the Board of Directors

B. L. Kheruka
Executive Chairman
(DIN 00016861)

Swadhin Padia
Chief Financial Officer

Shreevar Kheruka
Managing Director & CEO
(DIN 01802416)

Gita Yadav
Company Secretary
(Membership No. A23280)

Rajesh Kumar Chaudhary
Whole-time Director
(DIN 07425111)

Place : Mumbai
Date : 30.05.2018

BOROSIL GLASS WORKS LIMITED

CIN: L99999MH1962PLC012538

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

Tel.No.(022) 67406300 Fax No.(022) 67406514 Website : www.borosil.com Email : borosil@borosil.com

UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER & NINE MONTHS ENDED 31ST DECEMBER, 2018

(Rs. in lakhs except as stated)

S. No.	Particulars	Standalone					
		Quarter ended			Nine Months ended		Year ended
		(31/12/2018)	(30/09/2018)	(31/12/2017)	(31/12/2018)	(31/12/2017)	(31/03/2018)
I.	**Income:**						
	Revenue From Operations	11,358.91	8,697.23	7,884.60	27,268.47	20,833.32	29,583.30
	Other Income	1,426.74	981.44	872.99	3,428.83	2,489.95	3,636.07
	Total Income (I)	**12,785.65**	**9,678.67**	**8,757.59**	**30,697.30**	**23,323.27**	**33,219.37**
II.	**Expenses:**						
	Purchases of Stock-in-trade	6,745.28	7,376.29	3,365.09	18,641.07	10,198.77	14,833.67
	Changes in Inventories of Stock-in-trade	(638.11)	(3,054.49)	547.19	(4,520.93)	310.51	59.55
	Employee Benefits Expense	1,184.00	1,050.16	858.35	3,165.87	2,342.88	3,417.65
	Finance Costs	113.69	45.04	6.15	165.79	18.66	28.17
	Depreciation and Amortization Expense	124.21	125.34	131.52	373.66	390.25	522.37
	Other Expenses	2,918.50	2,523.73	1,837.67	7,344.58	5,124.67	7,331.42
	Total Expenses (II)	**10,447.57**	**8,066.07**	**6,745.97**	**25,170.04**	**18,385.74**	**26,192.83**
III.	**Profit Before exceptional items and Tax (I - II)**	**2,338.08**	**1,612.60**	**2,011.62**	**5,527.26**	**4,937.53**	**7,026.54**
IV.	Exceptional Items	-	-	-	-	-	-
V.	**Profit Before Tax (III - IV)**	**2,338.08**	**1,612.60**	**2,011.62**	**5,527.26**	**4,937.53**	**7,026.54**
VI.	**Tax Expense:**						
	(1) Current Tax	697.38	674.74	606.17	1,742.41	1,470.44	2,491.09
	(2) Deferred Tax	168.45	(181.93)	130.13	87.63	307.74	(101.79)
VII.	**Profit for the Period / Year (V - VI)**	**1,472.25**	**1,119.79**	**1,275.32**	**3,697.22**	**3,159.35**	**4,637.24**
VIII.	**Other Comprehensive Income (OCI)**						
	i) Items that will not be reclassified to profit or loss:						
	a) Re-measurement gains / (losses) on defined benefit plans	(6.22)	(6.22)	(12.07)	(18.66)	(36.21)	(24.87)
	b) Income tax effect on above	2.17	2.17	4.18	6.51	12.54	8.60
	ii) Items that will be reclassified to profit or loss:						
	a) Gain on Debt instrument designated at fair value through OCI	330.03	329.10	292.65	986.52	877.94	1,170.59
	b) Income tax effect on above	(54.09)	(53.88)	(44.95)	(161.45)	(131.40)	(170.14)
	Total Other Comprehensive Income	**271.89**	**271.17**	**239.81**	**812.92**	**722.87**	**984.18**
IX.	**Total Comprehensive Income for the Period / Year (VII + VIII)**	**1,744.14**	**1,390.96**	**1,515.13**	**4,510.14**	**3,882.22**	**5,621.42**
X.	**Paid up Equity Share Capital (Face value of Re. 1/- each fully paid up) (Refer note 2)**	924.00	924.00	231.00	924.00	231.00	231.00
XI.	**Other Equity excluding Revaluation Reserve**	-	-	-	-	-	81,938.25
XII.	**Earning per equity share (in Rs.) (Face value of Re. 1/- each) (Refer note 2)**						
	Basic (* Not Annualised)	1.59*	1.21*	1.38*	4.00*	3.42*	5.02
	Diluted (* Not Annualised)	1.59*	1.21*	1.38*	4.00*	3.42*	5.02

UNAUDITED STANDALONE SEGMENT INFORMATION FOR THE QUARTER & NINE MONTHS ENDED 31ST DECEMBER, 2018

(Rs. in lakhs)

S. No.	Particulars	Standalone					
		Quarter ended			Nine Months ended		Year ended
		(31/12/2018)	(30/09/2018)	(31/12/2017)	(31/12/2018)	(31/12/2017)	(31/03/2018)
1	**Segment Revenue :**						
	a. Scientificware	3,968.61	3,391.24	3,751.73	10,834.50	9,304.67	14,891.30
	b. Consumerware	7,390.30	5,305.99	4,114.25	16,433.97	11,473.56	14,607.88
	c. Others	-	-	18.62	-	55.09	84.12
	Total	**11,358.91**	**8,697.23**	**7,884.60**	**27,268.47**	**20,833.32**	**29,583.30**
	Less : Inter Segment Revenue	-	-	-	-	-	-
	Revenue from operations	**11,358.91**	**8,697.23**	**7,884.60**	**27,268.47**	**20,833.32**	**29,583.30**
2	**Segment Results (Profit before tax):**						
	a. Scientificware	776.47	564.24	812.16	1,942.94	1,760.13	3,193.05
	b. Consumerware	1,115.51	460.34	636.96	1,866.06	1,521.84	1,503.23
	c. Investments	732.05	806.64	562.62	2,358.10	1,987.24	2,697.56
	d. Others	-	-	4.27	-	13.64	21.92
	Total	**2,624.03**	**1,831.22**	**2,016.01**	**6,167.10**	**5,282.85**	**7,415.76**
	Less:- Finance Cost	113.69	45.04	6.15	165.79	18.66	28.17
	Less:- Exceptional Items	-	-	-	-	-	-
	Less:- Other unallocable expenditure (net of income)	172.26	173.58	(1.76)	474.05	326.66	361.05
	Profit before Tax	**2,338.08**	**1,612.60**	**2,011.62**	**5,527.26**	**4,937.53**	**7,026.54**
3	**Segment Assets**						
	a. Scientificware	6,291.39	4,387.14	4,469.41	6,291.39	4,469.41	5,994.91
	b. Consumerware	10,691.91	11,481.56	5,916.91	10,691.91	5,916.91	5,824.40
	c. Investments	67,072.54	67,705.87	55,275.16	67,072.54	55,275.16	64,114.20
	d. Others	-	-	20.30	-	20.30	20.15
	e. Un-allocated	11,731.61	12,328.43	20,283.25	11,731.61	20,283.25	12,760.06
	Total	**95,787.45**	**95,903.00**	**85,965.03**	**95,787.45**	**85,965.03**	**88,713.72**
4	**Segment Liabilities**						
	a. Scientificware	2,389.72	1,318.82	2,191.31	2,389.72	2,191.31	3,080.31
	b. Consumerware	3,675.25	3,695.14	2,671.35	3,675.25	2,671.35	3,188.20
	c. Investments	9.80	15.30	0.32	9.80	0.32	6.74
	d. Others	-	-	1.75	-	1.75	1.75
	e. Un-allocated	4,030.77	6,982.57	727.92	4,030.77	727.92	267.47
	Total	**10,105.54**	**12,011.83**	**5,592.65**	**10,105.54**	**5,592.65**	**6,544.47**

Note :

As per Indian Accounting Standard 108 on 'Operating Segment' (Ind-AS 108). Segments have been identified and reported after taking into account the different risks and returns, the organization structure and the internal reporting systems. These are organized into the following:

Scientificware:- Comprising of trading items used in Laboratories and Scientific ware.
Consumerware:- Comprising of trading items for Domestic use.
Investments:- Comprising of Investment activities. As the investments are not held as stock in trade, the income from investment activities has not been considered as segment revenue and accordingly not disclosed.
Others:- Comprising of items for industrial use and Miscellaneous Trading items.
Unallocated:- Consists of income, expenses, assets and liabilities which can not be directly identified to any of the above segments.

PATHAK H.D. & ASSOCIATES * MUMBAI * CHARTERED ACCOUNTANTS

1. The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 7th February, 2019. The Statutory Auditors of the Company have carried out a Limited Review of the above results.

2. The Company issued and allotted 6,93,00,000 bonus equity shares of Re. 1/- each on 6th August, 2018 to its shareholders by capitalizing its reserves. Accordingly, the Earning Per Share for the year ended 31st March, 2018 and for the quarter and nine months ended 31st December, 2017, have been restated to give effect to the allotment of the bonus shares, in line with IND AS-33 "Earnings per Share".

3. The Board of Directors of the Company at its meeting held on 18th June, 2018 approved a Composite Scheme of Amalgamation and Arrangement which provides for: (a) Amalgamation of Vyline Glass Works Limited, Fennel Investment and Finance Private Limited and Gujarat Borosil Limited with Borosil Glass Works Limited ('BGWL') and (b) Demerger of the Scientific and Industrial products and Consumer products businesses into Borosil Limited (Formerly known as Hopewell Tableware Limited) - a wholly owned subsidiary of BGWL. The appointed date is 1st October, 2018. After having received Observation letter from Stock Exchanges, the said Scheme has been filed with National Company Law Tribunal, Mumbai Bench which is pending for its approval.

4. The Ministry of Corporate Affairs (MCA), on 28th March, 2018, notified Ind AS 115 "Revenue from Contracts with Customers" as part of the Companies (Indian Accounting Standards) Amendment Rules, 2018 and the same is effective for accounting periods beginning on or after 1st April, 2018. The Company has applied modified retrospective approach in adopting the new standard and accordingly, the revenue from operations for the quarter ended and Nine months ended 31st December, 2018 is not comparable with previous periods reported. The adoption of this standard did not have any material impact to the financial statements of the Company.

5. Borosil Afrasia Middle East Trading LLC, step-down subsidiary of the Company, has been liquidated w.e.f. 18th December, 2018. During the quarter, the Board of Directors of the Company has approved for winding up of Borosil Afrasia FZE, a wholly owned subsidiary of the Company.

6. The figures for the corresponding previous periods/year have been regrouped / rearranged wherever necessary, to make them comparable.

For Borosil Glass Works Limited

PATHAK H.D. & ASSOCIATES * CHARTERED ACCOUNTANTS * MUMBAI

Shreevar Kheruka
Managing Director & CEO
(DIN 01802416)

Place : Mumbai
Date : 07.02.2019

INDEPENDENT AUDITOR'S REVIEW REPORT

To
The Board of Directors,
Borosil Glass Works Limited

1. We have reviewed the accompanying Unaudited Financial Results ("the statement") of **Borosil Glass Works Limited** ("the Company") for the quarter and nine months ended 31st December, 2018, attached herewith, being submitted by the Company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Circular No. CIR/CFD/FAC/62/2016 Dated 5th July, 2016.
2. The preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 - Interim Financial Reporting (Ind AS 34) prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of Companies (Indian Accounting Standards) Rules, 2015 and SEBI Circular No. CIR/CFD/FAC/62/2016 Dated 5th July, 2016, is the responsibility of the Company's Management and has been approved by the Board of Directors of the Company. Our responsibility is to express a conclusion on the statement based on our review.
3. We conducted our review of the Statement in accordance with the Standard on Review Engagement (SRE) 2410, "*Review of Interim Financial Information Performed by the Independent Auditor of the Entity*" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatements. A review is limited primarily to inquiries of Company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.
4. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated 5th July, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For Pathak H.D. & Associates
Chartered Accountants
Firm Registration No. - 107783W

Gyandeo Chaturvedi
Partner
Membership No. - 46806
Place: Mumbai
Date: 7th February, 2019

Head Office: 814-815, Tulsiani Chambers, 212, Nariman Point, Mumbai - 400 021, India. Tel.: + 91 22 3022 8508 Fax: + 91 22 3022 8509.
URL: www.phd.ind.in

BOROSIL GLASS WORKS LIMITED

CIN: L99999MH1962PLC012538

Regd. Office : 1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051
Tel.No.(022) 67406300 Fax No.(022) 67406514 Website : www.borosil.com Email : borosil@borosil.com

EXTRACT OF STATEMENT OF UNAUDITED STANDALONE FINANCIAL RESULTS FOR THE QUARTER & NINE MONTHS ENDED 31ST DECEMBER, 2018

(Rs. in Lakhs except as stated)

Particulars	Standalone		
	Quarter ended (31/12/2018)	Nine Months ended (31/12/2018)	Quarter ended (31/12/2017)
Total income from operations	11,358.91	27,268.47	7,884.60
Net Profit for the period before Tax and Exceptional items	2,338.08	5,527.26	2,011.62
Net Profit for the period before Tax (After Exceptional items)	2,338.08	5,527.26	2,011.62
Net Profit for the period after Tax (After Exceptional items)	1,472.25	3,697.22	1,275.32
Total Comprehensive Income for the period (Comprising profit for the period (after tax) and other comprehensive income (after tax))	1,744.14	4,510.14	1,515.13
Equity Share Capital (Refer note 2)	924.00	924.00	231.00
Other Equity (Excluding Revaluation Reserve)	-	-	-
Earning per equity share (in Rs.) (Face value of Re. 1/- each) (Refer note 2)			
Basic (* Not Annualised)	1.59*	4.00*	1.38*
Diluted (* Not Annualised)	1.59*	4.00*	1.38*

1. The above is an extract of the detailed format of Standalone Financial Results for the quarter and nine months ended 31st December, 2018, filed with the Stock Exchanges on 07th February, 2019 under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the said Financial Results are available on the Stock Exchanges website (www.bseindia.com and www.nseindia.com) and on the Company's website (www.borosil.com).

2. The Company issued and allotted 6,93,00,000 bonus equity shares of Re. 1/- each on 6th August, 2018 to its shareholders by capitalizing its reserves. Accordingly, the Earning Per Share for the quarter ended 31st December, 2017 has been restated to give effect to the allotment of the bonus shares, in line with IND AS-33 "Earnings per Share".

3. The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 07th February, 2019. The Statutory Auditors of the Company have carried out a Limited Review of the above results.

For Borosil Glass Works Limited

Shreevar Kheruka
Managing Director & CEO
(DIN 01802416)

Place : Mumbai
Date: 07.02.2019

BOROSIL GLASS WORKS LIMITED

PROVISIONAL

BALANCE SHEET AS AT 31ST DECEMBER, 2018

(Rs. in lakhs)

Particulars	Note No.	As at 31st Dec., 2018		As at 31st March, 2018	
I. ASSETS					
1 Non-current Assets					
(a) Property, Plant and Equipment	1	10,175.13		10,450.77	
(b) Capital Work-in-progress	1	413.89		412.91	
(c) Investment Property	2	198.57		198.57	
(d) Other Intangible Assets	3	98.24		128.56	
(e) Intangible assets under Development	3	-		-	
(f) Financial Assets					
(i) Investments	4	34,440.09		24,673.97	
(ii) Loans	5	21,698.95		7,219.45	
(iii) Others	6	40.67		24.73	
(g) Art Works		240.80		240.80	
(h) Non-current Tax Assets (net)		202.03		7.62	
(i) Other non-current assets	7	129.86	67,638.23	533.26	43,890.64
2 Current Assets					
(a) Inventories	8	9,371.44		3,879.92	
(b) Financial Assets					
(i) Investments	9	5,431.01		26,204.29	
(ii) Trade Receivables	10	5,935.78		6,978.08	
(iii) Cash and Cash Equivalents	11	469.62		901.29	
(iv) Bank Balances other than (iii) above	12	106.16		105.20	
(v) Loans	13	4,645.43		5,330.10	
(vi) Others	14	1,115.97		539.93	
(c) Other Current Assets	15	1,064.70		495.67	
		28,140.11		**44,434.48**	
(d) Assets held for Sale		9.11	**28,149.22**	388.60	**44,823.08**
TOTAL ASSETS			**95,787.45**		**88,713.72**
II. EQUITY AND LIABILITIES					
EQUITY					
(a) Equity Share Capital	16	924.00		231.00	
(b) Other Equity	17	84,757.91	**85,681.91**	81,938.25	**82,169.25**
LIABILITIES					
1 Non-current Liabilities					
Deferred Tax Liabilities (net)		133.93	**133.93**	119.48	**119.48**
2 Current Liabilities					
(a) Financial Liabilities					
(i) Borrowings	18	3,731.69		-	
(ii) Trade Payables	19				
Total outstanding dues of Micro and Small Enterprises		120.56		161.61	
Total outstanding dues of Creditors other than Micro and Small Enterprises		2,418.05		3,017.94	
		2,538.61		**3,179.55**	
(iii) Other Financial Liabilities	20	3,135.81		2,591.89	
(b) Other Current Liabilities	21	194.03		289.10	
(c) Provisions	22	371.47		328.96	
(d) Current Tax Liabilities (net)		-	**9,971.61**	35.49	**6,424.99**
TOTAL EQUITY AND LIABILITIES			**95,787.45**		**88,713.72**
Notes to Standalone Financial Statements	1 to 30				

For and on behalf of the Board of Directors

Swadhin Padia
Chief Financial Officer

Shreevar Kheruka
Managing Director & CEO
(DIN 01802416)

Gita Yadav
Company Secretary
(Membership No. A23280)

Rajesh Chaudhary
Whole-time Director
(DIN 07425111)

Place : Mumbai
Date : 07.02.2019

BOROSIL GLASS WORKS LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST DECEMBER, 2018

(Rs. in lakhs)

Particulars	Note No.	For the Period Ended 31st Dec., 2018	For the Year Ended 31st March, 2018
I. Revenue from Operations	23	27,268.47	29,583.30
Other Income	24	3,428.83	3,636.07
Total Income (I)		**30,697.30**	**33,219.37**
II. Expenses:			
Purchases of Stock-in-trade		18,641.07	14,833.67
Changes in Inventories of Stock-in-trade	25	(4,520.93)	59.55
Employee Benefits Expense	26	3,165.87	3,417.65
Finance Costs	27	165.79	28.17
Depreciation and Amortisation Expense	28	373.66	522.37
Other Expenses	29	7,344.58	7,331.42
Total Expenses (II)		**25,170.04**	**26,192.83**
III. Profit Before Exceptional Items and Tax (I - II)		**5,527.26**	**7,026.54**
IV. Exceptional Items		-	-
V. Profit Before Tax (III - IV)		**5,527.26**	**7,026.54**
VI. Tax Expense:			
(1) Current Tax		1742.41	2491.09
(2) Deferred Tax		87.63	(101.79)
VII. Profit For The Period/ Year (V-VI)		**3,697.22**	**4,637.24**
VIII. Other Comprehensive Income (OCI)			
i) Items that will not be reclassified to profit or loss:			
Re-measurement gains / (losses) on Defined Benefit Plans		(18.66)	(24.87)
Income Tax effect on above		6.51	8.60
ii) Items that will be reclassified to profit or loss:			
Gain on Debt Instrument designated at fair value through OCI		986.52	1170.59
Income Tax effect on above		(161.45)	(170.14)
Total Other Comprehensive Income		**812.92**	**984.18**
IX. Total Comprehensive Income for the Period / Year (VII + VIII)		**4,510.14**	**5,621.42**
X. Earnings per Equity Share of Re.1 each (in Rs.)	30		
- Basic		**4.00**	**5.02**
- Diluted		**4.00**	**5.02**
Notes to Standalone Financial Statements	1 to 30		

For and on behalf of the Board of Directors

Swadhin Padia
Chief Financial Officer

Shreevar Kheruka
Managing Director & CEO
(DIN 01802416)

Gita Yadav
Company Secretary
(Membership No. A23280)

Rajesh Chaudhary
Whole-time Director
(DIN 07425111)

BOROSIL GLASS WORKS LIMITED MUMBAI

Place : Mumbai
Date : 07.02.2019

BOROSIL GLASS WORKS LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST DECEMBER, 2018

A. **Equity Share Capital**

(Rs. in lakhs)

Particulars	As at 1st April, 2017	Changes during 2017-18	As at 31st March, 2018	Changes during 2018-19	As at 31st Dec., 2018
Equity Share Capital	231.00	-	231.00	693.00	924.00

B. **Other Equity**

(Rs. in lakhs)

Particulars	Reserves and Surplus					Items of Other Comprehensive Income		Total Other Equity
	Capital Reserve	Capital Redemption Reserve	General Reserve	Share Based Payment Reserve	Retained Earnings	Debts Instrument designated at fair value through OCI	Remeasurements of Defined Benefit Plans	
Balance as at 1st April, 2017	15.00	165.39	500.00	-	71,314.57	5,009.74	(60.89)	76,943.81
Total Comprehensive Income for the year	-	-	-	-	4,637.24	1,000.45	(16.27)	5,621.42
Final dividend payment (Dividend of Rs.25 per share)	-	-	-	-	(577.50)	-	-	(577.50)
Tax on Final Dividend	-	-	-	-	(117.57)	-	-	(117.57)
Share based payment for the year				68.09				68.09
Balance as at 31st March, 2018	15.00	165.39	500.00	68.09	75,256.74	6,010.19	(77.16)	81,938.25
Balance as at 1st April, 2018	15.00	165.39	500.00	68.09	75,256.74	6,010.19	(77.16)	81,938.25
Total Comprehensive Income for the year	-	-	-	-	3,697.22	825.07	(12.15)	4,510.14
Final dividend payment (Dividend of Rs.2.50 per share)	-	-	-	-	(577.50)	-	-	(577.50)
Tax on Final Dividend	-	-	-	-	(118.71)	-	-	(118.71)
Share based payment for the period	-	-	-	123.42	-	-	-	123.42
Transitional impact of Ind AS 115					(424.69)			(424.69)
Issue of Bonus shares		(165.39)			(527.61)			(693.00)
Balance as at 31st December, 2018	15.00	-	500.00	191.51	77,305.45	6,835.26	(89.31)	84,757.91

For and on behalf of the Board of Directors

BOROSIL GLASS WORKS LIMITED MUMBAI

Swadhin Padia
Chief Financial Officer

Shreevar Kheruka
Managing Director & CEO
(DIN 01802416)

Gita Yadav
Company Secretary
(Membership No. A23280)

Rajesh Chaudhary
Whole-time Director
(DIN 07425111)

Place : Mumbai
Date : 07.02.2019

BOROSIL GLASS WORKS LIMITED
Notes to the Standalone Financial Statements for the period ended 31st December, 2018

Note 1. Property, Plant and Equipment

(Rs. in lakhs)

Particulars	Land-Leasehold	Land - Freehold	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Total	Capital Work in Progress
COST									
As at 1st April, 2017	**363.91**	**1,938.55**	**6,936.23**	**77.38**	**1,142.87**	**364.42**	**604.33**	**11,427.69**	**440.86**
Additions	-	49.86	-	279.10	1.38	383.90	56.33	770.57	-
Disposals / transfers	-	-	3.12	-	380.38	76.17	113.66	573.33	27.95
As at 31st March, 2018	**363.91**	**1,988.41**	**6,933.11**	**356.48**	**763.87**	**672.15**	**547.00**	**11,624.93**	**412.91**
Additions	-	-	-	0.45	10.73	11.25	62.72	85.15	0.98
Disposals / transfers	-	-	-	-	34.69	13.46	0.18	48.33	-
As at 31st December, 2018	**363.91**	**1,988.41**	**6,933.11**	**356.93**	**739.91**	**669.94**	**609.54**	**11,661.75**	**413.89**
DEPRECIATION AND AMORTISATION									
As at 1st April, 2017	12.02	-	356.02	20.59	180.64	66.51	188.69	824.47	
Depreciation / Amortisation for the year	6.01	-	144.09	15.84	118.91	68.37	117.22	470.44	
Disposals	-	-	0.21	-	63.10	26.63	30.81	120.75	
As at 31st March, 2018	**18.03**	**-**	**499.90**	**36.43**	**236.45**	**108.25**	**275.10**	**1,174.16**	
Depreciation / Amortisation for the period	4.53	-	108.53	21.60	62.91	61.95	62.57	322.09	
Disposals	-	-	-	-	7.83	1.64	0.16	9.63	
As at 31st December, 2018	**22.56**	**-**	**608.43**	**58.03**	**291.53**	**168.56**	**337.51**	**1,486.62**	
NET BOOK VALUE:									
As at 31st March, 2018	**345.88**	**1,988.41**	**6,433.21**	**320.05**	**527.42**	**563.90**	**271.90**	**10,450.77**	**412.91**
As at 31st December, 2018	**341.35**	**1,988.41**	**6,324.68**	**298.90**	**448.38**	**501.38**	**272.03**	**10,175.13**	**413.89**

Note 2. Investment Property

(Rs. in lakhs)

Particulars	Investment Properties
COST:	
As at 1st April, 2017	**198.57**
Additions	-
Disposals	-
As at 31st March, 2018	**198.57**
Additions	-
Disposals	-
As at 31st December, 2018	**198.57**
DEPRECIATION AND AMORTISATION:	
As at 1st April, 2017	-
Depreciation and Amortisation during the year	-
Disposals	-
As at 31st March, 2018	-
Depreciation and Amortisation during the year	-
Disposals	-
As at 31st December, 2018	-
NET BOOK VALUE:	
As at 31st March, 2018	**198.57**
As at 31st December, 2018	**198.57**

Note 3. Other Intangible Assets

(Rs. in lakhs)

Particulars	Other Intangible assets	Intangible assets under development
COST:		
As at 1st April, 2017	**160.07**	**20.28**
Additions	100.15	-
Disposals / transfers	-	20.28
As at 31st March, 2018	**260.22**	-
Additions	21.25	-
Disposals / transfers	-	-
As at 31st December, 2018	**281.47**	-
AMORTISATION:		
As at 1st April, 2017	**79.73**	
Amortisation during the year	51.93	
Disposals	-	
As at 31st March, 2018	**131.66**	
Amortisation during the year	51.57	
Disposals	-	
As at 31st December, 2018	**183.23**	
NET BOOK VALUE:		
As at 31st March, 2018	**128.56**	-
As at 31st December, 2018	**98.24**	-

3.1 Other intangible assets represents Computer Softwares other than self generated.

Note 4 - Non-Current Investments

Particulars	As at 31st December, 2018			As at 31st March, 2018		
	No. of Shares/Units	Face Value (in Rs.) Unless otherwise stated	Rs. in lakhs	No. of Shares/Units	Face Value (in Rs.) Unless otherwise stated	Rs in lakhs
(a) In Equity Instruments:						
Quoted Fully Paid-Up						
Subsidiary Company						
Carried at cost						
Gujarat Borosil Ltd.	172,22,376	5	1,527.95	172,22,376	5	1,527.95
Deemed Equity Investment			3,829.81			3,829.81
Unquoted Fully Paid-Up						
Subsidiary Company						
Carried at cost						
Borosil Afrasia FZE.	3	AED 10,00,000	524.77	3	AED 10,00,000	524.77
Provision for Impairment on non current investment	-	-	-302.00	-	-	-
Borosil Technologies Ltd.	49,50,000	10	491.40	-	-	-
Acalypha Realty Ltd.	50,000	10	0.45	-	-	-
Klass Pack Ltd. (previously known as Klass Pack Pvt. Ltd.)	6,74,074	100	4,196.77	4,34,060	100	2,703.81
Borosil Ltd. (previously known as Hopewell Tableware Pvt. Ltd.) $	2575,00,000	1	2,713.29	257,50,000	10	2,713.29
Associate Company						
Carried at cost						
Fennel Investment and Finance Pvt. Ltd.	41,48,967	10	414.90	41,48,967	10	414.90
Others						
Carried at fair value through profit and loss						
Zoroastrian Co-operative Bank Ltd.	4,000	25	2.17	4,000	25	2.17
$ 6,67,50,100 shares pledged as security with a bank for credit facility availed by that subsidiary Company.						
Total Equity Instruments (a)			**13,399.51**			**11,716.70**
(b) In Capital account of Limited Liability Partnership:						
Unquoted						
Others						
Carried at fair value through profit and loss						
Hopewell Packaging LLP - Share in Profit/(Loss) -18%	1	-	18.00	-	-	-
Total Capital Accounts (b)			**18.00**			**-**
(c) In Preference Shares:						
Unquoted Fully Paid-Up						
Subsidiary Company						
Carried at cost						
6% Optionally Convertible Non Cumulative Redeemable Preference Shares of Borosil Ltd. (previously known as Hopewell Tableware Pvt. Ltd.)	280,00,000	10	2,800.00	280,00,000	10	2,800.00
Carried at fair value through other comprehensive income						
9% Non-Cumulative Non-Convertible Redeemable Preference Shares of Gujarat Borosil Ltd.	90,00,000	100	11,521.82	-	-	-
Unquoted Fully Paid-Up						
Others						
Carried at fair value through profit and loss						
8.2% Cumulative Non-Participating Compulsorily Convertible Preference Shares of Tata Motors Finance Ltd. (Formerly Sheba Properties Ltd.).	4,96,100	100	1,079.34	4,96,100	100	1,062.89
Total Preference Shares (c)			**15,401.16**			**3,862.89**
(d) In Debentures:						
Quoted Fully Paid-Up						
Carried at fair value through profit and loss						
Secured Non Convertible Redeemable Debentures of Genie Commercial Ventures Pvt. Ltd.-Tranche I	-	-	-	116	92,976	143.14
Secured Non Convertible Redeemable Debentures of Cornerview Constructions and Developers Pvt. Ltd.-Series B	-	-	-	114	25,057	57.51
7.76% Secured Redeemable Non Convertible Debentures of HDB Financial Services Ltd.-Series 2017 A/1/103 **	50	10,00,000	492.50	100	10,00,000	990.60
Secured Redeemable Non Convertible Debentures of Edelweiss Finvest Pvt. Ltd.-Series H9E701A **	-	-	-	1,250	1,00,000	1,250.00
Secured Redeemable Non Convertible Debentures of IIFL Wealth Finance Ltd.-Series EWFEC850	-	-	-	1,250	1,00,000	1,250.00

** Pledged as a security with NBFC for credit facility availed

Note 4 - Non-Current Investments

Particulars	As at 31st December, 2018			As at 31st March, 2018		
	No. of Shares/Units	Face Value (in Rs.) Unless otherwise stated	Rs in lakhs	No. of Shares/Units	Face Value (in Rs.) Unless otherwise stated	Rs in lakhs
Unquoted Fully Paid-Up						
Carried at fair value through profit and loss						
Unsecured Non Convertible Redeemable Debentures of Runwal Real Estates Pvt. Ltd.-Class B	-	-	-	138	1,00,000	180.49
Unsecured Non Convertible Redeemable Debentures of Shriprop Dwellers Pvt. Ltd.Series II	-	-	-	76	80,365	96.65
Secured Non Convertible Redeemable Debentures of Cornerview Constructions and Developers Pvt. Ltd.-Series A2	-	-	-	104	50,000	60.45
Total Debentures (d)			**492.50**			**4,028.84**
(e) In Others:						
1. Venture Capital Fund						
Unquoted Fully Paid-Up						
Carried at fair value through profit and loss						
NV India Real Estate Fund	3,16,748	100	1,161.64	4,71,561	100	1,101.02
2. Alternative Investment Fund						
Quoted Fully Paid-Up						
Carried at fair value through profit and loss						
IIFL Real Estate Fund (Domestic) - Series 2 - Class A **	140,11,328	7.05	1,125.18	140,11,328	7.59	1,173.86
Unquoted Fully Paid-Up						
Carried at fair value through profit and loss						
ASK Real Estate Special Opportunities Fund - II - Class B	900	1,00,000	1,004.90	750	1,00,000	792.24
Edelweiss Stressed and Troubled Assets Revival Fund-1	10,000	5,799.99	525.71	10,000	8,254.73	779.70
IIFL Income Opportunities Fund Series-Special Situations (A Category II) **	143,30,927	4.00	943.26	143,30,927	4.66	968.72
Fireside Ventures Investment Fund-1 - Class A	368	1,00,000	368.23	250	1,00,000	250.00
** Pledged as a security with NBFC for credit facility availed						
Total Others (e)			**5,128.92**			**5,065.54**
Total Non Current Investments (a) + (b) + (c) + (d) + (e)			**34,440.09**			**24,673.97**

Note 5 - Non-current financial assets - Loans

(Rs. in lakhs)

Particulars	As at 31st Dec., 2018	As at 31st March, 2018
Unsecured, Considered Good, unless otherwise stated :		
Inter Corporate Deposit to Related Parties	21,670.50	7,193.00
Loan to Employees	28.45	26.45
Total	**21,698.95**	**7,219.45**

Note 6 - Non-current financial assets - Others

(Rs. in lakhs)

Particulars	As at 31st Dec., 2018	As at 31st March, 2018
Unsecured, Considered Good, unless otherwise stated :		
Security Deposits	40.67	24.73
Total	**40.67**	**24.73**

Note 7 - Other Non-current assets

(Rs. in lakhs)

Particulars		As at 31st Dec., 2018		As at 31st March, 2018
Unsecured, Considered Good, unless otherwise stated :				
Capital Advances		66.96		0.53
MAT Credit Entitlement :				
- Opening balance	490.09		1,617.59	
- Less: MAT credit utilisation during the year	463.65	26.44	1,127.50	490.09
Unamortised portion of Employee Benefits		0.10		0.25
Prepaid Expenses		36.36		42.39
Total		**129.86**		**533.26**

Note 8 - Inventories

(Rs. in lakhs)

Particulars		As at 31st Dec., 2018		As at 31st March, 2018
Stock-in-Trade:				
Goods-in-Transit	585.10		154.18	
Others	8,531.83	9,116.93	3,546.83	3,701.01
Stores, Spares and Consumables		8.33		9.34
Packing Material		234.32		157.71
Scrap(Cullet)		11.86		11.86
Total		**9,371.44**		**3,879.92**

Note 9 - Current Investments

Particulars	As at 31st December, 2018			As at 31st March, 2018		
	No. of Shares/Units	Face Value (in Rs.)	Rs in lakhs	No. of Shares/Units	Face Value (in Rs.)	Rs in lakhs
(a) In Equity Instruments:						
Unquoted Fully Paid Up						
Carried at fair value through profit and loss						
Prabal Traders and Advisors Pvt. Ltd. *	-	-	-	74,876	1	7.48
Vahin Advisors and Traders Pvt. Ltd. *	74,852	1	-	74,852	1	-
* Held by Portfolio Manager on behalf of the Company.						
Total Equity Instruments (a)			-			7.48
(b) In Preference Shares:						
Unquoted Fully Paid-Up						
Subsidiary Company						
Carried at fair value through other comprehensive income						
9% Non-Cumulative Non-Convertible Redeemable Preference Shares of Gujarat Borosil Ltd.	-	-	-	90,00,000	100	10,535.30
Quoted Fully Paid-Up						
Others						
Carried at fair value through profit and loss						
7.5% Non-Cumulative Non-Convertible Redeemable Preference Shares of Vedanta Ltd.	-	-	-	75,00,000	10	749.83
Total Preference Shares (b)			-			11,285.13
(c) In Debentures:						
Quoted Fully Paid-Up						
Carried at fair value through profit and loss						
Unsecured Non Convertible Redeemable Debentures of Miraya Realty Pvt. Ltd.-Series II	81	1,00,000	148.03	81	1,00,000	141.55
Secured Non Convertible Redeemable Debentures of Sterling Habitats Pvt. Ltd.-Series II	45	1,00,000	78.80	45	1,00,000	72.33
Secured Non Convertible Redeemable Debentures of Genie Commercial Ventures Pvt. Ltd.-Tranche I	116	74,742	132.86	-		-
Secured Non Convertible Redeemable Debentures of Cornerview Constructions and Developers Pvt. Ltd.-Series B	114	9,549	43.69	-		-
10.75% Secured Redeemable Non Convertible Debentures of Shriram Transport Finance Company Ltd.-Series II	-	-	-	1,00,000	1,000	1,016.45
11.25% Unsecured Redeemable Non Convertible Debentures of Fullerton India Credit Company Ltd.	-	-	-	50	10,00,000	500.00
Secured Redeemable Non Convertible Debentures of Edelweiss Finvest Pvt. Ltd.-Series H9E701A **	1,250	1,00,000	1,250.00	-	-	-
Secured Redeemable Non Convertible Debentures of IIFL Wealth Finance Ltd.-Series EWFEC850	1,250	1,00,000	1,250.00	-	-	-
** Pledged as a security with NBFC for credit facility availed						
Unquoted Fully Paid Up						
Carried at fair value through profit and loss						
19% Secured Redeemable Non Convertible Debentures of Arch Agro Industries Pvt. Ltd.	-	-	-	2,784	10,000	-
3 % Optionally Convertible Debentures of Prabal Traders and Advisors Pvt. Ltd.*	-	-	-	7,486	100	74.78
Unsecured Non Convertible Redeemable Debentures of Shriprop Dwellers Pvt. Ltd.Series II	76	523	42.18	-	-	-
Secured Non Convertible Redeemable Debentures of Cornerview Constructions and Developers Pvt. Ltd.-Series A2	104	23,275	37.92	-	-	-
Unsecured Non Convertible Redeemable Debentures of Miraya Realty Pvt. Ltd.-First Debentures	134	1,00,000	186.37	134	1,00,000	174.30
Secured Non Convertible Redeemable Debentures of Sterling Habitats Pvt. Ltd.-Series I B	47	65,125	42.39	47	82,959	47.09
Unsecured Non Convertible Redeemable Debentures of Runwal Real Estates Pvt. Ltd.-Class B	-	-	-	57	1,00,000	66.42
* Held by Portfolio Manager on behalf of the Company.						
Total Debentures (c)			3,212.24			2,092.92

Borosil Glass Works Limited

Notes to the Standalone Financial Statement for the period ended 31st December, 2018

Note 9 - Current Investments

Particulars	As at 31st December, 2018 No. of Shares/Units	Face Value (in Rs.)	Rs in lakhs	As at 31st March, 2018 No. of Shares/Units	Face Value (in Rs.)	Rs in lakhs
(d) Mutual Funds:						
Quoted Fully Paid Up						
Carried at fair value through profit and loss						
HDFC FMP 1177D March 2018 (1) - Direct Option - Growth $	100,00,000	10	1,045.08	100,00,000	10	1,000.77
Unquoted Fully Paid-Up						
Carried at fair value through profit and loss						
Aditya Birla Sun Life Savings Fund Institutional Growth	-	-	-	2,46,261	100	841.49
HDFC Liquid Fund Direct Plan Growth Option	32,484 @	1,000	1,173.69	59,855 @	1,000	2,049.35
Aditya Birla Sun Life Cash Plus - Growth - Direct Plan	-	-	-	9,06,183	100	2,531.10
ICICI Prudential Liquid - Direct Plan - Growth	-	-	-	10,15,715	100	2,611.78
SBI Ultra Short Term Debt Fund Regular Plan Growth	-	-	-	1,284	1,000	28.78
TATA Ultra Short Term Fund Regular Plan Growth	-	-	-	19,311	1,000	508.35
Kotak Equity Arbitrage Fund - Direct Plan-Growth	-	-	-	11,96,960	10	305.35
Edelweiss Arbitrage Fund -Direct Plan- Growth	-	-	-	54,01,193	10	712.71
Aditya Birla Sun Life Savings Fund Growth Direct Plan	-	-	-	3,52,826	100	1,212.73

@ 1,500 units pledged as a security with a bank for the credit facility availed by related party and 28,500 units pledged as security with a bank for credit facility availed by the Company.

$ pledged as a security with a bank for the credit facility availed by related party

Particulars	As at 31st December, 2018 No. of Shares/Units	Face Value (in Rs.)	Rs in lakhs	As at 31st March, 2018 No. of Shares/Units	Face Value (in Rs.)	Rs in lakhs
Total Mutual Funds (d)			**2,218.77**			**11,802.41**
(e) In Others:						
1. Alternative Investment Fund						
Quoted Fully Paid-Up						
Carried at fair value through profit and loss						
Edelweiss Alpha Fund	-	-	-	1,00,000	10	1,016.35
Total Others (e)			-			**1,016.35**
Total Current Investments = (a) + (b) + (c) + (d) + (e)			**5,431.01**			**26,204.29**

BOROSIL GLASS WORKS LIMITED
Notes to the Standalone Financial Statements for the period ended 31st December, 2018

Note 10 - Current financial assets - Trade Receivables

(Rs. in lakhs)

Particulars		As at 31st Dec., 2018		As at 31st March, 2018
Unsecured :				
Considered Good	5,935.78		6,978.08	
Considered Doubtful	29.28		29.28	
	5,965.06		7,007.36	
Less : Provision for Doubtful Debts	29.28	5,935.78	29.28	6,978.08
Total		**5,935.78**		**6,978.08**

Note 11 - Cash and Cash Equivalents

(Rs. in lakhs)

Particulars	As at 31st Dec., 2018	As at 31st March, 2018
Balances with Banks in current accounts	154.86	576.30
Fixed deposits with Banks - Having maturity less than 3 months	287.75	316.00
Cash on Hand	27.01	8.99
Total	**469.62**	**901.29**

Note 12 - Bank balances Other than Cash and Cash Equivalents

(Rs. in lakhs)

Particulars	As at 31st Dec., 2018	As at 31st March, 2018
Earmarked Balances with bank :		
Unpaid Dividend Accounts	105.23	104.27
Fixed deposit pledged with a Bank	0.93	0.93
Total	**106.16**	**105.20**

Note 13 - Current financial assets - Loans

(Rs. in lakhs)

Particulars	As at 31st Dec., 2018	As at 31st March, 2018
Secured, Considered Good, unless otherwise stated		
Inter Corporate Deposit to Related Party	1,821.64	3,316.25
Unsecured, Considered Good, unless otherwise stated:		
Inter Corporate Deposit to Related Party	2,795.00	1,990.00
Loan to Employees	28.79	23.85
Total	**4,645.43**	**5,330.10**

Note 14 - Current financial assets - Others

(Rs. in lakhs)

Particulars	As at 31st Dec., 2018	As at 31st March, 2018
Unsecured, Considered Good, unless otherwise stated:		
Interest Receivables	1,018.50	482.74
Security Deposits	28.92	30.56
Others	68.55	26.63
	1,115.97	**539.93**

14.1 Others includes amounts receivable against share based payment from subsidiaries, from portfolio managers and other receivables etc.

Note 15 - Other Current Assets

(Rs. in lakhs)

Particulars	As at 31st Dec., 2018	As at 31st March, 2018
Unsecured, Considered Good, unless otherwise stated:		
Advances against supplies	543.26	286.32
Export Incentives Receivable	32.04	23.62
Unamortised portion of Employee Benefits	0.24	0.50
Amount paid under protest	0.55	0.55
Balance with GST Authorities	371.20	-
Others	117.41	184.68
Total	**1,064.70**	**495.67**

15.1 Others includes prepaid expenses, claim receivables etc.

Note 16 - Equity Share Capital

(Rs. In Lakhs)

Particulars	As at 31st Dec., 2018	As at 31st March, 2018
Authorised		
12,00,00,000 (Previous Year 12,00,00,000 of Rs. 1/- each) Equity Shares of Re. 1/- each	1,200.00	1,200.00
Total	**1,200.00**	**1,200.00**
Issued, Subscribed & Fully Paid up		
9,24,00,000 (Previous Year 2,31,00,000 of Rs. 1/- each) Equity Shares of Re. 1/- each fully paid up *	924.00	231.00
Total	**924.00**	**231.00**

* During the period Company has issued Bonus shares in ratio of 3:1 share(i.e. three bonus shares for every one share).

BOROSIL GLASS WORKS LIMITED

Notes to the Standalone Financial Statements for the period ended 31st December, 2018

Note 17 - Other Equity

(Rs. in lakhs)

Particulars		As at 31st Dec., 2018		As at 31st March, 2018
Capital Reserve				
As per Last Balance Sheet		15.00		15.00
Capital Redemption Reserve				
As per Last Balance Sheet	165.39			165.39
Less: Issue of Bonus shares	165.39	-		
General Reserve				
As per Last Balance Sheet		500.00		500.00
Share Based Payment Reserve				
As per Last Balance Sheet	68.09		-	
Add: Share based payment for the year	123.42	191.51	68.09	68.09
Retained Earnings				
As per Last Balance Sheet	75,256.74		71,314.57	
Add: Transitional impact of Ind AS 115	(424.69)			
Less: Issue of Bonus shares	(527.61)			
Add: Profit for the year	3,697.22		4,637.24	
Amount available for appropriation	**78,001.66**		**75,951.81**	
Less: Appropriations				
Final Dividend Payment	577.50		577.50	
Tax on Final Dividend	118.71	77,305.45	117.57	75,256.74
Other Comprehensive Income (OCI)				
As per Last Balance Sheet	5,933.03		4,948.85	
Add: Movements in OCI (net) during the year	812.92	6,745.95	984.18	5,933.03
Total		**84,757.91**		**81,938.25**

Note 18 - Current financial liabilities - Borrowings

(Rs. in lakhs)

Particulars	As at 31st Dec., 2018	As at 31st March, 2018
Secured Loan		
Working Capital Loan from Bank	3,506.69	-
Loan repayable on Demand	225.00	-
Total	**3,731.69**	**-**

Note 19 - Current financial liabilities - Trade Payables

(Rs. in lakhs)

Particulars	As at 31st Dec., 2018	As at 31st March, 2018
Micro, Small and Medium Enterprises	120.56	161.61
Others	2,418.05	3,017.94
Total	**2,538.61**	**3,179.55**

19.1 Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED 2006) have been determined based on the information available with the Company and the details of amount outstanding due to them are as given below:

(Rs. in lakhs)

	Particulars	As at 31st Dec., 2018	As at 31st March, 2018
a)	Principal amount outstanding	120.56	161.61
b)	Interest due thereon	-	-
c)	Interest paid by the Company in terms of Section 16 of MSMED 2006, alongwith amount of the payment made to the suppliers beyond the appointed day during the year .	-	-
d)	Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED 2006.	-	-
e)	Interest accrued and remaining unpaid	-	-
f)	Further interest remaining due and payable in the succeeding years.	-	-

Note 20 - Current financial liabilities - Others

(Rs. in lakhs)

Particulars	As at 31st Dec., 2018	As at 31st March, 2018
Interest accrued but not due on borrowing	12.24	-
Interest accrued but not due on Dealer Deposits	23.12	25.00
Dealer Deposits	246.36	226.21
Unclaimed Dividends*	105.23	104.27
Creditors for Capital Expenditure	29.56	17.12
Deposits	3.25	3.75
Other Payables	2,716.05	2,215.54
	3,135.81	**2,591.89**

* This figure does not include any amounts, due and outstanding, to be credited to Investor Education and Protection Fund.

20.1 Other Payables includes outstanding liabilities for expenses, Commission to Directors, discount, rebates etc.

Note 21 - Other Current Liabilities

(Rs. in lakhs)

Particulars	As at 31st Dec., 2018	As at 31st March, 2018
Advance from Customers	41.70	62.07
Statutory liabilities	152.33	227.03
Total	**194.03**	**289.10**

Note 22 - Current Provisions

(Rs. in lakhs)

Particulars	As at 31st Dec., 2018	As at 31st March, 2018
Provisions for Employee Benefits		
Superannuation (Funded)	8.73	2.24
Gratuity (Funded)	95.46	78.45
Leave Encashment	267.28	248.27
Total	**371.47**	**328.96**

BOROSIL GLASS WORKS LIMITED

Notes to the Standalone Financial Statements for the period ended 31st December, 2018

Note 23 - Revenues from Operations

(Rs. in lakhs)

Particulars	For the Period Ended 31st Dec., 2018	For the Year Ended 31st March, 2018
Sale of Products	27,268.47	29,535.74
Other Operating Revenue	-	47.56
Revenue from Operations	**27,268.47**	**29,583.30**

Note 24 - Other Income

(Rs. in lakhs)

Particulars	For the Period Ended 31st Dec., 2018	For the Year Ended 31st March, 2018
Interest Income from Financial Assets measured at fair value through profit or loss		
- Non-current Investments	559.59	310.35
- Current Investments	11.40	404.75
Interest Income from Financial Assets measured at amortised cost		
- Inter Corporate Deposits	1,436.54	1,075.87
- Fixed Deposits with Banks	4.95	8.69
- Customers	126.47	103.43
- Others	3.84	3.60
Dividend Income from Financial Assets measured at fair value through profit or loss		
- Non-current Investments	40.87	0.89
- Current Investments	0.11	58.17
Gain on Sale of Investments (net)		
- Non-current Investments	-	-
- Current Investments	333.90	453.87
Gain / (Loss) on Financial Instruments measured at fair value through profit or loss (net)	734.66	746.56
Gain on sale of Property, Plant and Equipment and Assets held for Sale (net)	12.92	309.49
Rent Income	103.73	120.66
Export Incentives	33.86	-
Sundry Credit Balance Written Back (net)	0.17	10.54
Insurance Claim Received	-	17.14
Miscellaneous Income	25.82	12.06
Total	**3,428.83**	**3,636.07**

Note 25 - Changes in Inventories of Stock-in-Trade

(Rs. in lakhs)

Particulars	For the Period Ended 31st Dec., 2018	For the Year Ended 31st March, 2018
At the end of the Year		
Stock-in-Trade	9,116.93	3,701.01
Scrap (Cullet)	11.86	11.86
	9,128.79	**3,712.87**
At the beginning of the Year		
Stock-in-Trade	3,701.01	3,906.16
Scrap (Cullet)	11.86	11.86
	3,712.87	**3,918.02**
Add: Transitional impact of Ind AS 115	894.99	
Less: GST Credit taken on opening stock	-	145.60
	4,607.86	**3,772.42**
Total	**(4,520.93)**	**59.55**

Note 26 - Employee Benefits Expense

(Rs. in lakhs)

Particulars	For the Period Ended 31st Dec., 2018	For the Year Ended 31st March, 2018
Salaries, Wages & allowances	2,795.53	3,038.91
Contribution to Provident and Other Funds	149.64	198.33
Share Based Payments	95.35	49.22
Staff Welfare Expenses	125.35	131.19
Total	**3,165.87**	**3,417.65**

Note 27 - Finance Cost

(Rs. in lakhs)

Particulars	For the Period Ended 31st Dec., 2018	For the Year Ended 31st March, 2018
Interest Expenses on financial liabilities measured at amortised cost	165.79	28.17
Total	**165.79**	**28.17**

Note 28 - Depreciation and amortisation Expenses

(Rs. in lakhs)

Particulars	For the Period Ended 31st Dec., 2018	For the Year Ended 31st March, 2018
Depreciation of Property, Plant and Equipment	322.09	470.44
Amortisation of intangible assets	51.57	51.93
Total	**373.66**	**522.37**

Note 29 - Other Expenses

(Rs. in lakhs)

Particulars	For the Period Ended 31st Dec., 2018	For the Year Ended 31st March, 2018
Trading and Other Expenses		
Packing Materials Consumed	727.56	704.53
Selling and Distribution Expenses		
Sales Promotion and Advertisement Expenses	1,875.60	1,874.99
Discount and Commission	370.41	388.63
Freight Outward / Octroi	1,050.45	1,108.85
Warehousing Expenses	300.12	341.57
Additional Tax and Turnover tax	-	3.29
Administrative and General Expenses		
Rent	120.30	102.62
Rates and Taxes	25.69	35.48
Other Repairs	200.93	240.63
Insurance	46.68	42.74
Legal and Professional Fees	725.20	684.24
Travelling	759.69	937.90
Loss on Foreign Currency Transactions (net)	43.97	14.47
Provision for Impairment on non current investment	302.00	-
Investment Advisory Charges	8.67	23.10
Commission to Directors	37.00	35.00
Directors Sitting Fees	14.70	10.42
Payment to Auditors	38.67	46.25
Corporate Social Responsibility Expenditure	111.00	84.61
Donation	8.01	17.17
Loss on Sale of Non-current Investments (net)	225.97	182.25
Miscellaneous Expenses	351.96	452.68
Total	**7,344.58**	**7,331.42**

Note 30 - Earnings Per Equity share (EPS)

Particulars	For the Period Ended 31st Dec., 2018	For the Year Ended 31st March, 2018
Net profit for the year attributable to Equity Shareholders for Basic EPS (Rs. in lakhs)	3,697.22	4,637.24
Add: Share based payment (net of tax) (Rs. in lakhs)	62.35	32.18
Net profit for the year attributable to Equity Shareholders for Diluted EPS (Rs. in lakhs)	3,759.57	4,669.42
Weighted average number of equity shares outstanding during the year for Basic EPS (in Nos.)	9,24,00,000	2,31,00,000
Weighted average number of equity shares outstanding during the year for Diluted EPS (in Nos.)	9,24,74,841	2,31,03,997
Earnings per share of Re. 1 each (in Rs.)		
- Basic	4.00	5.02
- Diluted *	4.00	5.02
Face value per equity share (in Rs.)	1.00	1.00

* As the Diluted Earning Per Share is anti-dilutive, Basic Earning per share has been considered as Diluted earning per share.
The Company issued and allotted 6,93,00,000 bonus equity shares of Re. 1/- each on 6th August, 2018 to its shareholders by capitalizing its reserves. Accordingly, the Earning Per Share for the year ended 31st March, 2018 has been restated to give effect to the allotment of the bonus shares, in line with IND AS-33 "Earnings per Share".

Pathak H.D. & Associates
Chartered Accountants

INDEPENDENT AUDITOR'S REPORT

To The Members of
Vyline Glass Works Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Vyline Glass Works Limited** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of Significant Accounting Policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Financial Statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Principles Generally Accepted in India (Indian GAAPs), including Accounting Standards prescribed under Section 133 of the Act, as applicable.

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

Auditor's Responsibility

Our responsibility is to express an opinion on these Financial Statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free from material misstatements.

Head Office: 814-815, Tulsiani Chambers, 212, Nariman Point, Mumbai - 400 021, India. Tel.: + 91 22 3022 8508 Fax: + 91 22 3022 8509.
URL: www.phd.ind.in

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Financial Statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the Financial Statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Financial Statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018 and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
   c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
   d. In our opinion, the aforesaid Financial Statements comply with the Accounting Standards prescribed under Section 133 of the Act, as applicable.
   e. On the basis of the written representations received from the directors as on 31st March, 2018 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.

MUMBAI

Continuation sheet...

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure A**".

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements as referred to in Note No. 27 to the Financial Statements.

   ii. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There were no amounts, which required to be transferred, to the Investor Education and Protection Fund by the Company.

2. As required by the Companies (Auditor's Report) Order 2016 ("the Order"), issued by the Central Government of India, in terms of sub-section (11) of Section 143 of the Act, we give in the " **Annexure B**" hereto, a statement on the matters specified in the paragraphs 3 and 4 of the Order, to the extent applicable.

For **Pathak H.D. & Associates**
Chartered Accountants
Firm Reg. No. 107783W

MUMBAI

Mukesh Mehta
Partner
Membership No.43495

Place: Mumbai
Dated: 18.06.2018

Pathak H.D. & Associates
Chartered Accountants

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date on the Financial Statements of Vyline Glass Works Limited for the year ended 31st March 2018)

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

We have audited the internal financial controls over financial reporting of **Vyline Glass Works Limited** ("the Company") as of 31st March, 2018 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

PATHAK H.D. & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

Continuation sheet...

Pathak H.D. & Associates
Chartered Accountants

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

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

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

MUMBAI

Continuation sheet...

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For **Pathak H.D. & Associates**
Chartered Accountants
Firm Reg. No. 107783W

MUMBAI

Mukesh Mehta
Partner
Membership No.:-43495

Place: Mumbai
Dated: 18.06.2018

ANNEXURE - B TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Vyline Glass Works Limited on the accounts for the year ended 31st March, 2018)

i. In respect of its fixed assets:

   a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.

   b. As explained to us, all the fixed assets have been physically verified by the management in accordance with the program of verification, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such verification as compared with the available records.

   c. According to the information and explanation provided to us and the records examined by us and based on the examination of the registered sale deed/ conveyance deed, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company.

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

iii. According to the information and explanations given to us, the Company has not granted any loan secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Therefore the provisions of clause (iii) of paragraph 3 of the Order are not applicable to the Company.

iv. In our opinion and according to the information and explanations given to us, the Company has not made any investments and not granted any loan or provided any guarantee or security during the year to parties covered under section 185 of the Act and hence provision of section 185 & 186 are not applicable to the Company.

MUMBAI

Continuation sheet...

v. According to the information and explanations given to us, the Company has not accepted any deposit from the public during the year. Therefore, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.

vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records & Audit) Rules, 2014, as amended, prescribed by Central Government under section 148 (1) (d) of the Act as applicable and are of the opinion that *prima facie*, the prescribed accounts and records have been made and maintained. We have not, however made a detailed examination of the records with a view to determine whether they are accurate and complete

vii. According to the information and explanations given to us, in respect of statutory dues:

a. The Company has been generally regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Sales-Tax, Goods and Service Tax, Service Tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and any other statutory dues to the appropriate authorities as applicable during the year. According to the information and explanations given to us, no undisputed amounts payable in respect of such statutory dues were outstanding as at 31st March, 2018 for a period of more than six months from the date they became payable.

b. Details of dues of Income Tax aggregating to Rs.5,63,567/- that have not been deposited on account of disputed matters pending before appropriate authorities are as under:

Name of the Statute	Nature of the Dues	Amount in Rs.	Period to which the amount relates	Forum where dispute is pending
Income-tax Act,1961	Income Tax	6,767	2005-06	Assistant Commissioner of Income tax
		5,56,800	2015-16	
Total		**5,63,567**		

viii. Based on our audit procedures and according to the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to banks. During the year, the Company did not have any loans from financial institutions or by way of debentures.

MUMBAI

Continuation sheet...

ix. According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and no term loan from bank was raised during the year. Therefore, the provisions of clause (ix) of paragraph 3 of the Order are not applicable to the Company.

x. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and on the basis of information and explanations given by the management, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations give to us the Company has not paid / provided managerial remuneration and therefore the provisions of section 197 read with schedule V of the Act are not applicable to the Company.

xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi Company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable Accounting Standards.

xiv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Therefore, the provisions of clause (xiv) of paragraph 3 of the Order are not applicable to the Company.

xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Therefore, the provisions of clause (xv) of paragraph 3 of the Order are not applicable to the Company.

MUMBAI

Continuation sheet...

xvi. In our opinion and according to information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For **Pathak H.D. & Associates**
Chartered Accountants
Firm Reg. No. 107783W

MUMBAI

Mukesh Mehta
Partner
Membership No.: 43495

Place: Mumbai
Dated: 18.06.2018

VYLINE GLASS WORKS LIMITED

BALANCE SHEET AS AT 31st MARCH, 2018

(Amount in ₹)

PARTICULARS	NOTE NO.	As at 31st March, 2018		As at 31st March, 2017	
I. EQUITY AND LIABILITIES					
1 Shareholders' Funds					
(a) Share Capital	2	195,00,000		195,00,000	
(b) Reserves and Surplus	3	1513,31,358	**1708,31,358**	1015,93,652	**1210,93,652**
2 Non-Current Liabilities					
(a) Long-Term Borrowings	4	-		3322,03,167	
(b) Deferred Tax Liabilities (Net)	5	62,22,214		122,44,924	
(c) Long Term Provisions	6	49,26,213	**111,48,427**	39,05,246	**3483,53,337**
3 Current Liabilities					
(a) Trade Payables	7				
(i) Total outstanding dues of Micro and Small Enterprises		140,31,707		79,65,782	
(ii) Total outstanding dues of Creditors other than Micro and Small Enterprises		597,45,224		339,93,086	
(b) Other Current Liabilities	8	3751,83,959		451,08,459	
(c) Short Term Provisions	9	93,24,846	**4582,85,736**	162,38,508	**1033,05,835**
TOTAL			**6402,65,521**		**5727,52,824**
II. ASSETS					
1 Non-Current Assets					
(a) Fixed Assets	10				
(i) Tangible Assets		1600,91,556		1766,14,954	
(ii) Intangible Assets		18,24,330		14,28,571	
(iii) Capital Work-in-Progress		9,64,492		80,75,294	
		1628,80,378		**1861,18,819**	
(b) Non-Current Investments	11	150,02,567		150,02,567	
(c) Long Term Loans and Advances	12	75,99,654	**1854,82,599**	112,92,417	**2124,13,803**
2 Current Assets					
(a) Inventories	13	2869,54,374		3151,63,622	
(b) Trade Receivables	14	1596,51,900		292,82,271	
(c) Cash and Bank Balances	15	19,73,893		60,72,128	
(d) Short Term Loans and Advances	16	62,02,755		94,14,000	
(e) Other Current Assets	17	-	**4547,82,922**	4,07,000	**3603,39,021**
TOTAL			**6402,65,521**		**5727,52,824**
Significant Accouting Policies	1				
Notes to the Financial Statements	2 to 34				

As per our report of even date
For Pathak H.D. & Associates
Chartered Accountants
(Firm Registration No. 107783W)

Mukesh Mehta
Partner
(Membership No. 43495)

PATHAK H.D. & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

Place : Mumbai
Date : 18.06.2018

For and on behalf of the Board of Directors

Som Chand Mehta
Director
(DIN 07238211)

Dharmesh Naik
Director
(DIN 00957601)

VYLINE GLASS WORKS LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

(Amount in ₹)

PARTICULARS	NOTE NO.	For the Year ended 31st March, 2018	For the Year ended 31st March, 2017
I. Revenue From Operations	18	7935,47,477	7875,02,684
Less:- Excise Duty Recovered		108,94,680	554,56,516
Net Revenue From Operations		**7826,52,797**	**7320,46,168**
II. Other Income	19	98,11,085	109,04,175
III. Total Income (I + II)		**7924,63,882**	**7429,50,343**
IV. Expenses:			
Cost of Materials Consumed	20	1549,94,520	1563,82,611
Purchases of Stock-in-Trade	21	1168,26,739	1315,51,651
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	22	246,70,436	(163,13,268)
Employee Benefits Expense	23	911,77,254	906,97,379
Finance Costs	24	406,10,022	415,94,338
Depreciation and Amortization Expense	10	329,93,115	359,37,991
Other Expenses	25	2581,77,007	2565,92,274
Total Expenses		**7194,49,093**	**6964,42,976**
V. Profit Before Tax (III- IV)		**730,14,789**	**465,07,367**
VI. Tax Expense:			
(1) Current Tax		292,99,793	179,37,959
(2) Deferred Tax Credit		(60,22,710)	(24,96,944)
		232,77,083	**154,41,015**
VII. Profit For The Year (V-VI)		**497,37,706**	**310,66,352**
VIII. Earnings per Equity Share of Rs.10 each	26		
Basic and Diluted EPS (in ₹)		**25.51**	**15.93**
Significant Accouting Policies	1		
Notes to the Financial Statements	2 to 34		

As per our report of even date
For Pathak H.D. & Associates
Chartered Accountants
(Firm Registration No. 107783W)

For and on behalf of the Board of Directors

Mukesh Mehta
Partner
(Membership No. 43495)

MUMBAI

Som Chand Mehta
Director
(DIN 07238211)

Dharmesh Naik
Director
(DIN 00957601)

Place : Mumbai
Date : 18.06.2018

VYLINE GLASS WORKS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2018 **(Amount in ₹)**

	PARTICULARS	For the Year ended 31st March, 2018		For the Year ended 31st March, 2017	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Net Profit before tax as per Statement of Profit and Loss		730,14,789		465,07,367
	Adjusted for :				
	Depreciation and Amortisation Expense	329,93,115		359,37,991	
	Net Loss / (Gain) on Foreign Currency Transactions	2,98,850		(1,77,259)	
	Sundry balance written off / (written back) (Net)	(77,901)		-	
	Loss / (Gain) on discarding/sales of fixed assets/ assets held for disposal	(9,58,000)		19,90,288	
	Comission on Guarantee	40,810		1,52,304	
	Finance Cost	406,10,022		415,94,338	
	Interest Income	(1,47,758)		(2,65,887)	
			727,59,138		792,31,775
	Operating Profit before Working Capital Changes		**1457,73,927**		**1257,39,142**
	Adjusted for :				
	Trade and Other Receivables		(1272,27,356)		(168,46,435)
	Inventories		282,09,248		(176,11,741)
	Trade and Other Payables		224,19,145		(295,44,820)
	Cash flow from operations		**691,74,964**		**617,36,146**
	Direct taxes paid		(240,86,019)		(157,24,664)
	Net Cash Flow from Operating Activities		**450,88,945**		**460,11,482**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of Fixed Assets		(92,59,348)		(189,12,292)
	Sale of Fixed Assets		13,65,000		150,00,000
	Interest Income		1,70,047		2,15,757
	Net Cash Flow used in Investing Activities		**(77,24,301)**		**(36,96,535)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Proceeds of Long Term Borrowings		-		87,42,000
	Repayment of Long Term Borrowings		(8,12,149)		(173,34,091)
	Fixed Deposit pledged with a Bank		37,731		1,04,626
	Commission on Guarantee Paid		(40,810)		(1,52,304)
	Finance Cost Paid		(406,11,063)		(410,29,756)
	Net Cash Flow from / (used in) Financing Activities		**(414,26,291)**		**(496,69,525)**
	Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)		**(40,61,647)**		**(73,54,578)**
	Opening Balance of Cash and Cash Equivalents	60,34,397		133,98,347	
	Opening Effect of exchange rate on cash and cash equivalents	-	**60,34,397**	(9,372)	**133,88,975**
	Closing Balance of Cash and Cash Equivalents (Refer Note 15)	19,73,893		60,34,397	
	Closing Effect of exchange rate on cash and cash equivalents	(1,143)	**19,72,750**	-	**60,34,397**

Notes :

1 The above Cash Flow Statements has been prepared under the "Indirect Method" as set out in Accounting Standard-3 "Cash Flow Statement".

2 Bracket indicates cash outflow.

3 Previous Year figures have been regrouped, reworked and reclassified wherever necessary.

As per our report of even date
For Pathak H.D. & Associates
Chartered Accountants
(Firm Registration No. 107783W)

Mukesh Mehta
Partner
(Membership No. 43495)

Place : Mumbai
Date : 18.06.2018

MUMBAI

For and on behalf of the Board of Directors

Som Chand Mehta
Director
(DIN 07238211)

Dharmesh Naik
Director
(DIN 00957601)

Note 1 - Significant Accounting Policies

1.1 **BASIS OF ACCOUNTING**:

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP),including the Accounting Standards prescribed under the relevant provisions of the Companies Act, 2013 as adopted consistently by the Company. The financial statements have been prepared as a going concern basis under the historical cost convention.

1.2 **REVENUE RECOGNITION**:

Revenue is recognised only when it can be realiably measured and it is resonable to expect ultimate collection. Revenue from sale of goods is recognised when significant risk and rewards of ownership of the goods have passed to the buyer. Processing Charges is recognised upon passage of processed goods to the processee, which generally coincides with their delivery and acceptance. Revenue from operations includes sales of goods, services, scrap and excise duty but excludes sales tax/ value added tax. Dividend Income is recognised when right to receive the payment is established by the balance sheet date. Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable.

1.3 **USE OF ESTIMATES**:

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

1.4 **FIXED ASSETS (PROPERTY, PLANT AND EQUIPMENT)**:

Fixed Assets are stated at cost of acquisition or construction net of cenvat and value added tax credits and includes amounts added on revaluation, less accumulated depreciation and impairment loss, if any. All costs, including financing costs till commencement of commercial production are capitalized.

1.5 **DEPRECIATION**:

i) Depreciation on fixed assets is provided to the extent of depreciable amount on straight line method over the useful life of assets as prescribed in Part C of Schedule II to the Companies Act, 2013.

ii) Computer software is amortized over the useful life or period of three years whichever is less.

iii) The revised carrying amount of the fixed assets identified as impaired, is amortized over the estimated residual life of the respective fixed assets.

iv) Leasehold improvements are amortized on a straight line basis over the life of lease.

1.6 **INVESTMENTS**:

Current investments are carried at lower of cost and market value/NAV, computed individually. Long-term investments are carried at cost. Provision for diminution in the value of long term investments is made only if such decline is other than temporary in the opinion of the management.

1.7 **INVENTORIES:**

Items of Inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprise of all cost of purchase, cost of conversion and other cost incurred in bringing the inventory to there present location and condition. Cost of raw material, stores & spares and packing materials are calculated on the weighted average method. Cost of work in progress, finished goods and stock in trade is determined on absorption costing method.Cullet is valued at net realisable value.

PATHAK H.D. & ASSOCIATES CHARTERED ACCOUNTANTS MUMBAI

1.8 **EMPLOYEE BENEFITS**:

i) Short-term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss of the period in which the related service is rendered.

ii) Post employment and other long term employee benefits are recognized as an expense in the statement of profit and loss for the period in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and loss in respect of post employment and other long term benefits are charged to the statement of profit and loss.

iii) Compensated absences are accounted similar to the short term employee benefits.

iv) Retirement benefits in the form of Provident Fund is defined contribution scheme and the contributions are charged to the statement of profit and loss of the period when the contribution to the respective funds are due. There are no other obligation other than the contribution payable to the fund.

1.9 **FOREIGN CURRENCY TRANSACTIONS:**

(i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the date of transaction.

(ii) Monetary items denominated in foreign currencies at the period end are restated at period end rates. In case of any items which are covered by forward exchange contracts, the difference between the period end rate and rate on the date of contract is recognised as exchange difference and the premium paid on forward contracts has been recognised over the life of the contract.

(iii) Non monetary foreign currency items are carried at cost.

(iv) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the statement of profit and loss.

1.10 **IMPAIRMENT OF ASSETS**:

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the statement of profit and loss in the period in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been change in the estimate of recoverable amount.

1.11 **DERIVATIVE TRANSACTIONS:**

In respect of derivative contract, premium paid, provision for losses on re-statement and gains/losses on settlement are recognised along with underlying transaction and charged to the statement of profit and loss.

1.12 **PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the financial statements. Contingent Assets are neither recognised nor disclosed in the financial statements.

MUMBAI

1.13 **PROVISION FOR CURRENT AND DEFERRED TAX**:

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act,1961. Deferred tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future. In the case of unabsorbed depreciation and carry forward tax losses, all deferred tax asset are recognised only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits. The carrying amount of deferred tax assets are reviewed at each balance sheet date for their appropriateness.

Deferred Tax Assets and Deferred Tax Liabilities are off set if legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws.

Minimum Alternative Tax (MAT) is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an assets in accordance with the recommendations contained in guidance Note issued by the ICAI, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal income tax during the specified period.

1.14 **EXCISE DUTY**:

Excise Duty has been accounted on the basis of payments made in respect of goods cleared and provision made for goods lying in bonded warehouses, where applicable.

1.15 **BORROWING COST**:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

1.16 **LEASES**:

Lease rentals are expensed with reference to lease terms and other considerations.

MUMBAI

VYLINE GLASS WORKS LIMITED
Notes to the Financial Statement for the year ended 31st March, 2018

Note 2 - Share Capital

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Authorised		
2,000,000 (Previous Year 2,000,000) Equity Shares of Rs. 10 each	200,00,000	200,00,000
500,000 (Previous Year 500,000) 10% Cumulative Convertible Preference Shares of Rs. 10 each	50,00,000	50,00,000
	250,00,000	**250,00,000**
Issued, Subscribed and Paid up		
1,950,000 (Previous Year 1,950,000) Equity Shares of Rs. 10 each fully paid up	195,00,000	195,00,000
Total	**195,00,000**	**195,00,000**

2.1 Reconciliation of number of Equity Shares outstanding at the beginning of the year and at the end of the year.

Particulars	2017-18		2016-17	
	(in Nos.)	(Amount in ₹)	(in Nos.)	(Amount in ₹)
Number of Shares outstanding at the beginning of the year	19,50,000	195,00,000	19,50,000	195,00,000
Number of Shares outstanding at the end of the year	19,50,000	195,00,000	19,50,000	195,00,000

2.2 Terms/Rights attached to Equity Shares

The Company has only one class of shares referred to as equity shares having a par value of Rs.10/- per share. Holders of equity shares is entitled to one vote per share.In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

2.3 Details of Shareholder holding more than 5% of Equity Share Capital:

Name of Shareholder	As at 31st March, 2018		As at 31st March, 2017	
	Number of Shares held	% of Holding	Number of Shares held	% of Holding
Mrs. Rekha Kheruka	7,56,545	38.80	7,56,545	38.80
Mrs. Kiran Kheruka	7,42,246	38.06	7,42,246	38.06
Mr. B.L. Kheruka	1,71,500	8.79	1,71,500	8.79
Mr. P. K. Kheruka	1,57,205	8.06	1,57,205	8.06
Gujarat Fusion Glass LLP	1,13,600	5.83	1,13,600	5.83

MUMBAI

VYLINE GLASS WORKS LIMITED
Notes to the Financial Statement for the year ended 31st March, 2018

Note 3 - Reserves and Surplus

(Amount in ₹)

Particulars		As at 31st March, 2018		As at 31st March, 2017
Surplus in the Statement of Profit and Loss				
Balance as at the beginning of the year	1015,93,652		705,27,300	
Add: Profit for the year	497,37,706		310,66,352	
Balance as at the end of the year		1513,31,358		1015,93,652
Total		**1513,31,358**		**1015,93,652**

Note 4 - Long-Term borrowings

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Secured:		
Vehicle Loan from a Bank	-	5,78,167
Inter Corporate Deposits from Related Party	-	3316,25,000
Total	**-**	**3322,03,167**

4.1 Vehicle loan from bank was secured against the specific vehicle & was carrying interest @ 11.50%.

4.2 Inter Corporate Deposit from related party is secured by all existing machinery including future machinery to be bought / procured from the ICD and further secured by all inventories lying at various locations subject to prior charge in favour of bank. Inter Corporate Deposit, as disclosed under current maturity of long term borrowings (Refer Note 8), amounting to Rs. 18,21,64,000 is repayable on or before 16.12.2018 and Rs. 14,94,61,000 is repayable on or before 07.08.2018. It carries interest at the rate of 12% per annum.

Note 5 - Deferred Tax Liabilities (Net)

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Liabilities		
Related to Fixed Assets	102,99,164	150,49,103
Total	**102,99,164**	**150,49,103**
Assets		
Disallowance Under Section 43B of the Income Tax Act, 1961	37,47,830	24,13,032
Others	3,29,120	3,91,147
Total	**40,76,950**	**28,04,179**
Deferred Tax Liabilities (Net)	**62,22,214**	**122,44,924**

Note 6 - Long-Term Provisions

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Provision for Employee Benefits		
Gratuity (Refer Note No. 23.1)	49,26,213	39,05,246
Total	**49,26,213**	**39,05,246**

Note 7 - Trade Payables

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Micro, Small and Medium Enterprises	140,31,707	79,65,782
Others	597,45,224	339,93,086
Total	**737,76,931**	**419,58,868**

7.1 Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED 2006) have been determined based on the information available with the Company and the details of amount outstanding due to them are as given below:

(Amount in ₹)

	Particulars	As at 31st March, 2018	As at 31st March, 2017
a)	Principal amount outstanding	140,31,707	79,65,782
b)	Interest due thereon	-	-
c)	Interest paid by the Company in terms of Section 16 of MSMED 2006, alongwith amount of the payment made to the suppliers beyond the appointed day during the year .	-	-
d)	Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED 2006.	-	-
e)	Interest accrued and remaining unpaid	-	-
f)	Further interest remaining due and payable in the succeeding years.	-	-

Note 8 - Other Current Liabilities

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Current maturities of Long-term borrowings (Refer Note 4.2)	3316,25,000	2,33,982
Interest accrued but not due on borrowings	113,23,763	113,24,804
Advance from customers	-	4,57,524
Creditors for capital expenditure	46,27,376	49,92,363
Security deposits	8,20,680	1,25,000
Statutory liabilities	107,97,153	77,45,807
Other payables	159,89,987	202,28,979
Total	**3751,83,959**	**451,08,459**

8.1 Other Payables includes mainly outstanding liabilities for expenses, Salary, Wages, Bonus Payable etc.

Note 9 - Short - Term Provisions

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Provisions for Employee Benefits		
Gratuity (Refer Note No. 23.1)	2,66,647	2,88,078
Leave Encashment	33,56,756	30,51,427
Others		
Provision for Income Tax (Net)	57,01,443	33,65,261
Provision for Excise Duty	-	95,33,742
Total	**93,24,846**	**162,38,508**

9.1 In Previous year, the Company had recognised liabilities based on substantial degree of estimation for Excise Duty payable on clearance of goods lying in stock. During the period till 30th June, 2017, Rs. 9,533,742 was utilised for clearance of goods. Excise duty is discontinued with effect from 1st July, 2017 upon implementation of Goods and Service Tax (GST).

MUMBAI
CHARTERED ACCOUNTANTS

VYLINE GLASS WORKS LIMITED
Notes to the Financial Statement for the year ended 31st March, 2018

Note 10 - FIXED ASSETS

	GROSS BLOCK				DEPRECIATION AND AMORTIZA		
Description	**As at 1st April, 2017**	Additions	Deductions/ Adjustments	**As at 31st March, 2018**	Upto 31st March, 2017	For the Year	Deductions/ Adjustments
Tangible Assets - Leased							
Leasehold Improvements	270,34,237	-	-	270,34,237	96,73,500	32,26,887	-
Tangible Assets - Owned							
Land - Freehold	9,53,223	-	-	9,53,223	-		-
Building	163,47,868	-	-	163,47,868	92,75,395	2,66,191	-
Plant And Equipments	2579,70,335	136,01,826	-	2715,72,161	1180,20,925	253,54,563	-
Furniture And Fixtures	58,67,103	1,59,754	-	60,26,857	26,04,264	5,31,002	-
Vehicles	31,37,168	-	-	31,37,168	7,51,257	3,58,202	-
Office Equipments	128,27,659	15,54,313	-	143,81,972	71,97,298	21,02,445	-
TOTAL (A)	**3241,37,593**	**153,15,893**	**-**	**3394,53,486**	**1475,22,639**	**318,39,290**	**-**
Owned Intangible Assets *							
Computer Software	27,94,595	15,49,583	-	43,44,178	13,66,024	11,53,824	-
TOTAL (B)	**27,94,595**	**15,49,583**	**-**	**43,44,178**	**13,66,024**	**11,53,824**	**-**
GRAND TOTAL	**3269,32,188**	**168,65,476**	**-**	**3437,97,664**	**1488,88,663**	**329,93,115**	**-**
PREVIOUS YEAR	**3193,80,108**	**274,53,172**	**199,01,092**	**3269,32,188**	**1158,61,475**	**359,37,991**	**29,10,803**
Capital Work in Progress							

* other than self generated.

Notes :

10.1 Gross Block of Plant and Equipements includes Rs. 1,196,847 (Previous year Rs. 1,196,847) being the amount spent for laying Power Line Authorities.

VYLINE GLASS WORKS LIMITED
Notes to the Financial Statement for the year ended 31st March, 2018

Note 11 - Non-current Investments

Particulars	As at 31st March, 2018 Quantity (Nos)	As at 31st March, 2017 Quantity (Nos)	Face Value (₹)	As at 31st March, 2018 (Amount in ₹)	As at 31st March, 2017 (Amount in ₹)
Long Term Investments					
Trade Investments					
Unquoted Fully Paid Up					
In Equity Instruments					
Others					
Fennel Investment and Finance Pvt Ltd.	7,50,163	7,50,163	10	150,02,567	150,02,567
Total				**150,02,567**	**150,02,567**

11.1 Aggregate amount of Non-current Investments and market value thereof

	As at 31st March, 2018		As at 31st March, 2017	
	Book Value (Amount in Rs)	Market Value (Amount in Rs)	Book Value (Amount in Rs)	Market Value (Amount in Rs)
Unquoted Investments	150,02,567		150,02,567	
	150,02,567		**150,02,567**	

11.2 Refer Note 1.6 for basis of valuation of Non Current Investments

MUMBAI

Note 12 - Long - Term Loans and Advances

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
(Unsecured, Considered Good) :		
Capital Advances	14,69,934	23,30,247
Security Deposits	34,35,345	33,77,196
Prepaid Expenses	2,48,407	2,61,414
Advance Tax (Net)	24,45,968	53,23,560
Total	**75,99,654**	**112,92,417**

Note 13 - Inventories

(Amount in ₹)

Particulars		As at 31st March, 2018		As at 31st March, 2017
Raw Materials				
Goods-in-Transit	195,92,531		164,72,062	
Others	1480,91,106	1676,83,637	1574,15,020	1738,87,082
Work-in-Progress - Glassware		112,66,038		97,38,024
Finished Goods - Glassware		575,97,559		836,12,467
Stock-in-Trade - Glassware		231,48,875		233,43,970
Stores and Spares		148,19,715		128,53,420
Packing Material		122,97,848		115,99,510
Scrap(Cullet)		1,40,702		1,29,149
Total		**2869,54,374**		**3151,63,622**

13.1 For Mode of Valuation Refer Note 1.7

Note 14 - Trade Receivable

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
(Unsecured):		
Considered Good	1596,51,900	292,82,271
Total	**1596,51,900**	**292,82,271**

VYLINE GLASS WORKS LIMITED
Notes to the Financial Statement for the year ended 31st March, 2018

Note 15 - Cash and Bank Balances

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Cash and Cash Equivalents		
Balances with Banks in current accounts	7,70,129	29,86,399
Fixed deposits with a Bank - Having maturity less than 3 months	7,25,749	28,00,822
Cash on Hand	4,78,015	2,47,176
Total	**19,73,893**	**60,34,397**
Other Bank Balances		
Fixed deposits with a Bank - Having maturity more than 3 months	-	37,731
Total	**19,73,893**	**60,72,128**

Note 16 - Short - Term Loans and Advances

(Amount in ₹)

Particulars		As at 31st March, 2018		As at 31st March, 2017
(Unsecured, Considered Good, unless otherwise stated)				
Loans and Advances to Others :				
Security Deposits				
Considered Goods	-		-	
Considered Doubtful	11,83,034		11,83,034	
	11,83,034		11,83,034	
Less : Provision for Doubtful Advances	11,83,034	-	11,83,034	-
Interest receivables		2,10,538		2,32,827
Advances to Creditors		38,13,874		9,75,866
Balance with Excise Authorities		-		4,01,177
Others		21,78,343		78,04,130
Total		**62,02,755**		**94,14,000**

16.1 Other includes mainly prepaid expenses, service tax and cenvat receivable etc.

Note 17 - Other Current Assets

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Fixed Assets held for disposal	-	4,07,000
Total	**-**	**4,07,000**

Note 18 - Revenues from Operations

(Amount in ₹)

	Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Sale of Products - Glassware	7888,69,665	7834,90,117
	Other Operating Revenue	46,77,812	40,12,567
	Gross Revenue from Operations	**7935,47,477**	**7875,02,684**
18.1	**Sale of Products under broad head**		
	Glassware	7853,87,782	7822,19,411
	Others	34,81,883	12,70,706
	Finished Goods		
	Glassware	5483,37,169	5460,92,007
	Traded Goods		
	Glassware	2370,50,613	2361,27,403
	Other	34,81,883	12,70,706

18.2

Sale of products for the periods up to 30th June 2017 includes excise duty, which is discontinued with effect from 1st July, 2017 upon implementation of Goods and Service Tax (GST). In accordance with 'AS 9 – Revenue', GST is not included in Revenue from operations. In view of the aforesaid change in indirect taxes, Revenue from operations for the year is not comparable with those of previous year.

Note 19 - Other Income

(Amount in ₹)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Interest Income on		
- Fixed Deposits	1,47,758	2,65,887
- Others	8,23,094	2,74,518
Gain on Foreign currency transactions (Net)	-	28,31,686
Gain on Sale of Assets	9,58,000	-
Cash Discount Income	23,861	43,081
Rent Income	26,52,660	24,90,950
Sundry balance written back (Net)	77,901	-
Miscellaneous Income	51,27,811	49,98,053
Total	**98,11,085**	**109,04,175**

Note 20 - Cost of Material consumed

(Amount in ₹)

	Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
	Cost of Material consumed under Broad Head		
	Glass items	1549,94,520	1563,82,611
	Total	**1549,94,520**	**1563,82,611**
20.1	Mainly consists of Tubing, Blanks and accessories etc.		

20.2 Value of Material Consumed

Particulars	For the year ended 31st March, 2018		For the year ended 31st March, 2017	
	(Amount in ₹)	% of Consumption	(Amount in ₹)	% of Consumption
Material Consumed				
Imported	1374,11,130	89%	1383,44,561	88%
Indigenous	175,83,390	11%	180,38,050	12%
Total	**1549,94,520**	**100%**	**1563,82,611**	**100%**

MUMBAI

Note 21 - Purchase of Stock in Trade

(Amount in ₹)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Purchase of Stock in Trade under broad head:		
Glass Items	1168,26,739	1315,51,651
Total	**1168,26,739**	**1315,51,651**

Note 22 - Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

(Amount in ₹)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
At the end of the Year		
Finished Goods	575,97,559	836,12,467
Stock-in-Trade	231,48,875	233,43,970
Work-in-Progress	112,66,038	97,38,024
Scrap (Cullet)	1,40,702	1,29,149
	921,53,174	**1168,23,610**
At the beginning of the Year		
Finished Goods	836,12,467	636,94,830
Stock-in-Trade	233,43,970	269,23,535
Work-in-Progress	97,38,024	97,73,053
Scrap (Cullet)	1,29,149	1,18,924
	1168,23,610	**1005,10,342**
Total	**246,70,436**	**(163,13,268)**

Note 23 - Employee Benefits Expense

(Amount in ₹)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Salaries, Wages & allowances	814,56,942	819,35,219
Contribution to Provident and Other Funds	36,93,840	35,61,115
Staff Welfare Expenses	46,74,517	38,09,100
Gratuity (Refer Note 23.1)	13,51,955	13,91,945
Total	**911,77,254**	**906,97,379**

23.1 As per revised Accounting Standard-15 'Employee Benefits', the disclosure of Employee benefits as defined in the Accounting Standard are given below :

Defined Contribution Plan:

Contribution to Defined Contribution Plan, recognized as expense for the year are as under:

(Amount in ₹)

Particulars	2017-18	2016-17
Employer's Contribution to Provident Fund	17,39,039	16,57,373
Employer's Contribution to Pension Scheme	19,54,801	19,03,742

The contribution to provident fund is made to Employees' Provident Fund managed by Provident Fund Commissioner.

Defined Benefit Plan:

The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

MUMBAI

(Amount in ₹)

Particulars	Gratuity (Unfunded) 2017-18	2016-17
Actuarial assumptions		
Mortality Table	Indian Assured Lives Mortality (2006-08) Ult.	Indian Assured Lives Mortality (2006-08) Ult.
Salary growth :-	6.00%	6.00%
Discount rate :-	7.70%	7.35%
Movement in present value of defined benefit obligation		
Obligation at the beginning of the year	41,93,324	28,73,396
Current service cost	11,99,687	9,93,256
Interest cost	2,97,622	2,20,176
Actuarial (gains) / losses on obligation	(1,45,354)	1,78,513
Benefit Paid	(3,52,419)	(72,017)
Obligation at the end of the year	**51,92,860**	**41,93,324**
Current	2,66,647	2,88,078
Non Current	49,26,213	39,05,246
Amount recognised in the income statement		
Current service cost	11,99,687	9,93,256
Interest cost	2,97,622	2,20,176
Net actuarial (gains) /losses recognized in the year	(1,45,354)	1,78,513
Total	**13,51,955**	**13,91,945**

Net Liability Recognised in the balance sheet

Particulars	2017-18	2016-17
Present value of obligations at the end of the year	51,92,860	41,93,324
Less: Fair value of plan assets at the end of the year		-
Net liability recognized in the balance sheet	**51,92,860**	**41,93,324**

Amounts for current period is as follows :

Gratuity (Unfunded)	2017-18	2016-17	2015-16	2014-15	2013-14
Defined Benefit Obligation	51,92,860	41,93,324	28,73,396	-	-
Experience adjustment on plan Liabilities	86,696	(1,25,192)	1,49,324	9,203	76,995
Actuarial Loss / (Gain) due to change in assumptions	(2,32,050)	3,03,705	(55,231)	3,47,182	(1,59,783)

The estimate of rate of escalation in Salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other retirement factors including supply & demand in the employment market. The above information is certified by the actuary.

Note 24 - Finance Cost

(Amount in ₹)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Interest Expenses	406,10,022	415,94,338
Total	**406,10,022**	**415,94,338**

MUMBAI

VYLINE GLASS WORKS LIMITED
Notes to the Financial Statement for the year ended 31st March, 2018
Note 25 - Other Expenses

(Amount in ₹)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Trading and Manufacturing Expenses		
Consumption of Stores and Spares	353,92,830	343,62,353
Power and Fuel	575,92,539	380,54,845
Processing Charges	72,84,875	85,12,651
Consumption of Packing Materials	592,59,400	536,70,906
Excise Duty	(95,33,742)	19,23,999
Contract Labour Expenses	563,49,102	617,62,026
Repairs to Machinery	119,33,119	122,78,393
Repairs to Buildings	10,38,056	9,04,514
Administrative and General Expenses		
Rent	107,46,456	117,98,326
Rates and Taxes	5,68,945	5,46,345
Other Repairs	26,11,540	39,68,459
Insurance	10,93,827	11,21,119
Legal and Professional Fees	51,03,809	76,58,904
Travelling	40,79,430	38,82,704
Vehicles Hire Charges	53,80,639	56,28,480
Donation	8,100	8,200
Payment to Auditors (Refer Note 25.2)	7,00,000	7,25,115
Commission on Guarantee	40,810	1,52,304
Debit Balances Written Off	-	2,89,101
Loss on Foreign currency transactions (Net)	3,48,422	-
Loss on sale / discarding of fixed assets	-	19,90,288
Miscellaneous Expenses	81,78,850	73,53,242
Total	**2581,77,007**	**2565,92,274**

25.1 Consumption of Stores and Spares

Particulars	For the Year ended 31st March, 2018		For the Year ended 31st March, 2017	
	(Amount in ₹)	% of Consumption	(Amount in ₹)	% of Consumption
Imported	11,82,417	3%	13,67,794	4%
Indigenous	342,10,413	97%	329,94,559	96%
Total	**353,92,830**	**100%**	**343,62,353**	**100%**

25.2 Details of Payment to Auditors (Net of Service tax/GST credit taken)

(Amount in ₹)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Audit Fees	5,00,000	5,00,000
Tax Audit Fees	2,00,000	2,00,000
Total	**7,00,000**	**7,00,000**

Note 26 - Earnings Per Equity share

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Net Profit /(Loss) After Tax Attributable to Equity Shareholders for Basic EPS and Diluted EPS (Amount in ₹)	497,37,706	310,66,352
Weighted Average Number of Equity Shares Outstanding During the Year for Basic EPS and Diluted EPS (in Nos.)	19,50,000	19,50,000
Basic EPS and Diluted EPS (in ₹)	25.51	15.93
Face Value per Equity Share (in ₹)	10.00	10.00

MUMBAI

VYLINE GLASS WORKS LIMITED
Notes to the Financial Statement for the year ended 31st March, 2018

Note 27 - Contingent Liabilities and Commitments (To the extent not provided for)

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Contingent Liabilities		
Claims against the Company not acknowledged as debts		
Disputed Liabilities in Appeal (No Cash outflow is expected in the near future)		
- Income Tax	5,63,567	17,93,347
- Wealth Tax	38,45,176	38,45,176
Bank Guarantees	21,80,354	-
Others		
Letter of Credits		
- Foreign	-	70,66,854
Bonus (Refer note 27.2)	10,21,700	10,21,700
Total	**76,10,797**	**137,27,077**
Commitments		
Estimated amount of Contracts remaining to be executed on Capital Account not provided for (Cash outflow is expected on execution of such capital contracts)	82,59,230	21,10,791

27.1 Management of the view that above litigations will not impact the financial position of the company.

27.2 The Payment of Bonus (Amendment) Act, 2015 envisages enhancement of eligibility limit and Calculation Ceiling under section 12 from Rs. 3500 to Rs.7000 or the minimum wage for the scheduled employment, as fixed by the appropriate Government, whichever is higher. The Payment of Bonus (Amendment) Act, 2015 have come into force on the 1st April 2014. However, the same is challenged in the Hon'ble High Courts of few States by some parties and those High Courts have provided stay on the retrospectively impact of the same and accordingly same amount shown as contingent liability.

Note 28 - Excise Duty

(Amount in ₹)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Excise duty shown as a reduction from Revenue from Operation	108,94,680	554,56,516
Excise duty charged to Statement of Profit and Loss:		
Difference between closing & opening stock	(95,33,742)	19,23,999

Note 29 - Financial and Derivative Instruments:

29.1 The Company has not entered into any derivative contract during the year and hence no derivative contract is outstanding.

29.2 Unhedged Foreign Currency exposure as on 31st March, 2018 are as follows:

(Amount in ₹)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Payables	158,18,474	114,92,995

MUMBAI

Note 30 - Related Party Disclosure

Information on Related Parties Disclosures as per Accounting Standard (AS-18) - "Related Party Disclosures" are given below:

30.1 List of Related Parties :

a) Individuals owning an interest in the voting power of the company that gives them significant influence over the company.

Mrs. Rekha Kheruka
Mrs. Kiran Kheruka

b) Enterprises over which persons described in (a) above and their relatives are able to exercise significant influence (Other Related Parties) with whom transactions have taken place:-

Borosil Glass Works Limited
Gujarat Borosil Limited
Sonargaon Properties LLP
Fennel Investments and Finance Private Limited
Window Glass Limited

30.2 Transactions with Related Parties : **(Amount in ₹)**

Name of Transactions		**2017-18**	**2016-17**
Sale of Goods and Services	Borosil Glass Works Limited	7875,00,816	7837,34,407
	Gujarat Borosil Limited	1,30,069	7,61,298
Purchase of Goods / Consumables / Services	Borosil Glass Works Limited	27,76,010	21,97,004
	Gujarat Borosil Limited	15,429	37,823
Rent Paid	Sonargaon Properties LLP	7,20,000	7,20,000
	Window Glass Limited	60,120	48,000
	Borosil Glass Works Limited	99,17,929	99,17,928
Rent Income	Borosil Glass Works Limited	25,83,360	23,68,080
Professional Fees	Mrs Rekha Kheruka	-	3,20,000
Interest Paid	Borosil Glass Works Limited	397,94,991	407,88,691
Guarantee Commission Paid	Borosil Glass Works Limited	40,954	1,44,548
Reimbursement of Expenses by the Company to	Gujarat Borosil Limited	8,67,530	16,55,169
	Borosil Glass Works Limited	1,33,598	8,48,378
Reimbursement of Expenses to the Company by	Sonargaon Properties LLP	21,469	-
	Borosil Glass Works Limited	8,473	-
Long Term Borrowings Received / adjusted	Borosil Glass Works Limited	-	87,42,000
Long Term Borrowings Repaid / adjusted	Borosil Glass Works Limited	-	171,19,887
Secured Long Term Borrowings (Non-Current) as at	Borosil Glass Works Limited	3316,25,000	3316,25,000

MUMBAI

Name of Transactions			
Other Current Liabilities as at	Gujarat Borosil Limited	-	10,02,449
Trade Receivable as at	Borosil Glass Works Limited	1579,87,111	289,12,702
	Window Glass Ltd	5,900	-
	Sonargaon Properties LLP	54,000	-
Interest Accrued But not Due on borrowings	Borosil Glass Works Limited	113,23,763	113,23,772
Investment As At	Fennel Investments & Finance Private Limited	150,02,567	150,02,567
Investment Pledged with a Bank to avail Credit facility by	Borosil Glass Works Limited	51,35,791	203,25,245

Note 31 - CIF Value of Imports

(Amount in ₹)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
In Respect of :		
Raw Material	1272,25,521	1061,20,302
Stock in Trade	482,86,143	654,80,223
Capital Goods	-	34,32,928
Components and Spare parts	36,45,949	25,16,424

Note 32 - Expenditure in Foreign Currency

(Amount in ₹)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Travelling, Lodging and Boarding	3,21,200	5,02,130
Professional Fees	-	6,48,842
Interest and Bank Charges	-	94,197

Note 33 Segment Repotting

The company is primarily engaged in manufacturing and trading glassware items. As there is one reportable segment, the disclosure as required as per accounting standard on "Segment Reporting" (AS – 17) is not given.

N.D. & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

Note 34 Previous Year figures have been regrouped, reworked, reclassified and re-arranged wherever necessary.

As per our report of even date
For Pathak H.D. & Associates
Chartered Accountants
(Firm Registration No. 107783W)

Mukesh Mehta
Partner
(Membership No. 43495)

Place : Mumbai
Date : 18.06.2018

PATHAK H.D. & ASSOCIATES
MUMBAI
CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors

Som Chand Mehta
Director
(DIN 07238211)

Dharmesh Naik
Director
(DIN 00957601)

VYLINE GLASS WORKS LIMITED

UNAUDITED PROVISIONAL BALANCE SHEET AS AT 31ST DECEMBER, 2018

(Amount in ₹)

PARTICULARS	NOTE NO.	As at 31st December, 2018		As at 31st March, 2018	
I. EQUITY AND LIABILITIES					
1 Shareholders' Funds					
(a) Share Capital	2	195,00,000		195,00,000	
(b) Reserves and Surplus	3	1995,61,802	**2190,61,802**	1513,31,358	**1708,31,358**
2 Non-Current Liabilities					
(a) Deferred Tax Liabilities (Net)	4	35,17,021		62,22,214	
(b) Long Term Provisions	5	60,01,470	**95,18,491**	49,26,213	**111,48,427**
3 Current Liabilities					
(a) Trade Payables	6				
(i) Total outstanding dues of Micro and Small Enterprises		114,19,079		140,31,707	
(ii) Total outstanding dues of Creditors other than Micro and Small Enterprises		819,42,469		597,45,224	
(b) Other Current Liabilities	7	2174,03,101		3751,83,959	
(c) Short Term Provisions	8	56,25,350	**3163,89,999**	93,24,846	**4582,85,736**
TOTAL			**5449,70,292**		**6402,65,521**
II. ASSETS					
1 Non-Current Assets					
(a) Fixed Assets	9				
(i) Tangible Assets		1425,98,202		1600,91,556	
(ii) Intangible Assets		11,59,284		18,24,330	
(iii) Capital Work-in-Progress		61,91,063		9,64,492	
		1499,48,549		**1628,80,378**	
(b) Non-Current Investments	10	150,02,567		150,02,567	
(c) Long Term Loans and Advances	11	139,50,603	**1789,01,719**	75,99,654	**1854,82,599**
2 Current Assets					
(a) Inventories	12	2444,60,344		2869,54,374	
(b) Trade Receivables	13	991,15,421		1596,51,900	
(c) Cash and Bank Balances	14	107,89,153		19,73,893	
(d) Short Term Loans and Advances	15	117,03,656	**3660,68,574**	62,02,755	**4547,82,922**
TOTAL			**5449,70,292**		**6402,65,521**
Significant Accouting Policies	1				
Notes to the Financial Statements	2 to 25				

For and on behalf of the Board of Directors

VYLINE GLASS WORKS LTD. MUMBAI

Som Chand Mehta
Director
(DIN 07238211)

Dharmesh Naik
Director
(DIN 00957601)

Place : Mumbai
Date : 11.03.2019

VYLINE GLASS WORKS LIMITED

UNAUDITED PROVISIONAL STATEMENT OF PROFIT AND LOSS FOR THE THIRD PERIOD ENDED 31ST DECEMBER, 2018

(Amount in ₹)

PARTICULARS	NOTE NO.	For the Period ended 31st December, 2018	For the Year ended 31st March, 2018
I. Revenue From Operations	16	8632,03,588	7935,47,477
Less:- Excise Duty Recovered		-	108,94,680
Net Revenue From Operations		**8632,03,588**	**7826,52,797**
II. Other Income	17	66,64,502	98,11,085
III. Total Income (I + II)		**8698,68,090**	**7924,63,882**
IV. Expenses:			
Cost of Materials Consumed	18	1726,19,751	1549,94,520
Purchases of Stock-in-Trade	19	1899,77,178	1168,26,739
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	20	651,86,973	246,70,436
Employee Benefits Expense	21	755,08,519	911,77,254
Finance Costs	22	227,71,953	406,10,022
Depreciation and Amortization Expense	9	244,65,049	329,93,115
Other Expenses	23	2530,09,905	2581,77,007
Total Expenses		**8035,39,327**	**7194,49,093**
V. Profit Before Tax (III- IV)		**663,28,763**	**730,14,789**
VI. Tax Expense:			
(1) Current Tax		208,03,512	292,99,793
(2) Deferred Tax Credit		(27,05,193)	(60,22,710)
		180,98,319	**232,77,083**
VII. Profit For The Year (V-VI)		**482,30,444**	**497,37,706**
VIII. Earnings per Equity Share of Rs.10 each	24		
Basic and Diluted EPS (in ₹)		**24.73**	**25.51**
Significant Accouting Policies	1		
Notes to the Financial Statements	2 to 25		

For and on behalf of the Board of Directors

Som Chand Mehta
Director
(DIN 07238211)

Dharmesh Naik
Director
(DIN 00957601)

Place : Mumbai
Date : 11.03.2019

Note 1 - Significant Accounting Policies

1.1 **BASIS OF ACCOUNTING**:
The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP),including the Accounting Standards prescribed under the relevant provisions of the Companies Act, 2013 as adopted consistently by the Company. The financial statements have been prepared as a going concern basis under the historical cost convention.

1.2 **REVENUE RECOGNITION**:
Revenue is recognised only when it can be realiably measured and it is resonable to expect ultimate collection. Revenue from sale of goods is recognised when significant risk and rewards of ownership of the goods have passed to the buyer. Processing Charges is recognised upon passage of processed goods to the processee, which generally coincides with their delivery and acceptance. Revenue from operations includes sales of goods, services, scrap and excise duty but excludes sales tax/ value added tax. Dividend Income is recognised when right to receive the payment is established by the balance sheet date. Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable.

1.3 **USE OF ESTIMATES**:
The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

1.4 **FIXED ASSETS (PROPERTY, PLANT AND EQUIPMENT)**:
Fixed Assets are stated at cost of acquisition or construction net of cenvat and value added tax credits and includes amounts added on revaluation, less accumulated depreciation and impairment loss, if any. All costs, including financing costs till commencement of commercial production are capitalized.

1.5 **DEPRECIATION**:
i) Depreciation on fixed assets is provided to the extent of depreciable amount on straight line method over the useful life of assets as prescribed in Part C of Schedule II to the Companies Act, 2013.
ii) Computer software is amortized over the useful life or period of three years whichever is less.
iii) The revised carrying amount of the fixed assets identified as impaired, is amortized over the estimated residual life of the respective fixed assets.
iv) Leasehold improvements are amortized on a straight line basis over the life of lease.

1.6 **INVESTMENTS**:
Current investments are carried at lower of cost and market value/NAV, computed individually. Long-term investments are carried at cost. Provision for diminution in the value of long term investments is made only if such decline is other than temporary in the opinion of the management.

1.7 **INVENTORIES:**
Items of Inventories are measured at lower of cost and net realisable value after providing for obsolescence, if any. Cost of inventories comprise of all cost of purchase, cost of conversion and other cost incurred in bringing the inventory to there present location and condition. Cost of raw material, stores & spares and packing materials are calculated on the weighted average method. Cost of work in progress, finished goods and stock in trade is determined on absorption costing method.Cullet is valued at net realisable value.

1.8 **EMPLOYEE BENEFITS**:

i) Short-term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss of the period in which the related service is rendered.

ii) Post employment and other long term employee benefits are recognized as an expense in the statement of profit and loss for the period in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and loss in respect of post employment and other long term benefits are charged to the statement of profit and loss.

iii) Compensated absences are accounted similar to the short term employee benefits.

iv) Retirement benefits in the form of Provident Fund is defined contribution scheme and the contributions are charged to the statement of profit and loss of the period when the contribution to the respective funds are due. There are no other obligation other than the contribution payable to the fund.

1.9 **FOREIGN CURRENCY TRANSACTIONS:**

(i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the date of transaction.

(ii) Monetary items denominated in foreign currencies at the period end are restated at period end rates. In case of any items which are covered by forward exchange contracts, the difference between the period end rate and rate on the date of contract is recognised as exchange difference and the premium paid on forward contracts has been recognised over the life of the contract.

(iii) Non monetary foreign currency items are carried at cost.

(iv) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the statement of profit and loss.

1.10 **IMPAIRMENT OF ASSETS**:

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the statement of profit and loss in the period in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been change in the estimate of recoverable amount.

1.11 **DERIVATIVE TRANSACTIONS:**

In respect of derivative contract, premium paid, provision for losses on re-statement and gains/losses on settlement are recognised along with underlying transaction and charged to the statement of profit and loss.

1.12 **PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the financial statements. Contingent Assets are neither recognised nor disclosed in the financial statements.

1.13 **PROVISION FOR CURRENT AND DEFERRED TAX**:

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act,1961. Deferred tax resulting from “timing difference” between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future. In the case of unabsorbed depreciation and carry forward tax losses, all deferred tax asset are recognised only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits. The carrying amount of deferred tax assets are reviewed at each balance sheet date for their appropriateness.

Deferred Tax Assets and Deferred Tax Liabilities are off set if legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws.

Minimum Alternative Tax (MAT) is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an assets in accordance with the recommendations contained in guidance Note issued by the ICAI, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal income tax during the specified period.

1.14 **EXCISE DUTY**:

Excise Duty has been accounted on the basis of payments made in respect of goods cleared and provision made for goods lying in bonded warehouses, where applicable.

1.15 **BORROWING COST**:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

1.16 **LEASES**:

Lease rentals are expensed with reference to lease terms and other considerations.

VYLINE GLASS WORKS LIMITED
UNAUDITED PROVISIONAL STATEMENT OF PROFIT AND LOSS FOR THE THIRD PERIOD ENDED 31ST DECEMBER, 2018

Note 2 - Share Capital

(Amount in ₹)

Particulars	As at 31st Dec, 2018	As at 31st March, 2018
Authorised		
2,000,000 (Previous Year 2,000,000) Equity Shares of Rs. 10 each	200,00,000	200,00,000
500,000 (Previous Year 500,000) 10% Cumulative Convertible Preference Shares of Rs. 10 each	50,00,000	50,00,000
	250,00,000	**250,00,000**
Issued, Subscribed and Paid up		
1,950,000 (Previous Year 1,950,000) Equity Shares of Rs. 10 each fully paid up	195,00,000	195,00,000
Total	**195,00,000**	**195,00,000**

VYLINE GLASS WORKS LIMITED

Notes to the Unaudited Provisional Financial Statement for the period ended 31st December, 2018

Note 3 - Reserves and Surplus

(Amount in ₹)

Particulars		As at 31st December, 2018		As at 31st March, 2018
Surplus in the Statement of Profit and Loss				
Balance as at the beginning of the year	1513,31,358		1015,93,652	
Add: Profit for the period / year	482,30,444		497,37,706	
Balance as at the end of the Period / Year		1995,61,802		1513,31,358
Total		**1995,61,802**		**1513,31,358**

Note 4 - Deferred Tax Liabilities (Net)

(Amount in ₹)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Liabilities		
Related to Fixed Assets	77,48,102	102,99,164
Total	**77,48,102**	**102,99,164**
Assets		
Disallowance Under Section 43B of the Income Tax Act, 1961	39,01,961	37,47,830
Others	3,29,120	3,29,120
Total	**42,31,081**	**40,76,950**
Deferred Tax Liabilities (Net)	**35,17,021**	**62,22,214**

Note 5 - Long-Term Provisions

(Amount in ₹)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Provision for Employee Benefits		
Gratuity	60,01,470	49,26,213
Total	**60,01,470**	**49,26,213**

VYLINE GLASS WORKS LIMITED

Notes to the Unaudited Provisional Financial Statement for the period ended 31st December, 2018

Note 6 - Trade Payables

(Amount in ₹)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Micro, Small and Medium Enterprises	114,19,079	140,31,707
Others	819,42,469	597,45,224
Total	**933,61,548**	**737,76,931**

Note 7 - Other Current Liabilities

(Amount in ₹)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Current maturities of Long-term borrowings	1821,64,000	3316,25,000
Interest accrued but not due on borrowings	57,69,474	113,23,763
Advance from customers	5,06,532	-
Creditors for capital expenditure	13,33,653	46,27,376
Security deposits	10,20,680	8,20,680
Statutory liabilities	76,07,075	107,97,153
Other payables	190,01,687	159,89,987
Total	**2174,03,101**	**3751,83,959**

7.1 Other Payables includes mainly outstanding liabilities for expenses, Salary, Wages, Bonus Payable etc.

Note 8 - Short - Term Provisions

(Amount in ₹)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Provisions for Employee Benefits		
Gratuity	2,66,647	2,66,647
Leave Encashment	42,68,820	33,56,756
Others		
Provision for Income Tax (Net)	10,89,883	57,01,443
Total	**56,25,350**	**93,24,846**

VYLINE GLASS WORKS LIMITED

Notes to the Unaudited Provisional Financial Statement for the period ended 31st December, 2018

Note 9 - FIXED ASSETS

(Amount in ₹)

	GROSS BLOCK				DEPRECIATION AND AMORTIZATION				NET BLOCK	
Description	**As at 1st April, 2018**	Additions	Deductions/ Adjustments	**As at 31st December, 2018**	Upto 31st March, 2018	For the Year	Deductions/ Adjustments	**Upto 31st December, 2018**	**As at 31st December, 2018**	As at 31st March, 2018
Tangible Assets - Leased										
Leasehold Improvements	270,34,237			270,34,237	129,00,387	24,31,216		153,31,603	117,02,634	141,33,850
Tangible Assets - Owned										
Land - Freehold	9,53,223			9,53,223	-			-	9,53,223	9,53,223
Building	163,47,868			163,47,868	95,41,586	2,00,555		97,42,141	66,05,727	68,06,282
Plant And Equipments	2715,72,161	45,65,513		2761,37,674	1433,75,488	188,61,829		1622,37,317	1139,00,357	1281,96,673
Furniture And Fixtures	60,26,857	3,57,475		63,84,332	31,35,266	3,40,226		34,75,492	29,08,839	28,91,590
Vehicles	31,37,168			31,37,168	11,09,459	2,67,721		13,77,180	17,59,988	20,27,709
Office Equipments	143,81,972	12,58,660		156,40,632	92,99,743	15,73,455		108,73,198	47,67,434	50,82,229
TOTAL (A)	**3394,53,486**	**61,81,648**	-	**3456,35,134**	**1793,61,929**	**236,75,002**	-	**2030,36,931**	**1425,98,202**	**1600,91,556**
Owned Intangible Assets *										
Computer Software	43,44,178	1,25,000		44,69,178	25,19,848	7,90,047		33,09,895	11,59,284	18,24,330
TOTAL (B)	**43,44,178**	**1,25,000**	-	**44,69,178**	**25,19,848**	**7,90,047**	-	**33,09,895**	**11,59,284**	**18,24,330**
GRAND TOTAL	**3437,97,664**	**63,06,648**	-	**3501,04,312**	**1818,81,778**	**244,65,049**	-	**2063,46,826**	**1437,57,486**	**1619,15,886**
PREVIOUS YEAR	**3269,32,188**	**168,65,476**	-	**3437,97,664**	**1488,88,663**	**329,93,115**	-	**1818,81,778**	**1619,15,886**	**1780,43,525**
Capital Work in Progress									61,91,063	9,64,492

Note 10 - Non-current Investments

Particulars	As at 31th December, 2018 Quantity (Nos)	As at 31st March, 2018 Quantity (Nos)	Face Value (₹)	As at 31th December, 2018 (Amount in ₹)	As at 31st March, 2018 (Amount in ₹)
Long Term Investments					
Trade Investments					
Unquoted Fully Paid Up					
In Equity Instruments					
Others					
Fennel Investment and Finance Pvt Ltd.	7,50,163	7,50,163	10	150,02,567	150,02,567
Total				**150,02,567**	**150,02,567**

10.1 Aggregate amount of Non-current Investments and market value thereof

	As at 31st December, 2018 Book Value (Amount in Rs)	As at 31st December, 2018 Market Value (Amount in Rs)	As at 31st March, 2018 Book Value (Amount in Rs)	As at 31st March, 2018 Market Value (Amount in Rs)
Unquoted Investments	150,02,567		150,02,567	
	150,02,567		**150,02,567**	

10.2 Refer Note 1.6 for basis of valuation of Non Current Investments

VYLINE GLASS WORKS LIMITED
Notes to the Unaudited Provisional Financial Statement for the period ended 31st December, 2018

Note 11 - Long - Term Loans and Advances

(Amount in ₹)

Particulars	As at 31st December, 2018	As at 31st March, 2018
(Unsecured, Considered Good) :		
Capital Advances	67,62,652	14,69,934
Security Deposits	53,38,748	34,35,345
Prepaid Expenses	2,48,407	2,48,407
Advance Tax (Net)	16,00,796	24,45,968
Total	**139,50,603**	**75,99,654**

Note 12 - Inventories

(Amount in ₹)

Particulars		As at 31st December, 2018		As at 31st March, 2018
Raw Materials				
Goods-in-Transit	296,67,182		195,92,531	
Others	1548,87,795	1845,54,977	1480,91,106	1676,83,637
Work-in-Progress - Glassware		133,20,259		112,66,038
Goods-in-Transit				
Finished Goods - Glassware		109,86,998		575,97,559
Stock-in-Trade - Glassware		21,93,505		231,48,875
Stores and Spares		197,79,180		148,19,715
Packing Material		131,59,986		122,97,848
Scrap(Cullet)		4,65,439		1,40,702
Total		**2444,60,344**		**2869,54,374**

12.1 For Mode of Valuation Refer Note 1.7

Note 13 - Trade Receivable

(Amount in ₹)

Particulars	As at 31st December, 2018	As at 31st March, 2018
(Unsecured):		
Due for a Period Exceeding Six Months from the due date	88,664	-
Considered Good	990,26,757	1596,51,900
Total	**991,15,421**	**1596,51,900**

VYLINE GLASS WORKS LIMITED

Notes to the Unaudited Provisional Financial Statement for the period ended 31st December, 2018

Note 14 - Cash and Bank Balances

(Amount in ₹)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Cash and Cash Equivalents		
Balances with Banks in current accounts	35,28,805	7,70,129
Fixed deposits with a Bank - Having maturity less than 3 months	68,00,749	7,25,749
Cash on Hand	4,59,599	4,78,015
Total	**107,89,153**	**19,73,893**

Note 15 - Short - Term Loans and Advances

(Amount in ₹)

Particulars		As at 31st December, 2018		As at 31st March, 2018
(Unsecured, Considered Good, unless otherwise stated)				
Loans and Advances to Others :				
Security Deposits				
Considered Goods	-		-	
Considered Doubtful	11,83,034		11,83,034	
	11,83,034		11,83,034	
Less : Provision for Doubtful Advances	11,83,034	-	11,83,034	-
Interest receivables		1,92,856		2,10,538
Advances to Creditors		87,78,807		38,13,874
Others		27,31,993		21,78,343
Total		**117,03,656**		**62,02,755**

15.1 Other includes mainly prepaid expenses, service tax and cenvat receivable etc.

VYLINE GLASS WORKS LIMITED
Notes to the Unaudited Provisional Financial Statement for the period ended 31st December, 2018

Note 16 - Revenues from Operations

(Amount in ₹)

Particulars	For the period ended 31st December, 2018	For the year ended 31st March, 2018
Sale of Products - Glassware	8593,97,600	7888,69,665
Other Operating Revenue	38,05,988	46,77,812
Gross Revenue from Operations	**8632,03,588**	**7935,47,477**

Note 17 - Other Income

(Amount in ₹)

Particulars	For the period ended 31st December, 2018	For the year ended 31st March, 2018
Interest Income on		
- Fixed Deposits	47,028	1,47,758
- Others	4,66,977	8,23,094
Gain on Sale of Assets	-	9,58,000
Cash Discount Income	-	23,861
Rent Income	20,06,820	26,52,660
Sundry balance written back (Net)	4	77,901
Miscellaneous Income	41,43,673	51,27,811
Total	**66,64,502**	**98,11,085**

Note 18 - Cost of Material consumed

(Amount in ₹)

Particulars	For the period ended 31st December, 2018	For the year ended 31st March, 2018
Cost of Material consumed under Broad Head		
Glass items	1726,19,751	1549,94,520
Total	**1726,19,751**	**1549,94,520**

18.1 Mainly consists of Tubing, Blanks and accessories etc.

VYLINE GLASS WORKS LIMITED

Notes to the Unaudited Provisional Financial Statement for the period ended 31st December, 2018

Note 19 - Purchase of Stock in Trade

(Amount in ₹)

Particulars	For the period ended 31st December, 2018	For the year ended 31st March, 2018
Purchase of Stock in Trade under broad head:		
Glass Items	1899,77,178	1168,26,739
Total	**1899,77,178**	**1168,26,739**

Note 20 - Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade

(Amount in ₹)

Particulars	For the period ended 31st December, 2018	For the year ended 31st March, 2018
At the end of the Year		
Finished Goods	109,86,998	575,97,559
Stock-in-Trade	21,93,505	231,48,875
Work-in-Progress	133,20,259	112,66,038
Scrap (Cullet)	4,65,439	1,40,702
	269,66,201	**921,53,174**
At the beginning of the Year		
Finished Goods	575,97,559	836,12,467
Stock-in-Trade	231,48,875	233,43,970
Work-in-Progress	112,66,038	97,38,024
Scrap (Cullet)	1,40,702	1,29,149
	921,53,174	**1168,23,610**
Total	**651,86,973**	**246,70,436**

Note 21 - Employee Benefits Expense

(Amount in ₹)

Particulars	For the period ended 31st December, 2018	For the year ended 31st March, 2018
Salaries, Wages & allowances	678,77,736	814,56,942
Contribution to Provident and Other Funds	32,62,611	36,93,840
Staff Welfare Expenses	31,21,936	46,74,517
Gratuity	12,46,236	13,51,955
Total	**755,08,519**	**911,77,254**

Note 22 - Finance Cost

(Amount in ₹)

Particulars	For the period ended 31st December, 2018	For the year ended 31st March, 2018
Interest Expenses	227,71,953	406,10,022
Total	**227,71,953**	**406,10,022**

VYLINE GLASS WORKS LIMITED
Notes to the Unaudited Provisional Financial Statement for the period ended 31st December, 2018
Note 23 - Other Expenses

(Amount in ₹)

Particulars	For the period ended 31st December, 2018	For the year ended 31st March, 2018
Trading and Manufacturing Expenses		
Consumption of Stores and Spares	445,37,318	353,92,830
Power and Fuel	558,13,864	575,92,539
Processing Charges	64,04,364	72,84,875
Consumption of Packing Materials	556,05,572	592,59,400
Excise Duty	-	(95,33,742)
Contract Labour Expenses	517,50,584	563,49,102
Repairs to Machinery	84,32,553	119,33,119
Repairs to Buildings	53,865	10,38,056
Administrative and General Expenses		
Rent	80,36,086	107,46,456
Rates and Taxes	4,74,137	5,68,945
Other Repairs	26,67,772	26,11,540
Insurance	11,59,251	10,93,827
Legal and Professional Fees	30,86,513	51,03,809
Travelling	23,70,055	40,79,430
Vehicles Hire Charges	47,47,416	53,80,639
Donation	30,102	8,100
Payment to Auditors	5,24,998	7,00,000
Commission on Guarantee	-	40,810
Loss on Foreign currency transactions (Net)	7,78,778	3,48,422
Miscellaneous Expenses	65,41,665	81,78,850
Total	**2530,14,893**	**2581,77,007**

Note 24 - Earnings Per Equity share

Particulars	For the period ended 31st December, 2018	For the year ended 31st March, 2018
Net Profit /(Loss) After Tax Attributable to Equity Shareholders for Basic EPS and Diluted EPS (Amount in ₹)	482,30,444	497,37,706
Weighted Average Number of Equity Shares Outstanding During the Year for Basic EPS and Diluted EPS (in Nos.)	19,50,000	19,50,000
Basic EPS and Diluted EPS (in ₹)	24.73	25.51
Face Value per Equity Share (in ₹)	10.00	10.00

Note 25 Previous Year figures have been regrouped, reworked, reclassified and re-arranged wherever necessary.

For and on behalf of the Board of Directors

VYLINE GLASS WORKS LTD. MUMBAI

Som Chand Mehta
Director
(DIN 07238211)

Dharmesh Naik
Director
(DIN 00957601)

Place : Mumbai
Date : 11.03.2019

SINGHI & COMPANY
CHARTERED ACCOUNTANTS

AUDITOR'S REPORT

TO THE MEMBERS OF

Fennel Investment and Finance Pvt Ltd

Report on the Ind AS Financial Statement

We have audited the accompanying financial statements of **Fennel Investment and Finance Pvt Ltd**, which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss (including other comprehensive income) and the statement of change in equityfor the year then ended, and a summary of the significant accounting policies and other explanatory information (herein after referred to as "Ind AS financial statement").

Management's Responsibility for the Financial Statements

The company's Board of Directors is responsible for the matters stated in section 134 of sub section 5 of the companies Act, 2013 with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India ,including the Indian Accounting Standards (Ind AS)specified under section 133 of the Companies Act, 2013 , read with Rule 7 of the Companies (Account) Rules,2014.This responsibility also includes maintenance of adequate accounting records in accordance with provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Ind AS financial statements are free from material misstatement.

SINGHI & CO. * MUMBAI * CHARTERED ACCOUNTANTS

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of accounting estimates made by the company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind As financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind ASfinancial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India including the Ind AS, of financial position of the Company as at 31 March, 2018, and its financial performance including other comprehensive income and the change in equity for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (1) of section 143 of the Act, we give in the "Annexure A "a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.

b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c. The Balance Sheet, the Statement of Profit and Loss, and the Statement of changes in equity dealt with by this Report are in agreement with the books of account.

d. In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014.

e. On the basis of written representations received from the directors as on March 31, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of sub-section (2) of section164 of the Companies Act, 2013.

SINGHI & CO. MUMBAI CHARTERED ACCOUNTANTS

f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, referred to our separate Report in **"Annexure B"**and

g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

  i. The company has disclosed the impact of pending litigations on its financial position in its financial statements- Refer Note **22** contingent liability to the financial statements;

  ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses,

  iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection fund by the Company

  iv. Company has approved the scheme of Amalgamation for merger of Fennel Investment and Finance Private Limited, Vyline Glass Works Ltd and Hopewell Tableware Private Limited with Borosil Glass Works Ltd. Refer Note 23 to the Ind As financial Statement.

For SINGHI & CO.
Chartered Accountants
FRN -110283W

SINGHI & CO. MUMBAI CHARTERED ACCOUNTANTS

UNIT NO.30 NEPTUNE BUILDING,
EVERSHINE MILLENIUM PARADISE
THAKUR VILLAGE, KANDIVALI EAST
MUMBAI- 400101.

Dated- 15th day of MAY, 2018

PRAVEEN KUMAR SINGHI
Partner
Membership No -051471

ANNEXURE "A" REFERRED TO IN PARAGRAPH 1 OF OUR REPORT OF EVEN DATE TO THE MEMBERS OF FENNEL INVESTMENT AND FINANCE PVT LTD ('THE COMPANY') ON THE ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2018

On the basis of the information and explanation furnished to us and the books and record examined by us in the normal course of audit and to the best of our knowledge and belief we report that,

1. There are no Fixed Assets in the company therefor the clause is not applicable to the company.
2. There is no Inventory at the year end March 31, 2018.
3. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in register maintained under section 189 of companies Act, 2013.
4. As explained being Non-Banking Finance Company the restrictions of section 185 and 186 of Companies Act, 2013 and rules framed there under are not applicable.
5. The Company has not accepted any deposit and directive issued by the Reserve bank of India and provisions of sections 73 to 76 or any other provisions of companies act 2013 and rules frames there under will not applicable on company.
6. As per information and explanation given by the management, the company has not carried out any manufacturing activity during the financial year ended March 31, 2018. Therefore, maintenance of cost records as prescribed under sub section 1 of section 148 of the Companies Act, 2013 is not applicable to the Company.
7. **a)** According to the information and explanations given to us and on the basis of our examination of the books of accounts, the company is generally regular in depositing with the appropriate authorities undisputed statutory dues including Provident Fund, Employee's State Insurance, Income Tax, Wealth Tax, Custom Duty, Excise Duty, Service tax, Sales Tax, Value added tax, Cess and other statutory dues applicable to the company. There are no undisputed amount payable as at 31.03.2018 for a period of more than six months from the date they become payable.

   b) According to the information & explanations given to us, the amount dues payable in respect of Income Tax that have not been deposited with the appropriate authorities on account of dispute and the forum where the dispute are pending as given below:

Name of the Status	Nature of Dues	Amount in Rs	Period to which Amount Relates	Forum where dispute is pending
Income Tax Act 1961	Disallowance made	121560	Assessment Year 13-14	CIT(A) Mumbai

8. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial

SINGHI & CO. ★ CHARTERED ACCOUNTANTS ★ MUMBAI

public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company.

10. Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.

12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the Order are not applicable to the Company.

13. According to the information and explanations given to us and based on our examination ofthe records of the Company, transactions with the related parties are in compliance with sections177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standard.

14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment orprivate placement of shares or fully or partly convertible debentures during the year under review and therefor the provisions of clause 3(XIV) of the Companies (Auditor's Report) Order, 2016 not applicable to the company.

15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is notapplicable.

16. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

For SINGHI & CO.
Chartered Accountants
FRN -110283W

SINGHI & CO. ★ CHARTERED ACCOUNTANTS ★ MUMBAI

UNIT NO.30 NEPTUNE BUILDING,
EVERSHINE MILLENIUM PARADISE
THAKUR VILLAGE, KANDIVALI EAST
MUMBAI- 400101.

Dated- 15th day of MAY, 2018

PRAVEEN KUMAR SINGHI
Partner
Membership No -051471

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **FENNEL INVESTMENT AND FINANCE PVT LTD,** as of 31 March 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

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Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SINGHI & CO.
Chartered Accountants
FRN -110283W

SINGHI & CO. CHARTERED ACCOUNTANTS MUMBAI

UNIT NO.30 NEPTUNE BUILDING,
EVERSHINE MILLENIUM PARADISE
THAKUR VILLAGE, KANDIVALI EAST
MUMBAI- 400101.

Dated- 15th day of May, 2018

PRAVEEN KUMAR SINGHI
Partner
Membership No -051471

FENNEL INVESTMENT AND FINANCE PVT LTD

BALANCE SHEET AS AT 31st March 2018

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
		IND AS	IND AS
I. ASSETS		0	-
1 Non-current Assets			
(i) Financial Assets			
(i) Investments	2	1 14 01 91 960	90 72 27 622
(ii) Other non-current assets	3	93 38 712	18 68 288
		1 14 95 30 672	**90 90 95 910**
2 Current Assets			
(a) Financial Assets			
(i) Investments	2	4 40 26 286	2 02 85 958
(ii) Trade Receivable	4		
(iii) Cash and cash equivalents	5	1 02 084	1 02 128
(iv) Bank Balance other than (iii) above	5	3 09 505	4 03 197
(v) Loans	6	3 45 91 874	3 45 92 000
(c) Current Tax Assets (Net)			
		7 90 29 749	**5 53 83 283**
3 Non-current assets classified as held for sale			
TOTAL		**1 22 85 60 421**	**96 44 79 193**
I. EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	7	9 04 90 000	9 04 90 000
(b) Other Equity	8	1 12 27 56 721	86 21 29 573
		1 21 32 46 721	95 26 19 573
LIABILITIES			
1 Non-current Liabilities			
(a) **Financial Liabilities** Borrowings	9	97 29 000	
(b) Deferred Tax Liabilities (Net)	9A		13 520
		97 29 000	13 520
2 Current Liabilities			
(a) **Financial Liabilities**			
Borrowings	10		97 29 000
(b) Other current liabilities	11	1 74 600	1 75 000
(c) Provisions	12		
(d) Current Tax Liabilities (Net)	13	54 10 100	19 42 100
		55 84 700	**1 18 46 100**
3 Liabilities associated with group of assets held for disposal			
TOTAL		**1 22 85 60 421**	**96 44 79 193**

See accompanying notes to the financial statements 1

As per our report of even date attached.

For Singhi & Company
Chartered Accountants.
Firm No.: 110283W

(Praveen Kumar Singhi)
Partner
Membership No. : 51471

SINGHI & CO. ★ CHARTERED ACCOUNTANTS ★ MUMBAI

For and on behalf of Board of Directors

Director	**Director**
B.L.Kheruka	**P.K.Kheruka**
DIN No.	**DIN No.**
00016861	**00016909**

Place : Mumbai
Date : 15th day of May, 2018

FENNEL INVESTMENT AND FINANCE PRIVATE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED

	Particulars	Note	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
I.	Revenue From Operations	14		
	Other Income	15	9,991,534	7,239,630
	Total Revenue (I)		9,991,534	7,239,630
II.	**Expenses:**			
	Purchases of Stock-in-Trade/Cost of Material Consumed	16	-	-
	Employee Benefits Expense	17	-	162,834
	Finance Costs	18	810,000	810,000
	Other Expenses	19	1,348,989	182,541
	Total Expenses		**2,158,989**	**1,155,375**
III.	**Profit Before Exceptional Item and Tax (I - II)**		**7,832,545**	**6,084,255**
VI.	Exceptional Items	20	-	
VII.	**Profit Before Tax (V - VI)**		**7,832,545**	**6,084,255**
VI.	**Tax Expense:**			
	(1) Current Tax		3,468,000	1,223,000
	Less : MAT Credit Entitlement		(2,882,113)	(490,290)
	Net Current Tax		585,887	732,710
	(2) Deferred Tax Expenses /(Income)		(211,167)	(9,804)
	(3) Income Tax of earlier years		-	1,230
VII.	**Profit For The Year (VII-VIII)**		**7,457,825**	**5,360,119**
VIII.	**Other Comprehensive Income**			
	A i) Items that will not be reclassified to profit or loss			
	Remeasurements of defined benefit plans			
	Equity Instruments through Other Comprehensive Income		253,169,323	447,638,324
	Other Comprehensive Income		253,169,323	447,638,324
IX.	**Total Comprehensive Income for the period (VII + VIII)**		260,627,148	452,998,443
X.	**Earnings per Equity Share of Rs.10 each (Basic and Diluted)**	21	0.82	0.59
	See accompanying notes to the financial statements	1		

As per our report of even date attached.

For Singhi & Company
Chartered Accountants.
Firm No.: 110283W

(Praveen Kumar Singhi)
Partner
Membership No. : 51471

SINGHI & CO. ★ MUMBAI ★ CHARTERED ACCOUNTANTS

For and on behalf of Board of Directors

P Kheruka

Director
B.L.Kheruka
DIN No.
00016861

Director
P.K.Kheruka
DIN No.
00016909

Place : Mumbai
Date : 15th day of May, 2018

FENNEL INVESTMENT AND FINANCE PRIVATE LIMITED
Notes to the financial statement for the year ended 31st March, 2018

Note 1: CORPORATE INFOMRATION

Fennel Investment and Finance Private Limited (the 'Company') is a Private Limited Company incorporated and domiciled in India whose shares are not publicly traded. The registered office is located at 1101, Crescenzo, G Block, Opp MCA Club, Bandra Kurla Complex, Bandra East, Mumbai - 400 051, India.

The Company is an NBFC, registered with Reserve Bank of India Act, 1934 having Registration No. N-13-01594 dated 30.03.2002.

The financial statements of the Company for the year 31st March, 2018 were approved and adopted by board of directors in their meeting dated 8th May, 2018

Note 2: BASIS OF PREPARATION

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

For all periods up to year ended 31st March, 2017, the Company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements for the year ended 31st March, 2018 are the first the Company has prepared in accordance with Ind AS.

The financial statements have been prepared on a historical cost basis, except for the following assets which have been measured at fair value:

a. Certain financial assets measured at fair value (refer accounting policy regarding financial instruments),

The financial statements are presented in INR and all values are rounded to the nearest rupee, except when otherwise indicated.

Note 3: SIGNIFICANT ACCOUNTING POLICIES

3.1 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

3.2 Employee Benefits

Short term employee benefits are recognized as an expense in the statement of Profit and Loss of the year in which the related services are rendered.

Leave encashment being a short term benefit is accounted for using the projected unit credit method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise.

Contribution to Provident Fund, a defined contribution plan, is made in accordance with the statute, and is recognised as an expense in the year in which employees have rendered services.

3.3 Financial instruments – initial recognition, subsequent measurement and impairment

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets -Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

Financial assets - Subsequent measurement

For the purpose of subsequent measurement financial assets are classified in two broad categories:-

a) Financial assets at fair value

b) Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income)

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A financial asset that meets the following two conditions is **measured at amortised cost** (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.
a) Business model test: The objective of the Company's business model is to hold the financial asset to collect the contractual cash flow (rather than to sell the instrument).
b) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at **fair value through other comprehensive income** unless the asset is designated at fair value through profit or loss under the fair value option.

a) Business model test: The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial assets.
b) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.
Even if an instrument meets the two requirements to be measured at amortised cost or fair value through other comprehensive, a financial asset is measured at fair value through profit or loss if doing so eliminates or significantly reduces a measurement or recognition inconsistency (sometimes referred to as an 'accounting mismatch') that would otherwise arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. All other financial asset is measured at fair value through profit or loss.
All equity instruments are measured at fair value in the balance sheet, with value changes recognised in the statement of profit and loss, except for those equity instruments for which the entity has elected to present value changes in 'other comprehensive income.

Investment in associates:
The company has accounted for its investment in associates at cost.

Financial assets - Derecognition
A financial assets (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed form the Company's statement of financial position) when:
a) The rights to receive cash flows from the asset have expired, or
b) The Company has transferred its rights to receive cash flow from the asset or has assumed an obligation to pay the received cash flow in full without material delay to a third party under a pass-through arrangement and either i) the Company has transferred substantially all the risks and rewards of the asset, or ii) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flow from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Financial liabilities - Initial recognition and measurement
The financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts.

Financial liabilities - Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:

Financial Liabilities at fair value through profit or loss
Financial Liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.
Gains or losses on liabilities held for trading are recognised in the statement of profit and loss.
Financial liabilities designated upon initial recognition at fair value through profit or loss are designated at the initial date of recognition, and only if the criteria in Ind AS 109 as satisfied.

Financial Liabilities - Derecognition
A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another, from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

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3.4 Borrowing Costs

Borrowing costs specifically relating to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use are capitalized (net of income on temporarily deployment of funds) as part of the cost of such assets. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. For general borrowing used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period. All other borrowing costs are expensed in the period in which they occur.

All other borrowing costs are recognised as expense in the period in which they are incurred.

3.5 Taxes on Income

Income tax expense represents the sum of current (including MAT) and deferred tax . Tax is recognised in the statement of Profit and Loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income, in such cases the tax is also recognised directly in equity or in other comprehensive income. Any subsequent change in direct tax on items initially recognised in equity or other comprehensive income is also recognised in equity or other comprehensive income, such change could be for change in tax rate.

Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit and are accounted for using the liability method. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. Deferred tax assets and deferred tax liabilities are off set, and presented as net. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

Minimum Alternative Tax (MAT) is applicable to the Company. Credit of MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the profit and loss account and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

3.6 Revenue recognition and other income

Interest Income

For all financial instruments measured at amortised cost, interest income is recorded using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset. Interest income is included in the other income in the statement of profit and loss.

Dividend Income

Dividend Income is recognised when the right to receive the payment is established, which is generally when shareholders approve the dividend.

3.7 Dividend Distribution

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution is recognised directly in equity.

SINGHI & CO. CHARTERED ACCOUNTANTS MUMBAI

3.8 Earnings per share

Basic earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

3.9 Provisions, Contingent Liabilities, Contingent assets and Commitments:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognised in the statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

3.10 Current and non-current classification

The Company presents assets and liabilities in statement of financial position based on current/non-current classification. The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by Ministry of Corporate Affairs.

An asset is classified as current when it is:

a) Expected to be realised or intended to be sold or consumed in normal operating cycle,

b) Held primarily for the purpose of trading,

c) Expected to be realised within twelve months after the reporting period, or

d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when it is:

a) Expected to be settled in normal operating cycle,

b) Held primarily for the purpose of trading,

c) Due to be settled within twelve months after the reporting period, or

d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The Company has identified twelve months as its normal operating cycle.

3.11 Fair value measurement:

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a) In the principal market for the asset or liability, or

b) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

a) Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

b) Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

c) Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

3.12 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable rights to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable rights must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or counterparty.

Note 4: SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

Income Tax

The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to an adjustment to the amounts reported in the standalone financial statements.

Contingencies

Management has estimated the possible outflow of resources at the end of each annual reporting period, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

SINGHI & CO. CHARTERED ACCOUNTANTS MUMBAI

FENNEL INVESTMENT AND FINANCE PRIVATE LIMITED					
Note 2 - Other Non - Current Assets					
	31/03/2018			**31/03/2017**	
Quoted Investment: Equity	**Units**			**Units**	
Associates:					
Gujarat Borosil Ltd.	2 26 00 000	11 30 00 000		2 26 00 000	11 30 00 000
Others:					
Borosil Glass Works Ltd	12 40 570	**102 71 91 960**		1 24 057	77 40 22 637
Power Finance Corp. Ltd.				730	1 06 544
Himatsingka Seide Ltd				58 957	2 00 98 441
Carrying Value to Investment (A)		**114 01 91 960**			**90 72 27 622**
Note 2 - Other Current Assets					
Unquoted Investments:					
Mutual Funds:					
Birla Sunlife Frontline Equity Fund Growth.	14 540	**30 41 803**		14 540	28 07 706
Birla Sunlife Frontline Equity Fund Growth.	**6 988**	**14 61 926**		6 988	13 49 416
BSL Saving Fund Daily Dividend Reinvested.	**79 830**	**79 95 141**		4 321	4 33 959
HDFC Midcap Opportunity Fund Gr.				2 07 778	1 03 47 354
Mirae Asset India Opprtunity Fund DP Div	**9 56 623**	**3 15 27 416**			
SBI Bluechip MF Direct Dividend Reinvestment				2 36 826	53 47 523
Carrying Value to Investment		**4 40 26 286**			**2 02 85 958**

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FENNEL INVESTMENT AND FINANCE PVT LTD

Note 3 - Other Non - Current Assets

Particulars	As at 31st March, 2018 IND(AS)	As at 31st March, 2017 IND (AS)
(Unsecured, Considered Good) :		
Long Term Trade Receivables		
Advance Tax (Net)	57 68 662	13 77 998
MAT Credit Entitlement	33 72 403	4 90 290
Deferred Tax Assets	1 97 647	
Total	**93 38 712**	18 68 288

Note 4 - Financial Assets - Trade Receivable

Particulars	As at 31st March, 2018 IND(AS)	As at 31st March, 2017 IND (AS)
(Unsecured) :		
Due for a Period Not Exceeding Six Months from the due date		
Considered Good		
Total		

Note 5 - Financial Assets - Cash and cash equivelent

Particulars	As at 31st March, 2018 IND(AS)	As at 31st March, 2017 IND (AS)
Cash and Cash Equivalents		
Balances with Banks in current accounts	309,504.99	4 03 197
Cash on Hand	102,084.00	1 02 128
Total	**411,588.99**	5 05 325

Note 6 - Financial Assets - Loans

Particulars	As at 31st March, 2018 IND(AS)	As at 31st March, 2017 IND (AS)
(Unsecured, Considered Good, unless otherwise stated)		
Loans and Advances to Related Parties		
Inter Corporate Deposit	3 45 00 000	3 20 00 000
Interest receivables	91 874	25 92 000
	3 45 91 874	3 45 92 000

SINGHI & CO. ★ CHARTERED ACCOUNTANTS ★ MUMBAI

FENNEL INVESTMENT AND FINANCE PVT LTD

Note 7 - Equity Share Capital

Particulars	As at 31st March, 2018	As at 31st March, 2017
Authorised		
17650000 Equity shares of Rs. 10/- each (Previous Year17650000)	17 65 00 000	17 65 00 000
1750000 9% NCRP shares of Rs. 10/- each (Previous Year1750000)	1 75 00 000	1 75 00 000
	19 40 00 000	19 40 00 000
Issued, Subscribed & Fully Paid up		
9049000 Equity shares of Rs. 10/- each (Previous Year 9049000)	9 04 90 000	9 04 90 000
Total	**9 04 90 000**	**9 04 90 000**

7.1 Reconciliation of number of Equity Shares outstanding at the beginning and at the end of the year :

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	(in Nos.)	(Rs. in lacs)	(in Nos.)	(Rs. in lacs)
Shares outstanding at the beginning of the year	90 49 000	9 04 90 000	90 49 000	9 04 90 000
Add: Issue of equity share capital *	-	-	-	-
Shares outstanding at the end of the year	**90 49 000**	**9 04 90 000**	**90 49 000**	**9 04 90 000**

7.2 Details of Shareholder holding more than 5% of Equity Share Capital :

	Particulars	As at 31st March, 2018		As at 31 March, 2017	
		No. of Shares held	% of Holding	No. of Shares held	% of Holding
	Corporate Bodies	41 48 967	46%	41 48 967	46%
1	Borosil Glass Works Ltd	7 50 163	8%	7 50 163	8%
2	Vyline Glass Works Ltd.	5 19 412	6%	5 19 412	6%
3	Croton Trading Pvt. Ltd.				
	Limited Liabilities Partnership				
1	Spartan Trade Holdings LLP.	6 25 286	7%	6 25 286	7%
2	Borosil Holdings LLP.	5 00 408	6%	5 00 408	6%
3	Gujarat Fusion Glass LLP (w.e.f. 3rd April, 2014).	15 56 428	17%	15 56 428	17%

7.3 There are no shares reserved for issue under options and contracts / commitments for the sale of shares /

7.4 There is no dividend paid or proposed during the year and during the previous year.

SINGHI & CO. ★ CHARTERED ACCOUNTANTS ★ MUMBAI

FENNEL INVESTMENT AND FINANCE PVT LTD
Notes to the Financial Statement for the year ended 31st March, 2018
Note 8 - Other Equity

Particulars	Reserves and Surplus				Equity Instruments through Other Comprehensive Income	Total
	Amalgamation Reserve	Special Reserve Fund	P & L Account Balance	Retained Earnings		
Balance as at 1st April, 2016	2 44 30 000	1 52 66 700	6 13 23 406			10 10 20 106
Profit & Loss 31-3-17			23 83 442			23 83 442
Transferred to Special Reserve Fund		9 74 000	- 9 74 000			
Balance as at 1st April, 2016 as per AS	**2 44 30 000**	**1 62 40 700**	**6 27 32 848**			**10 34 03 548**
IND AS Adjustments				12 74 217	30 68 36 807	30 81 11 024
Dividend						
Fair Value Adjustments				29 76 677	44 76 38 324	45 06 15 001
P&L Adjustments						
IND AS Adjustments				42 50 894	75 44 75 131	75 87 26 025
1st April, 2017 as per Ind AS	**2 44 30 000**	**1 62 40 700**	**6 27 32 848**	**42 50 894**	**75 44 75 131**	**86 21 29 573**

	Reserves and Surplus				Equity Instruments through Other Comprehensive Income	Total
	Amalgamation Reserve	Special Reserve Fund	P & L Account Balance	Retained Earnings		
Balance at the beginning of the reporting period	2 44 30 000	1 62 40 700	6 27 32 848	42 50 894	75 44 75 131	86 21 29 573
Total Comprehensive Income for the year			83 90 486			83 90 486
Transferred to Special Reserve Fund		9 15 200	- 9 15 200			
Balance at the end of the reporting period	**2 44 30 000**	**1 71 55 900**	**7 02 08 134**	**42 50 894**	**75 44 75 131**	**87 05 20 059**
IND AS Adjustments						
Dividend						
Fair Value Adjustments				- 9 32 661	25 31 69 323	25 22 36 662
P&L Adjustments						
Deferred Tax Changes - Mar 18						
Balance at the end of the reporting period				- 9 32 661	25 31 69 323	25 22 36 662
Balance at the end of the reporting period	**2 44 30 000**	**1 71 55 900**	**7 02 08 134**	**33 18 233**	**1 00 76 44 454**	**1 12 27 56 721**

8.1 Nature and Purpose of Reserve

1.Amalgamation Reserve

1.1 A Scheme of Amalgamation (the scheme) between Arica Trading Private Limited (hereinafter known as the transferor company and the Company u/s 391 (1) to 394 of the Companies Act, 1956 was sanctioned by the Hon'ble High Court Calcutta on 13th July, 2011. The Scheme has become efective 1st April 2010 (the transfer date).

1.2 Pursuant to the Scheme, with effect from the Transfer date transferor company have amalgamated in the Company with all its assets, liabilities, properties, rights, benefits and interest therein subject to existing charges thereon in favour of banks and financial institutions.

1.3 In consideration for the amalgamation,

For every 2 fully paid-up equity share of Rs.10/- each of Amalgamating Company, 1 fully paid-up Equity shares of Rs. 10/- each of the Company allotted as per Scheme on 26th August.2011.

For every 5 fully paid up 9% Non cumulative Redeemable Preference Shares of Rs. 10/- each of Amalgamating Company, 4 fully paid up Equity Shares of Rs. 10/- each of the Company allotted on 26th august,2011 as per Scheme.

2. Special Reserve Fund:
Special Reserve Fund is created as per Section 45IC of RBI Act 1934.

SINGHI & CO. CHARTERED ACCOUNTANTS MUMBAI

FENNEL INVESTMENT AND FINANCE PVT LTD

Note 9 - Financial Liabilities - Borrowings

Particulars	As at 31st March, 2018 IND(AS)	As at 31st March, 2017 IND (AS)
(Unsecured Loan)		
Loan from a body corporate	90 00 000	-
Interest	7 29 000	-
Total	97 29 000	-

Note 9A - Deferred Tax Liabilities (Net)

Particulars	As at 31st March, 2018 IND(AS)	As at 31st March, 2017 IND (AS)
Liabilities		
Related to Investments		13 520
Related to Fixed Assets		
Total		13 520
Deferred Tax Liabilities (Net)		13 520

Note 10 - Financial Liabilities - Borrowings

Particulars	As at 31st March, 2018 IND(AS)	As at 31st March, 2017 IND (AS)
(Unsecured Loan)		
Loan from a body corporate		90 00 000
Interest		7 29 000
Total		97 29 000

Note 11 - Other Current Liabilities

Particulars	As at 31st March, 2018 IND(AS)	As at 31st March, 2017 IND (AS)
Statutory liabilities	83 000	84 000
Other Payables	91 600	91 000
Total	1 74 600	1 75 000

Note 12 - Short - Term Provisions

Particulars	As at 31st March, 2018 IND(AS)	As at 31st March, 2017 IND (AS)
Others		
Total		

Note 13 - Liabilities for current tax (Net)

Particulars	As at 31st March, 2018 IND(AS)	As at 31st March, 2017 IND (AS)
Provisions for Tax (Net)	54 10 100	19 42 100
	54 10 100	19 42 100

SINGHI & CO. ★ CHARTERED ACCOUNTANTS ★ MUMBAI

FENNEL INVESTMENT AND FINANCE PVT LTD
Note 14 - Revenues from Operations

Particulars	As at 31st March, 2018 IND(AS)	As at 31st March, 2017 IND (AS)
Sale of Products		
Net Revenue from Operations		

Note 15 - Other Income

Particulars	As at 31st March, 2018 IND(AS)	As at 31st March, 2017 IND (AS)
Interest Income on		
- Long Term Investments		
- Current Investments		
- Inter Corporate Deposits	28 55 835	28 80 000
Dividend Income from		
- Long Term Investments	32 52 468	2 34 905
- Current Investments	19 64 866	3 78 515
Profit on Sale of Investments (Net)		
- Long Term Investments	1 30 950	46 627
- Current Investments	17 87 414	
Gain/Loss on Financial Instruments measured at fair value through Profit or Loss (Net)		36 99 583
Total	**99 91 534**	72 39 630

Note 16 - Purchase of Stock - in - Trade

Particulars	As at 31st March, 2018 IND(AS)	As at 31st March, 2017 IND (AS)
Purchase of Stock-in-Trade under Broad Head Others		
Total		

Note 17 - Employee Benefits Expense

Particulars	As at 31st March, 2018 IND(AS)	As at 31st March, 2017 IND (AS)
Salaries, Wages & allowances		1 62 834
Total		1 62 834

SINGHI & CO. ★ MUMBAI ★ CHARTERED ACCOUNTANTS

FENNEL INVESTMENT AND FINANCE PVT LTD

Note 18 - Finance Cost

Particulars	As at 31st March, 2018 IND(AS)	As at 31st March, 2017 IND (AS)
Interest Expenses	8 10 000	8 10 000
Total	**8 10 000**	**8 10 000**

Note 19 - Other Expenses

Particulars	As at 31st March, 2018 IND(AS)	As at 31st March, 2017 IND (AS)
Administrative and General Expenses		
Rates and Taxes	2 150	4 400
ROC filing fees	1 800	26 600
Legal & Professional Fees	5 000	47 920
Conveyance and Travelling		3 560
Bank charges	134	348
Gain/Loss on Financial Instruments measured at fair value through Profit or Loss (Net)	9 32 661	
Advertisement		2 577
Donation	3 50 000	
Demat Charges		3 950
Payment to Auditors		
Audit Fees	23 600	23 000
Certification charges	17 250	54 626
Out of pocket expenses	3 775	3 418
Miscellaneous Expenses	12 619	12 142
Total	13 48 989	1 82 541

Note 20 - Exceptional Items

Particulars	As at 31st March, 2018 IND(AS)	As at 31st March, 2017 IND (AS)
Provision for Doubtful Debts		
Bad Debts		
Less: Provision for Doubtful Debts		
Appriciation/(Diminution) in value of Investments		
Total		

Note 21 - Earnings Per Equity share

Particulars	As at 31st March, 2018 IND(AS)	As at 31st March, 2017 IND (AS)
Net Profit After Tax Attributable to Equity Shareholders for Basic EPS and Diluted EPS (Rs. In Lacs)	0.82	0.59
Basic and Diluted Earning per share of Rs. 10 each (in Rs.)		
Face Value per Equity Share (in Rs.)	10	10

SINGHI & CO. CHARTERED ACCOUNTANTS MUMBAI

FENNEL INVESTMENT AND FINANCE PVT LTD

Note 22 Contingent Liabilities - nil

i) The company has filed appeal before Commissioner of Income Tax (Appeals) 8, Mumbai against the assessment order receivede from Income Tax Office 3(1)(4), Mumbai in respect of the Assessment

	Amount Rs.	Payment under Protest
	121,560	61,000

Note 23 The Board of Directors of the Company at its meeting held on 25th November, 2016 approved a Scheme of Amalgamation for merger of Fennel Investment and Finance Private Limited,Vyline Glass Works Limited and Hopewell Tableware Private Limited with Borosil Glass Works Limied. The Scheme is, inter alia, subject to necessary regulatory approvals from concerned authorities, which is under process and will be given effect to upon receipt of such approvals.

Note 24 As per the Accounting Standard 18, issued by the Institute of Chargered Accountants of India the disclosure of the transaction with the relared parties as defined in the Accounting Standard given below

a) List of related parties and their relationship

Name of the related party	Loan Taken	Amount Outstanding
Croton TradingPvt. Ltd.	9,000,000	9,729,000
Interest @ 9%	810,000	

Name of the related party	Loan Given	Amount Outstanding
Gujarat Fusion Glass LLP	32,000,000	-
Interest @ 9%	2,753,753	

Note 25 Previous year figures are re-arranged or re-grouped wherever considered necessary.

SINGHI & CO. ★ MUMBAI ★ CHARTERED ACCOUNTANTS

FENNEL INVESTMENT AND FINANCE PVT LTD

UNAUDITED (PROVISIONAL) BALANCE SHEET AS AT 31ST DECEMBER 2018

Particulars	Note No.	As at 31st December 2018	As at 31st March, 2018
		IND AS	IND AS
I. ASSETS			
1 Non-current Assets			
(i) Financial Assets			
(i) Investments	2	1 26 00 31 022	1 14 01 91 960
(ii) Other non-current assets	3	91 42 153	91 41 065
		1 26 91 73 175	**1 14 93 33 025**
2 Current Assets			
(a) Financial Assets			
(i) Investments	2	4 90 58 107	4 40 26 286
(ii) Trade Receivable	4		
(iii) Cash and cash equivalents	5	1 01 934	1 02 084
(iv) Bank Balance other than (iii) above	5	1 32 837	3 09 506
(v) Loans	6	3 69 20 624	3 45 91 874
(c) Deferred Tax Assets	6A	82 01 342	1 97 646
		9 44 14 844	**7 92 27 396**
3 Non-current assets classified as held for sale			
TOTAL		**1 36 35 88 019**	**1 22 85 60 421**
I. EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	7	9 04 90 000	9 04 90 000
(b) Other Equity	8	1 25 73 21 341	1 12 27 56 721
		1 34 78 11 341	1 21 32 46 721
LIABILITIES			
1 Non-current Liabilities			
(a) **Financial Liabilities** Borrowings	9	96 07 500	97 29 000
(b) Deferred Tax Liabilities (Net)	9A		
		96 07 500	97 29 000
2 Current Liabilities			
(a) **Financial Liabilities**			
Borrowings	10		
(b) Other current liabilities	11	65 000	1 74 600
(c) Provisions	12		
(d) Current Tax Liabilities (Net)	13	61 04 178	54 10 100
		61 69 178	**55 84 700**
3 Liabilities associated with group of assets held for disposal			
TOTAL		**1 36 35 88 019**	**1 22 85 60 421**

See accompanying notes to the financial statements 1

FENNEL INVESTMENT AND FINANCE PVT. LTD.

Place: Mumbai

Date: 13/03/2019

B.L.Kheruka
Director
DIN-00016861

P.K.Kheruka
Director
DIN-00016909

FENNEL INVESTMENT AND FINANCE PRIVATE LIMITED

UNAUDITED (PROVISIONAL) STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST DECEMBER 2018

	Particulars	Note	For the Period Ended 31st December, 2018	For the Year Ended 31st March, 2018
I.	Revenue From Operations	14		
	Other Income	15	83 11 995	99 91 534
	Total Revenue (I)		**83 11 995**	**99 91 534**
II.	**Expenses:**			
	Purchases of Stock-in-Trade/Cost of Material Consumed	16		
	Employee Benefits Expense	17		
	Finance Costs	18	6 07 500	8 10 000
	Other Expenses	19	1 30 633	13 48 989
	Total Expenses		**7 38 133**	**21 58 989**
III.	**Profit Before Exceptional Item and Tax (I - II)**		**75 73 862**	**78 32 545**
VI.	Exceptional Items	20		
VII.	**Profit Before Tax (V - VI)**		**75 73 862**	**78 32 545**
VI.	**Tax Expense:**			
	(1) Current Tax		6 94 078	34 68 000
	Less : MAT Credit Entitlement/Adjusted		1 57 922	(2,882,113)
	Net Current Tax		8 52 000	5 85 887
	(2) Deferred Tax Expenses /(Income)		(293,568)	(211,167)
	(3) Income Tax of earlier years			
VII.	**Profit For The Year (VII-VIII)**		**70 15 430**	**74 57 825**
VIII.	**Other Comprehensive Income**			
	A i) Items that will not be reclassified to profit or loss			
	Remeasurements of defined benefit plans			
	Equity Instruments through Other Comprehensive Income		11 98 39 062	25 31 69 323
	Income Tax effect on above		77 10 128	
	Other Comprehensive Income		12 75 49 190	25 31 69 323
IX.	**Total Comprehensive Income for the period (VII + VIII)**		13 45 64 620	26 06 27 148
X.	**Earnings per Equity Share of Rs.10 each (Basic and Diluted)**	21	0.78	0.82
	See accompanying notes to the financial statements	1		

Place: Mumbai

Date: 13|03|2019

B.L.Kheruka
Director
DIN-00016861

P.K.Kheruka
Director
DIN-00016909

FENNEL INVESTMENT AND FINANCE PRIVATE LIMITED				
Note 2 - Other Non - Current Assets				
	As at 31st December, 2018 IND(AS)		As at 31st March, 2018 IND (AS)	
Quoted Investment: Equity	**Units**	**Rs.**	**Units**	**Rs.**
Associates:				
Gujarat Borosil Ltd.	2 26 00 000	11 30 00 000	2 26 00 000	11 30 00 000
Others:				
Borosil Glass Works Ltd	49 62 280	**114 70 31 022**	12 40 570	102 71 91 960
Carrying Value to Investment (A)		**126 00 31 022**		**114 01 91 960**
Note 2 - Other Current Assets				
Unquoted Investments:				
Mutual Funds:				
Birla Sunlife Frontline Equity Fund Growth.	14540.16 7	**31 44 166**	14 540	30 41 803
Birla Sunlife Frontline Equity Fund Growth.	6988.174	**15 11 123**	6 988	14 61 926
BSL Saving Fund Daily Dividend Reinvested.	104810.0 87	**1 04 81 019**	79 830	79 95 141
Mirae Asset India Opprtunity Fund DP Div	1001736. 39 2	**3 39 21 799**	9 56 623	3 15 27 416
Carrying Value to Investment		**4 90 58 107**		**4 40 26 286**

FENNEL INVESTMENT AND FINANCE PVT LTD

Note 3 - Other Non - Current Assets

Particulars	As at 31st December, 2018 IND(AS)	As at 31st March, 2018 IND (AS)
(Unsecured, Considered Good) :		
Long Term Trade Receivables		
Advance Tax (Net)	59 27 672	57 68 662
MAT Credit Entitlement	32 14 481	33 72 403
Total	**91 42 153**	91 41 065

Note 4 - Financial Assets - Trade Receivable

Particulars	As at 31st December, 2018 IND(AS)	As at 31st March, 2018 IND (AS)
(Unsecured) :		
Due for a Period Not Exceeding Six Months from the due date		
Considered Good		
Total	-	-

Note 5 - Financial Assets - Cash and cash equivelent

Particulars	As at 31st December, 2018 IND(AS)	As at 31st March, 2018 IND (AS)
Cash and Cash Equivalents		
Balances with Banks in current accounts	132,837	3 09 506
Cash on Hand	101,934	1 02 084
Total	**234,771**	4 11 590

Note 6 - Financial Assets - Loans

Particulars	As at 31st December, 2018 IND(AS)	As at 31st March, 2018 IND (AS)
(Unsecured, Considered Good, unless otherwise stated)		
Loans and Advances to Related Parties		
Inter Corporate Deposit	3 52 76 250	3 45 00 000
Interest receivables	16 44 374	91 874
	3 69 20 624	3 45 91 874

Note 6A - Deffered Tax Assets

Particulars	As at 31st December, 2018 IND(AS)	As at 31st March, 2018 IND (AS)
Deferred Tax Assets	**82 01 342**	1 97 646
	82 01 342	1 97 646

FENNEL INVESTMENT AND FINANCE PVT LTD

Note 7 - Equity Share Capital

Particulars	As at 31st December, 2018	As at 31st March, 2018
Authorised		
17650000 Equity shares of Rs. 10/- each (Previous Year17650000)	17 65 00 000	17 65 00 000
1750000 9% NCRP shares of Rs. 10/- each (Previous Year1750000)	1 75 00 000	1 75 00 000
	19 40 00 000	19 40 00 000
Issued, Subscribed & Fully Paid up		
9049000 Equity shares of Rs. 10/- each (Previous Year 9049000)	9 04 90 000	9 04 90 000
Total	**9 04 90 000**	**9 04 90 000**

7.1 Reconciliation of number of Equity Shares outstanding at the beginning and at the end of the year :

Particulars	As at 31st December, 2018 (in Nos.)	As at 31st December, 2018 (Rs.)	As at 31st March, 2018 (in Nos.)	As at 31st March, 2018 (Rs.)
Shares outstanding at the beginning of the year	90 49 000	9 04 90 000	90 49 000	9 04 90 000
Add: Issue of equity share capital *	-	-	-	-
Shares outstanding at the end of the year	**90 49 000**	**9 04 90 000**	**90 49 000**	**9 04 90 000**

7.2 Details of Shareholder holding more than 5% of Equity Share Capital :

Particulars	As at 31st December, 2018		As at 31st March, 2018	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Corporate Bodies				
1 Borosil Glass Works Ltd	41 48 967	46%	41 48 967	46%
2 Vyline Glass Works Ltd.	7 50 163	8%	7 50 163	8%
3 Croton Trading Pvt. Ltd.	5 19 412	6%	5 19 412	6%
Limited Liabilities Partnership				
1 Spartan Trade Holdings LLP.	6 25 286	7%	6 25 286	7%
2 Borosil Holdings LLP.	5 00 408	6%	5 00 408	6%
3 Gujarat Fusion Glass LLP	15 56 428	17%	15 56 428	17%

7.3 There are no shares reserved for issue under options and contracts / commitments for the sale of shares /

7.4 There is no dividend paid or proposed during the year and during the previous year.

FENNEL INVESTMENT AND FINANCE PVT LTD
Notes to the Financial Statement for the period ended 31st December, 2018
Note 8 - Other Equity

Particulars	Reserves and Surplus				Equity Instruments through Other Comprehensive Income	Total
	Amalgamation Reserve	Special Reserve Fund	P & L Account Balance	Retained Earnings		
Balance as at 1st April, 2017	2 44 30 000	1 62 40 700	6 27 32 848	42 50 894	75 44 75 131	86 21 29 573
Profit & Loss 31-3-18			83 90 486			83 90 486
Transferred to Special Reserve Fund		9 15 200	- 9 15 200			
Balance as at 1st April, 2017 as per AS	**2 44 30 000**	**1 71 55 900**	**7 02 08 134**	**42 50 894**	**75 44 75 131**	**87 05 20 059**
IND AS Adjustments						
Dividend						
Fair Value Adjustments				- 9 32 661	25 31 69 323	25 22 36 662
P&L Adjustments						
IND AS Adjustments				- 9 32 661	25 31 69 323	25 22 36 662
1st April, 2018 as per Ind AS	**2 44 30 000**	**1 71 55 900**	**7 02 08 134**	**33 18 233**	**1 00 76 44 454**	**1 12 27 56 721**

	Reserves and Surplus					
	Amalgamation Reserve	Special Reserve Fund	P & L Account Balance	Retained Earnings	Equity Instruments through Other Comprehensive Income	Total
Balance at the beginning of the reporting period	2 44 30 000	1 71 55 900	7 02 08 134	33 18 233	1 00 76 44 454	1 12 27 56 721
Total Comprehensive Income for the year			59 51 741			59 51 741
Transferred to Special Reserve Fund		14 05 000	- 14 05 000			
Balance at the end of the reporting period	**2 44 30 000**	**1 85 60 900**	**7 47 54 875**	**33 18 233**	**1 00 76 44 454**	**1 12 87 08 462**
IND AS Adjustments						
Dividend						
Fair Value Adjustments				10 63 689	11 98 39 062	12 09 02 751
P&L Adjustments						
Deferred Tax Changes - December 18					77 10 128	77 10 128
Balance at the end of the reporting period				10 63 689	12 75 49 190	12 86 12 879
Balance at the end of the reporting period	**2 44 30 000**	**1 85 60 900**	**7 47 54 875**	**43 81 922**	**1 13 51 93 644**	**1 25 73 21 341**

FENNEL INVESTMENT AND FINANCE PVT LTD

Note 9 - Financial Liabilities - Borrowings

Particulars	As at 31st December, 2018 IND(AS)	As at 31st March, 2018 IND (AS)
(Unsecured Loan)		
Loan from a body corporate	92 02 500	90 00 000
Interest	4 05 000	7 29 000
Total	**96 07 500**	**97 29 000**

Note 9A - Deferred Tax Liabilities (Net)

Particulars	As at 31st December, 2018 IND(AS)	As at 31st March, 2018 IND (AS)
Liabilities		
Related to Investments		
Related to Fixed Assets		
Total		
Deferred Tax Liabilities (Net)	-	-

Note 10 - Financial Liabilities - Borrowings

Particulars	As at 31st December, 2018 IND(AS)	As at 31st March, 2018 IND (AS)
(Unsecured Loan)		
Loan from a body corporate		
Interest		
Total	-	-

Note 11 - Other Current Liabilities

Particulars	As at 31st December, 2018 IND(AS)	As at 31st March, 2018 IND (AS)
Statutory liabilities		83 000
Other Payables	**65 000**	91 600
Total	**65 000**	1 74 600

Note 12 - Short - Term Provisions

Particulars	As at 31st December, 2018 IND(AS)	As at 31st March, 2018 IND (AS)
Others		
Total	-	-

Note 13 - Liabilities for current tax (Net)

Particulars	As at 31st December, 2018 IND(AS)	As at 31st March, 2018 IND (AS)
Provisions for Tax (Net)	**61 04 178**	54 10 100
	61 04 178	54 10 100

FENNEL INVESTMENT AND FINANCE PVT LTD

Note 14 - Revenues from Operations

Particulars	As at 31st December, 2018 IND(AS)	As at 31st March, 2018 IND (AS)
Sale of Products	-	-
Net Revenue from Operations	**-**	

Note 15 - Other Income

Particulars	As at 31st December, 2018 IND(AS)	As at 31st March, 2018 IND (AS)
Interest Income on		
- Long Term Investments		
- Current Investments		
- Inter Corporate Deposits	23 28 750	28 55 835
Dividend Income from		
- Long Term Investments	31 01 425	32 52 468
- Current Investments	18 30 446	19 64 866
Profit on Sale of Investments (Net)		
- Long Term Investments	- 12 314	1 30 950
- Current Investments		17 87 414
Gain/Loss on Financial Instruments measured at fair value through Profit or Loss (Net)	10 63 689	
Total	**83 11 995**	99 91 534

Note 16 - Purchase of Stock - in - Trade

Particulars	As at 31st December, 2018 IND(AS)	As at 31st March, 2018 IND (AS)
Purchase of Stock-in-Trade under Broad Head		
Others	-	-
Total	**-**	-

Note 17 - Employee Benefits Expense

Particulars	As at 31st December, 2018 IND(AS)	As at 31st March, 2018 IND (AS)
Salaries, Wages & allowances		
Total	**-**	-

FENNEL INVESTMENT AND FINANCE PVT LTD

Note 18 - Finance Cost

Particulars	As at 31st December, 2018 IND(AS)	As at 31st March, 2018 IND (AS)
Interest Expenses	6 07 500	8 10 000
Total	**6 07 500**	8 10 000

Note 19 - Other Expenses

Particulars	As at 31st December, 2018 IND(AS)	As at 31st March, 2018 IND (AS)
Administrative and General Expenses		
Rates and Taxes		2 150
ROC filing fees	1 800	1 800
Legal & Professional Fees	50 900	5 000
Conveyance and Travelling		
Bank charges	356	134
Gain/Loss on Financial Instruments measured at fair value through Profit or Loss (Net)		9 32 661
Advertisement		
Donation		3 50 000
Demat Charges	5 600	
Payment to Auditors		
Audit Fees		23 600
Certification charges	59 000	17 250
Out of pocket expenses	4 316	3 775
Miscellaneous Expenses	8 660	12 619
Total	**1 30 632**	13 48 989

Note 20 - Exceptional Items

Particulars	As at 31st December, 2018 IND(AS)	As at 31st March, 2018 IND (AS)
Provision for Doubtful Debts		
Bad Debts	-	-
Less: Provision for Doubtful Debts	-	-
Appriciation/(Diminution) in value of Investments	-	-
Total	**-**	-

Note 21 - Earnings Per Equity share

Particulars	As at 31st December, 2018 IND(AS)	As at 31st March, 2018 IND (AS)
Net Profit After Tax Attributable to Equity Shareholders for Basic EPS and Diluted EPS (Rs. In Lacs)	0.78	0.82
Basic and Diluted Earning per share of Rs. 10 each (in Rs.)		
Face Value per Equity Share (in Rs.)	10	10

Pathak H.D. & Associates
Chartered Accountants

Independent Auditor's Report

To the Members of
Hopewell Tableware Private Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **HOPEWELL TABLEWARE PRIVATE LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with relevant rules issued thereunder.

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made there under.

PATHAK H.D. & ASSOCIATES
MUMBAI
CHARTERED ACCOUNTANTS

Head Office: 814-815, Tulsiani Chambers, 212, Nariman Point, Mumbai - 400 021, India. Tel.: + 91 22 3022 8508 Fax: + 91 22 3022 8509.
URL: www.phd.ind.in

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, and its loss including other comprehensive income, its cash flows and the statement of changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
   c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

MUMBAI

Continuation sheet...

d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act read with relevant rules issued there under.

e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act;

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"**;

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

(a) The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note no. 33 to the financial statements.

(b) The Company does not have long term contracts including derivative contracts for which there were any material foreseeable losses

(c) There were no amount which were required to be transferred, to the Investor Education and Protection Fund by the Company;

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India, in terms of sub-section (11) of Section 143 of the Act, we give in **"Annexure B"** hereto, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For Pathak H.D. & Associates
Chartered Accountants
Firm Registration No: 107783W

Gyandeo Chaturvedi
Partner
Membership No. 46806

MUMBAI

Place: Mumbai
Date: 10th May, 2018

Continuation sheet...

"ANNEXURE A" TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date to the members of Hopewell Tableware Private Limited on the financial statements for the year ended 31st March, 2018)

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

We have audited the internal financial controls over financial reporting of **Hopewell Tableware Private Limited ("the Company")** as of 31st March, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

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

PATHAK H.D. & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

Continuation sheet...

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness.

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

MUMBAI

Continuation sheet...

Pathak H.D. & Associates
Chartered Accountants

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For Pathak H.D. & Associates
Chartered Accountants
Firm Registration No: 107783W

Gyandeo Chaturvedi
Partner
Membership No. 46806

Place: Mumbai
Date: 10th May, 2018

MUMBAI

Continuation sheet...

"ANNEXURE B" TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Hopewell Tableware Private Limited on the financial statements for the year ended 31st March, 2018)

i. In respect of its fixed assets:

a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.

b. As explained to us, the Company has physically verified assets, in accordance with a phased program of verification, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification as compared with the available records.

c. According to the information and explanations given to us and on the basis of our examination, the title deeds of immovable properties are held in the name of the Company.

ii. In respect of its inventories:

As explained to us, inventories, except goods in transit, have been physically verified during the year by the management. In our opinion the frequency of verification is reasonable. Discrepancies noticed on physical verification of the inventories between the physical inventories have been properly dealt with.

iii. During the year, the Company has not granted any loans, secured or unsecured to companies, firms or other parties covered in register maintained under section 189 of the Companies Act, 2013. Therefore, the provisions of the clause (iii) of paragraph 3 of the Order are not applicable to the Company.

iv. The Company has not given any loan, made investments and provided guarantees and securities during the year. Therefore, the provisions of the clause (iv) of paragraph 3 of the Order are not applicable to the Company.

v. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.

PATHAK H.D. & ASSOCIATES
MUMBAI
CHARTERED ACCOUNTANTS

Continuation sheet...

vi. According to the information and explanations given to us, Central Government has not prescribed maintenance of cost records under sub-Section (1) of Section 148 of the Act in respect of activities carried on by the Company. Therefore, the provisions of clause (vi) of paragraph 3 of the Order are not applicable to the Company.

vii. According to the information and explanations given to us, in respect of statutory dues:

a. The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Income tax, Sales tax, Service tax, Customs Duty, Excise Duty, Value Added Tax, Goods and Service tax, Cess and any other statutory dues with the appropriate authorities, as applicable. According to the information and explanations given to us, no undisputed amounts payable in respect of such statutory dues were outstanding as at 31st March, 2018 for a period of more than six months from the date they became payable.

b. According to information and explanations given to us there are no dues of Income tax, Sales tax, Service tax, Customs Duty, Excise Duty, Value Added Tax and Goods and Service tax, as applicable, which have not been deposited on account of any dispute.

viii. Based on our audit procedures and according to the information and explanations given by the management, we are of the opinion that as on 31st March, 2018 the Company has not defaulted in repayment of dues to banks. The Company does not have any borrowings from financial institutions, government and debenture holders.

ix. According to the information and explanations given to us, during the year the Company has not raised any money by way of initial public offer, further public offer (including debt instruments) and no new term loans raised during the year. Therefore, provisions of clause (ix) of paragraph 3 of the Order are not applicable to the Company.

x. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and on the basis of information and explanations given by the management, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

PATHAK H.D. & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

Continuation sheet...

xi. In our opinion and according to the information and explanations given to us, the Company has paid or provided managerial remuneration in accordance with the requisite approvals mandated by the provision of section 197 read with Schedule V to the Act.

xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.

xiii. According to the information and explanations given to us, Company's transactions with the related parties are in compliance with section 177 and 188 of the Act as applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards.

xiv. According to the information and explanations give to us and based on our examination of the records of the Company, during the year, the Company has not raised any money by preferential allotment or private placement of share or debentures. Therefore, the provisions of clause (xiv) of paragraph 3 of the Order are not applicable to the Company.

xv. According to the information and explanations given to us, during the year the company has not entered into any non-cash transactions with directors or persons connected with him, Therefore, the provisions of clause (xv) of paragraph 3 of the Order are not applicable to the Company.

xvi. In our opinion and according to the information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Pathak H.D. & Associates
Chartered Accountants
Firm Registration No: 107783W

Gyandeo Chaturvedi
Partner
Membership No. 46806

Place: Mumbai
Date: 10th May, 2018

Continuation sheet...

HOPEWELL TABLEWARE PRIVATE LIMITED

BALANCE SHEET AS AT 31ST MARCH 2018

(Rs. in lacs)

Particulars	Note No.	As at 31st March, 2018		As at 31st March, 2017	
I. ASSETS					
1 Non-current Assets					
(a) Property, Plant and Equipment	5	8,905.36		3,783.90	
(b) Capital Work-in-progress	5	985.64		35.32	
(c) Other Intangible assets	6	15.94		21.59	
(d) Intangible Assets under Development	6	-		4.75	
(e) Financial Assets					
(i) Others	7	273.18		262.27	
(f) Deferred Tax Assets (net)	8	802.53		709.54	
(g) Non-current Tax Assets (net)		7.48		-	
(h) Other Non-current Assets	9	257.01	**11,247.14**	1,067.54	**5,884.91**
2 Current Assets					
(a) Inventories	10	2,261.69		2,410.88	
(b) Financial Assets					
(i) Trade Receivables	11	1,711.67		1,513.67	
(ii) Cash and Cash Equivalents	12	16.02		18.46	
(iii) Bank Balances other than (ii) above	13	47.20		215.71	
(iv) Others	14	67.31		49.45	
(c) Current Tax Assets (net)		1.80		5.37	
(d) Other Current Assets	15	809.65	**4,915.34**	320.96	**4,534.50**
TOTAL ASSETS			**16,162.48**		**10,419.41**
II. EQUITY AND LIABILITIES					
EQUITY					
(a) Equity Share Capital	16	2,575.00		2,575.00	
(b) Other Equity	17	(1,359.98)	**1,215.02**	(677.56)	**1,897.44**
LIABILITIES					
1 Non-current Liabilities					
(a) Financial Liabilities					
(i) Borrowings	18	7,897.01		3,698.62	
(b) Provisions	19	54.16	**7,951.17**	38.20	**3,736.82**
2 Current Liabilities					
(a) Financial Liabilities					
(i) Borrowings	20	2,770.06		2,569.44	
(ii) Trade Payables	21	1,077.15		795.94	
(iii) Other Financial Liabilities	22	2,992.13		1,294.14	
(b) Other Current Liabilities	23	113.95		77.37	
(c) Provisions	24	43.00	**6,996.29**	48.26	**4,785.15**
TOTAL EQUITY AND LIABILITIES			**16,162.48**		**10,419.41**
Significant Accounting Policies and Notes to Financial Statements	1 to 45				

As per our report of even date

For PATHAK H.D. & ASSOCIATES
Chartered Accountants
(Firm Registration No. 107783 W)

Gyandeo Chaturvedi
Partner
Membership No. 46806

PATHAK H.D. & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

Place : Mumbai
Date : 10.05.2018

For and on behalf of the Board of Directors

Ashok Jain
Director
(DIN 00025125)

P. K. Kheruka
Chairman
(DIN 00016909)

Vivek Singh
Chief Financial Officer

Raghav Sharma

Raghav Sharma
Company Secretary
(Membership No. ACS41472)

HOEPWELL TABLEWARE PRIVATE LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

(Rs. in lacs)

Particulars	Note No.	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
I. Revenue from Operations	25	10,211.08	9,937.04
Other Income	26	55.29	120.10
Total Income (I)		**10,266.37**	**10,057.14**
II. Expenses:			
Cost of Material Consumed		1,814.16	1,430.30
Changes in Inventories of Work-in-Progress and Finished goods	27	335.12	(327.82)
Excise Duty Expenses		54.11	1,240.63
Employee Benefits Expense	28	1,880.91	1,707.12
Finance Costs	29	667.85	632.58
Depreciation and Amortisation Expense	30	837.53	922.51
Other Expenses	31	5,445.03	5,935.13
Total Expenses (II)		**11,034.71**	**11,540.45**
III. Loss Before Tax (I - II)		**(768.34)**	**(1,483.31)**
IV. Tax Expense:			
Deferred Tax	8	(90.83)	(324.44)
V. Loss For The Year (III-IV)		**(677.51)**	**(1,158.87)**
VI. Other Comprehensive Income			
i) Items that will not be reclassified to profit or loss:			
Re-measurement Gains / (Losses) on Defined Benefit Plans		(7.07)	1.34
Income Tax Effect on above		2.16	(0.41)
Total Other Comprehensive Income		**(4.91)**	**0.93**
VII. Total Comprehensive Income for the year (V + VI)		**(682.42)**	**(1,157.94)**
VIII. Earnings per Equity Share of Rs.10 each (in Rs.)	32		
Basic		(2.63)	(4.50)
Diluted		(2.63)	(4.50)
Significant Accounting Policies and Notes to Financial Statements	1 to 45		

As per our report of even date

For PATHAK H.D. & ASSOCIATES
Chartered Accountants
(Firm Registration No. 107783 W)

Gyandeo Chaturvedi
Partner
Membership No. 46806

Place : Mumbai
Date : 10.05.2018

PATHAK H.D. & ASSOCIATES
MUMBAI
CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors

Ashok Jain
Director
(DIN 00025125)

P. K. Kheruka
Chairman
(DIN 00016909)

Vivek Singh
Chief Financial Officer

Raghav Sharma

Raghav Sharma
Company Secretary
(Membership No. ACS41472)

HOPEWELL TABLEWARE PRIVATE LIMITED
STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH, 2018

(Rs. in lacs)

	PARTICULARS	For the Year ended 31st March, 2018		For the Year ended 31st March, 2017	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Loss before tax as per Statement of Profit and Loss		**(768.34)**		**(1,483.31)**
	Adjusted for :				
	Depreciation and Amortisation Expense	837.53		922.51	
	Loss on Foreign Currency Transactions (net)	15.98		0.88	
	Loss on sale / discarding of Property, Plant and Equipment (net)	410.92		1.17	
	Sundry Balance Written Back (net)	(19.35)		(16.86)	
	Provision for Doubtful Debts	40.69		76.21	
	Guarantee Commission	2.15		0.55	
	Share Based Payment Expenses	11.74		-	
	Finance Cost	667.85		632.58	
	Interest Income	(31.57)		(19.21)	
			1,935.94		1,597.83
	Operating Profit before Working Capital Changes		**1,167.60**		**114.52**
	Adjusted for :				
	Trade and Other Receivables		(734.30)		(231.59)
	Inventories		149.19		(261.24)
	Trade and Other Payables		675.79		65.59
	Cash flow from / (used in) operations		**1,258.28**		**(312.72)**
	Direct taxes paid		(3.91)		(2.62)
	Net Cash Flow from / (used in) Operating Activities		**1,254.37**		**(315.34)**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of Property, Plant and Equipment		(5,914.59)		(1,393.50)
	Sale of Property, Plant and Equipment		94.46		4.50
	Interest Income		18.89		5.63
	Net Cash (used in) Investing Activities		**(5,801.24)**		**(1,383.37)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Proceeds from issue of Preference Share Capital		-		200.00
	Proceeds from Non-current Borrowings		5,893.00		2,290.00
	Repayment of Non-current Borrowings		(706.74)		(874.59)
	Movements in Current Borrowings		200.62		907.58
	Movements in Fixed Deposit pledged with a Bank		159.30		(198.53)
	Guarantee Commission Paid		(2.15)		-
	Finance Cost Paid		(999.60)		(614.27)
	Net Cash Flow from Financing Activities		**4,544.43**		**1,710.19**
	Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)		**(2.44)**		**11.48**
	Opening Balance of Cash and Cash Equivalents		**18.46**		**6.98**
	Closing Balance of Cash and Cash Equivalents (Refer Note 12.1)		**16.02**		**18.46**

Notes :

1 **Changes in liabilities arising from financing activities on account of Non-current and Current Borrowings:**

(Rs. In lacs)

Particulars	**For the Year ended 31st March, 2018**	**For the Year ended 31st March, 2017**
Opening balance of liabilities arising from financing activities	7,023.00	5,100.01
Add: Changes from financing cash flows	5,386.88	1,922.99
Closing balance of liabilities arising from financing activities	12,409.88	7,023.00

2 Bracket indicates cash outflow.
3 Previous Year figures have been regrouped and reclassified wherever necessary.
4 The above statement cash flow has been prepared under the "Indirect Method" as set out in Ind AS 7 "Statement of Cash Flow".
5 During the previous year, Conversion of Inter Corporate deposit of Rs. 400 lacs into preference share capital were considered as non cash item.

As per our report of even date

For PATHAK H.D. & ASSOCIATES
Chartered Accountants
(Firm Registration No. 107783 W)

PATHAK H.D. & ASSOCIATES CHARTERED ACCOUNTANTS MUMBAI

Gyandeo Chaturvedi
Partner
Membership No. 46806

Place : Mumbai
Date : 10.05.2018

For and on behalf of the Board of Directors

Ashok Jain
Director
(DIN 00025125)

P. K. Kheruka
Chairman
(DIN 00016909)

Vivek Singh
Chief Financial Officer

Raghav Sharma
Company Secretary
(Membership No. ACS41472)

HOPEWELL TABLEWARE PRIVATE LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018

A. Equity Share Capital (Rs. in Lacs)

Particulars	As at 1st April, 2016	Changes during 2016-17	As at 31st March, 2017	Changes during 2017-18	As at 31st March, 2018
Equity Share Capital	2,575.00	-	2,575.00	-	2,575.00

B. Other Equity (Rs. in Lacs)

Particulars	6% Optionally Convertible Non-Cumulative Redeemable Preference Shares	Reserves and Surplus	Items of Other Comprehensive Income	Total Other Equity
		Retained Earnings	Remeasurements of Defined benefit Plans	
Balance as at 1st April, 2016	**2,200.00**	**(2,309.61)**	**(10.01)**	**(119.62)**
Total Comprehensive Income for the year	-	(1,158.87)	0.93	(1,157.94)
Issued during the year	600.00	-	-	600.00
Balance as at 31st March, 2017	**2,800.00**	**(3,468.48)**	**(9.08)**	**(677.56)**
Balance as at 1st April, 2017	**2,800.00**	**(3,468.48)**	**(9.08)**	**(677.56)**
Total Comprehensive Income for the year	-	(677.51)	(4.91)	(682.42)
Balance as at 31st March, 2018	**2,800.00**	**(4,145.99)**	**(13.99)**	**(1,359.98)**

As per our report of even date

For PATHAK H.D. & ASSOCIATES
Chartered Accountants
(Firm Registration No. 107783 W)

Gyandeo Chaturvedi
Partner
Membership No. 46806

Place : Mumbai
Date : 10.05.2018

MUMBAI

For and on behalf of the Board of Directors

Ashok Jain
Director
(DIN 00025125)

P. K. Kheruka
Chairman
(DIN 00016909)

Vivek Singh
Chief Financial Officer

Raghav Sharma
Company Secretary
(Membership No. ACS41472)

HOPEWELL TABLEWARE PRIVATE LIMITED
Notes to the standalone financial statement for the year ended 31st March, 2018

Note 1 CORPORATE INFORMATION

Hopewell Tableware Private Limited ("the Company") is a private limited company domiciled and incorporated in India. It is a unlisted Company. The registered office of the Company is situated at 1101,11th Floor, Crescenzo, G-Block, Plot No C-38, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai - 400051

The Company is engaged in manufacturing of tableware and dinnerware items made of "opal glassware".

The financial statements of the Company for the year ended 31st March, 2018 were approved and adopted by board of directors in their meeting held on 10th May, 2018.

Note 2 BASIS OF PREPARATION

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

The financial statements have been prepared on a historical cost basis, except for certain financial assets and liabilities, which are measured at fair value / amortised cost.

The financial statements are presented in Indian Rupees (Rs.), which is the Company's functional and presentation currency and all values are rounded to the nearest lacs, except when otherwise indicated.

Note 3 SIGNIFICANT ACCOUNTING POLICIES

3.1 Property, Plant and Equipment

Property, plant and equipment are carried at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Cost includes purchase price, borrowing cost and any cost directly attributable to the bringing the assets to its working condition for its intended use. In case of Property, Plant and Equipment, the Company has availed the carrying value as deemed cost on the date of transition i.e. 1st April, 2015.

Depreciation on the property, plant and equipment is provided using straight line method over the useful life of assets as specified in schedule II to the Companies Act, 2013 except following property, plant and equipment.

Particulars	Useful life considered for depreciation
Furnace :-	3 Years
Moulds :-	3 Years

Depreciation on property, plant and equipment which are added / disposed off during the year, is provided on pro-rata basis with reference to the date of addition / deletion. Freehold land is not depreciated.

The assets' residual values, useful lives and method of depreciation are reviewed at each financial year end and are adjusted prospectively, if appropriate.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

Property, plant and equipment are eliminated from financial statement, either on disposal or when retired from active use. Profits / losses arising in the case of retirement / disposal of property, plant and equipment are recognised in the statement of profit and loss in the year of occurrence.

Leasehold land is amortised over the period of lease. Buildings constructed on leasehold land are depreciated based on the useful life specified in schedule II to the Companies Act, 2013, where the lease period of land is beyond the life of the building. In other cases, buildings constructed on leasehold land is amortised over the primary lease period of the land.

3.2 Intangible Assets

Intangible assets are carried at cost, net of recoverable taxes, trade discount and rebates less accumulated amortisation and impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the intangible assets. In case of Intangible Assets, the Company has availed the carrying value as deemed cost on the date of transition i.e. 1st April, 2015.

Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured.

Computer softwares are capitalised at the amounts paid to acquire the respective license for use and are amortised over the period of useful lives or period of three years, whichever is less. The assets' useful lives are reviewed at each financial year end.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

PATHAK H.D. & ASSOCIATES * MUMBAI * CHARTERED ACCOUNTANTS

3.3 Leases

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date at fair value of the leased property or, if lower, at the present value of the minimum lease payments. The corresponding liability is included in the balance sheet as a finance lease liability. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the statement of profit and loss.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Assets acquired on leases where a significant portion of the risks and rewards of ownership are retained by lessor are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

3.4 Inventories

Inventories are valued at the lower of cost and net realizable value except scrap (cullet), which is valued at raw material cost. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their respective present location and condition. Cost of raw materials, stores and spares and packing materials are computed on the weighted average basis. Cost of work in progress and finished goods is determined on absorption costing method.

3.5 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

3.6 Impairment of non-financial assets - property, plant and equipment and intangible assets:

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

3.7 Discontinued operation and non-current assets (or disposal groups) held for sale:

Discontinued operation

A discontinued operation is a component of the Company that has been disposed off or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose off such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit or loss.

Non-current assets (or disposal groups) held for sale:

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when a sale is highly probable from the date of classification, management are committed to the sale and the asset is available for immediate sale in its present condition. Non-current assets are classified as held for sale from the date these conditions are met and are measured at the lower of carrying amount and fair value less cost to sell. Any resulting impairment loss is recognised in the Statement of Profit and Loss as a separate line item. On classification as held for sale, the assets are no longer depreciated. Assets and liabilities classified as held for sale are presented separately as current items in the Balance Sheet.

MUMBAI CHARTERED ACCOUNTANTS

3.8 Financial instruments – initial recognition, subsequent measurement and impairment

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

I) Financial assets -Initial recognition and measurement

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

Financial assets - Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in two broad categories:-
a) Financial assets at fair value
b) Financial assets at amortised cost
Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset that meets the following two conditions is measured **at amortised cost** (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.
a) Business model test: The objective of the Company's business model is to hold the financial asset to collect the contractual cash flow.
b) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at **fair value through other comprehensive income** unless the asset is designated at fair value through profit or loss under the fair value option.

a) Business model test: The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial assets.
b) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

All other financial asset is measured at fair value through profit or loss.

Financial assets - Derecognition

A financial assets (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed form the Company's statement of financial position) when:
a) The rights to receive cash flows from the asset have expired, or
b) The Company has transferred its rights to receive cash flow from the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).
Expected credit losses are measured through a loss allowance at an amount equal to:
a) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
b) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)
For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.
For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

MUMBAI

II) Financial liabilities - Initial recognition and measurement

The financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities - Subsequent measurement:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Financial Liabilities - Financial guarantee contracts:

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined and the amount recognised less cumulative amortisation.

Financial Liabilities - Derecognition

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined and the amount recognised less cumulative amortisation.

3.9 Provisions, Contingent Liabilities, Contingent Assets and Commitments:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

3.10 Dividend Distribution

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution is recognised directly in other equity.

PATHAK H.D. & ASSOCIATES
MUMBAI
CHARTERED ACCOUNTANTS

3.11 Revenue recognition and other income

Sale of goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer as per the terms of the contracts, usually on delivery of the goods, and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. It also includes excise duty, if applicable, and excludes value added tax / sales tax / Goods and Service Tax. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Sale of Services

Revenue from sale of services is recognised as per the terms of the contract with customer based on stage of completion when the outcome of the transactions involving rendering of services can be estimated reliably. Percentage of completion method requires the Company to estimate the services performed to date as a proportion of the total services to be performed.

Other Operating Income

Incentives on exports and other Government incentives related to operations are recognised in the statement of profit and loss after due consideration of certainty of utilization/receipt of such incentives.

Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend Income

Dividend Income is recognised when the right to receive the payment is established.

Rental income

Rental income arising from operating leases on is accounted for on a straight-line basis over the lease terms and is included as other income in the statement of profit or loss.

3.12 Foreign currency reinstatement and translation

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the transaction. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the fair value was determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other finance gains / losses are presented in the statement of profit and loss on a net basis.

3.13 Employee Benefits

Short term employee benefits are recognized as an expense in the statement of Profit and Loss of the year in which the related services are rendered.

Leave encashment being a defined benefit plan is accounted for using the projected unit credit method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the year in which they arise. Other costs are accounted in statement of profit and loss.

Contribution to Provident Fund, a defined contribution plan, is made in accordance with the statute, and is recognised as an expense in the year in which employees have rendered services.

The cost of providing gratuity, a defined benefit plans, is determined using the Projected Unit Credit Method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise. Other costs are accounted in statement of profit and loss.

Remeasurements of defined benefit plan in respect of post employment and other long term benefits are charged to the other comprehensive income in the year in which they occur. Remeasurements are not reclassified to statement of profit and loss in subsequent periods.

MUMBAI

3.14 Share-based payments:-

Certain employees of the company receive part of their remuneration in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares of holding company ('equity-settled transactions').

The cost of equity-settled transactions with employees is measured at fair value at the date at which they are granted. The fair value of share awards are determined with the assistance of an external valuer and the fair value at the grant date is expensed on a proportionate basis over the vesting period based on the Company's estimate of shares that will eventually vest. The estimate of the number of awards likely to vest is reviewed at each balance sheet date up to the vesting date at which point the estimate is adjusted to reflect the current expectations. Amounts charged by the holding company in respect of awards granted to employees of the Company are recognised as payable under current financial liabilities - other until paid to the Holding Company.

3.15 Taxes on Income

Income tax expense represents the sum of current tax (including MAT and income tax for earlier years) and deferred tax . Tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income, in such cases the tax is also recognised directly in equity or in other comprehensive income. Any subsequent change in direct tax on items initially recognised in equity or other comprehensive income is also recognised in equity or other comprehensive income.

Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of Deferred tax liabilities and assets are reviewed at the end of each reporting period.

Where Minimum Alternative Tax (MAT) is applicable, credit of MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

3.16 Borrowing Costs

Borrowing costs specifically relating to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use are capitalized (net of income on temporarily deployment of funds) as part of the cost of such assets. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. For general borrowing used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period. All other borrowing costs are expensed in the period in which they occur.

3.17 Earnings per share

Basic earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

MUMBAI

3.18 Current and non-current classification

The Company presents assets and liabilities in statement of financial position based on current/non-current classification.

The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III. Division II of Companies Act. 2013 notified by MCA.

An asset is classified as current when it is:

a) Expected to be realised or intended to be sold or consumed in normal operating cycle,

b) Held primarily for the purpose of trading,

c) Expected to be realised within twelve months after the reporting period, or

d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when it is:

a) Expected to be settled in normal operating cycle,

b) Held primarily for the purpose of trading,

c) Due to be settled within twelve months after the reporting period, or

d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Deferred tax assets / liabilities are classified as non-current assets / liabilities. The Company has identified twelve months as its normal operating cycle.

3.19 Fair value measurement:

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a) In the principal market for the asset or liability, or

b) In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy.

3.20 Government Grant

Government grants are recognized only if there is reasonable assurance as to its receipt and that the conditions attached there to shall be complied with and are recognised and shown under the head "Other Income".

3.21 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable rights to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable rights must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or counterparty.

PATHAK H.D. & ASSOCIATES * MUMBAI * CHARTERED ACCOUNTANTS

Note 4 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets, liabilities, the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based on its assumptions and estimates on parameters available when the financial statements were prepared. However, existing circumstances and assumptions about future developments may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

4.1 Property, Plant and Equipment, Investment Properties and Other Intangible Assets:

Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values as per schedule II of the Companies Act, 2013 or are based on the Company's historical experience with similar assets and taking into account anticipated technological changes, whichever is more appropriate.

4.2 Income Tax

The Company reviews at each balance sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to an adjustment to the amounts reported in the financial statements.

4.3 Contingencies

Management has estimated the possible outflow of resources at the end of each annual reporting Financial year, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

4.4 Impairment of financial assets

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

4.5 Impairment of non-financial assets

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent to those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

4.6 Defined benefits plans

The Cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

MUMBAI

HOPEWELL TABLEWARE PRIVATE LIMITED

Note 4 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

4.7 Recoverability of trade receivable:

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

4.8 Provisions:

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances

4.9 Fair value measurement of financial instruments

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

PATHAK H.D. & ASSOCIATES
MUMBAI
CHARTERED ACCOUNTANTS

HOPEWELL TABLEWARE PRIVATE LIMITED
Notes to the financial statement for the year ended 31st March, 2018

Note 5. Property, Plant and Equipment **(Rs. in lacs)**

Particulars	Land - Freehold	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Total	Capital Work in Progress
COST								
At 1st April, 2016	**95.70**	**853.33**	**4,008.97**	**75.44**	**21.45**	**51.41**	**5,106.30**	**10.14**
Additions	-	9.08	174.98	63.37	-	36.94	284.37	288.91
Disposals / transfers	-	-	6.73	-	-	-	6.73	263.73
At 31st March, 2017	**95.70**	**862.41**	**4,177.22**	**138.81**	**21.45**	**88.35**	**5,383.94**	**35.32**
Additions	-	179.73	6,073.26	128.79	34.24	27.85	6,443.87	7,394.19
Disposals / transfers	-	-	1,331.03	-	-	-	1,331.03	6,443.87
At 31st March, 2018	**95.70**	**1,042.14**	**8,919.45**	**267.60**	**55.69**	**116.20**	**10,496.78**	**985.64**
DEPRECIATION								
At 1st April, 2016	-	28.06	639.29	8.03	3.06	12.47	690.91	
Depreciation for the year	-	28.48	846.91	14.12	3.06	17.62	910.19	
Disposals	-	-	1.06	-	-	-	1.06	
At 31st March, 2017	**-**	**56.54**	**1,485.14**	**22.15**	**6.12**	**30.09**	**1,600.04**	
Depreciation for the year	-	29.78	735.53	32.18	4.20	22.38	824.07	
Disposals	-	-	832.69	-	-	-	832.69	
At 31st March, 2018	**-**	**86.32**	**1,387.98**	**54.33**	**10.32**	**52.47**	**1,591.42**	
NET BOOK VALUE								
At 31st March, 2017	**95.70**	**805.87**	**2,692.08**	**116.66**	**15.33**	**58.26**	**3,783.90**	**35.32**
At 31st March, 2018	**95.70**	**955.82**	**7,531.47**	**213.27**	**45.37**	**63.73**	**8,905.36**	**985.64**

HOPEWELL TABLEWARE PRIVATE LIMITED

Notes to the financial statement for the year ended 31st March, 2018

5.1 In accordance with the Indian Accounting Standard (Ind AS -36) on " Impairment of Assets", the management during the year carried out an exercise of identifying the assets that may have been impaired in accordance with the said Ind AS . On the basis of this review carried out by the management, there was no impairment loss on property, plant and equipment during the year ended 31st March, 2018.

5.2 Refer note 33 for disclosure of contractual commitments for the acquisition of property, plant and equipment.

5.3 Certain property, plant and equipment are pledged as collateral against borrowings, the details related to which have been described in note 18 and note 20.

5.4 Addition to fixed assets includes borrowing cost of Rs. 365.57 lacs (Previous year Rs. Nil) and Capital work in progress includes borrowing cost of Rs. 7.79 lacs (Previous year Rs. Nil)

5.5 Details of pre-operative expenditure included in capital work in progress and its capitalisation during the year:

(Rs. in lacs)

Particulars	**31st March 2018**	**31st March 2017**
Salaries, Wages & allowances	134.46	-
Legal & Professional Fees	23.86	-
Power and Fuel	3.17	-
Travelling	40.89	-
Guarantee Commission	4.50	-
Hire Charges	5.16	-
Borrowing Cost	373.36	-
Bank Charges	5.56	-
Total	**590.97**	**-**
Capitalised during the year	583.18	-
Balance pre-operative expenses included in Capital work in Progress	**7.79**	**-**

MUMBAI

HOPEWELL TABLEWARE PRIVATE LIMITED
Notes to the financial statement for the year ended 31st March, 2018

Note 6. Other Intangible assets

(Rs. in lacs)

Particulars	Other Intangible assets	Intangible assets under development
Cost:		
As at 1st April, 2016	**38.58**	**-**
Additions	7.52	4.75
Disposals / transfers	-	-
As at 31st March, 2017	**46.10**	**4.75**
Additions	14.85	-
Disposals / transfers	37.22	4.75
As at 31st March, 2018	**23.73**	**-**
Accumulated Amortisation:		
As at 1st April, 2016	**12.19**	
Amortisation during the year	12.32	
Disposals	-	
As at 31st March, 2017	**24.51**	
Amortisation during the year	13.46	
Disposals	30.18	
As at 31st March, 2018	**7.79**	
Net Book Value:		
As at 31st March, 2017	**21.59**	**4.75**
As at 31st March, 2018	**15.94**	**-**

6.1 Other intangible assets represents computer software other than self generated.

MUMBAI

HOPEWELL TABLEWARE PRIVATE LIMITED
Notes to the financial statement for the year ended 31st March, 2018

Note 7 - Non-current financial assets - Others

(Rs. in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unsecured, Considered Good, unless otherwise stated :		
Fixed deposits pledged with banks having maturity more than 12 months	97.77	88.56
Security Deposits	175.41	173.71
Total	**273.18**	**262.27**

MUMBAI
CHARTERED ACCOUNTANTS

HOPEWELL TABLEWARE PRIVATE LIMITED
Notes to the financial statement for the year ended 31st March, 2018

Note 8 Income Tax

8.1 The major components of Income Tax Expenses/(Income) for the year ended 31st March, 2018 and 31st March, 2017 are as follows:

(Rs. in lacs)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Recognised in Statement of Profit and Loss :		
Deferred Tax - Relating to origination and reversal of temporary differences	(90.83)	(324.44)
Total tax Expenses/ (Income)	**(90.83)**	**(324.44)**

8.2 Reconciliation between tax expenses (income) and accounting profit multiplied by tax rate for the year ended 31st March, 2018 and 31st March, 2017:

(Rs. in lacs)

Particulars	For the year ended 31st March, 2018	For the year ended 31st March, 2017
Accounting loss before tax	(768.34)	(1,483.31)
Applicable tax rate	30.90%	30.90%
Computed Tax Expenses	**(237.42)**	**(458.34)**
Tax effect on account of:		
Lower tax rate and indexation benefits	(0.94)	(1.22)
Expenses not allowed	0.03	-
Tax losses for which no deferred tax recognised	-	135.12
Changes in Income Tax rates of subsequent year	148.77	-
Other deductions / allowances	(1.27)	-
Income tax expenses / (income) recognised in statement of profit and loss	**(90.83)**	**(324.44)**

8.3 Deferred tax Assets relates to the following:

(Rs. in lacs)

Particulars	Balance Sheet		Statement of profit and loss	
	As at 31st March, 2018	As at 31st March, 2017	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Property, Plant and Equipment	(178.59)	(44.02)	(134.57)	60.63
Unabsorbed Depreciation Loss	925.47	703.29	222.18	226.00
Provision for doubtful debts	30.39	23.55	6.84	23.55
Disallowance Under Section 43B of the Income Tax Act, 1961	25.26	26.72	(1.46)	13.85
Deferred Tax Assets / (Liabilities)	**802.53**	**709.54**	**92.99**	**324.03**

8.4 Reconciliation of deferred tax Assets (net):

(Rs. in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Opening balance as at 1st April	**709.54**	**385.51**
Deferred Tax Expenses during the period recognised in profit or loss	90.83	324.44
Deferred Tax Expenses / (Income) during the period recognised in OCI	2.16	(0.41)
Closing balance as at 31st March	**802.53**	**709.54**

8.5 Amount and expiry date of unused tax losses for which no deferred tax asset is recognised

(Rs. in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unused tax losses for which no deferred tax assets has been recognised	1,885.73	1,824.51

Unused tax losses are available for set off for 8 years from the year in which losses arose. Above mentioned losses pertains to the Financial year 2015-16 and 2016-17.

MUMBAI

HOPEWELL TABLEWARE PRIVATE LIMITED
Notes to the financial statement for the year ended 31st March, 2018

Note 9 - Other Non-current Assets

(Rs. in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unsecured, Considered Good, unless otherwise stated :		
Capital Advances	257.01	1,067.54
Total	**257.01**	**1,067.54**

Note 10 - Inventories

(Rs. in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Raw Materials	171.17	91.28
Work-in-Progress	690.70	876.80
Finished Goods	943.85	1,145.36
Stores, Spares and Consumables	139.16	84.98
Packing Materials	209.33	90.14
Scrap(Cullet)	107.48	122.32
Total	**2,261.69**	**2,410.88**

10.1 All Inventories are hypothecated as collateral against borrowings, the details related to which have been described in note 18 and note 20.

10.2 For mode of valuation, refer note no. 3.4.

Note 11 - Current Financial Assets - Trade Receivables

(Rs. in lacs)

Particulars		As at 31st March, 2018		As at 31st March, 2017
Unsecured :				
Considered Good	1,711.67		1,513.67	
Considered Doubtful	116.90		76.21	
	1,828.57		1,589.88	
Less : Provision for Doubtful Debts	116.90	1,711.67	76.21	1,513.67
Total		**1,711.67**		**1,513.67**

Note 12 - Current Financial Assets - Cash and Cash Equivalents

(Rs. in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Cash and Cash Equivalents		
Balances with Banks in current accounts	13.96	13.69
Cash on Hand	2.06	4.77
Total	**16.02**	**18.46**

12.1 For the purpose of the statement of cash flow, cash and cash equivalents comprise the followings:

(Rs. in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Balances with Banks in current accounts	13.96	13.69
Cash on Hand	2.06	4.77
Total	**16.02**	**18.46**

MUMBAI

HOPEWELL TABLEWARE PRIVATE LIMITED
Notes to the financial statement for the year ended 31st March, 2018

Note 13 - Bank balances Other than Cash and Cash Equivalents

(Rs. in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Earmarked Balances with banks :		
Fixed deposit pledged with the Banks having maturity upto 12 months	47.20	215.71
	47.20	**215.71**

Note 14 - Current financial assets - Others

(Rs. in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unsecured, Considered Good, unless otherwise stated:		
Interest Receivables	53.28	40.60
Security Deposits	14.03	8.85
	67.31	**49.45**

Note 15 - Other Current Assets

(Rs. in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unsecured, Considered Good, unless otherwise stated:		
Export Incentives Receivable	15.99	11.56
Advances against supplies	131.14	63.67
Balance with Excise / Goods and Service Tax Authorities	485.55	9.64
Amount paid under protest (Refer Note 33)	23.53	23.53
Others	153.44	212.56
Total	**809.65**	**320.96**

15.1 Others includes Sales tax incentive receivable, prepaid expenses etc.

MUMBAI

HOPEWELL TABLEWARE PRIVATE LIMITED
Notes to the financial statement for the year ended 31st March, 2018

Note 16 - Equity Share Capital

(Rs. in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Authorised		
2,70,00,000 (Previous Year 2,70,00,000) Equity Shares of Rs. 10/- each	2,700.00	2,700.00
2,80,00,000 (Previous Year 2,80,00,000) 6% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- each	2,800.00	2,800.00
Total	**5,500.00**	**5,500.00**
Issued, Subscribed & Fully Paid up		
2,57,50,000 (Previous Year 2,57,50,000) Equity Shares of Rs. 10/- each fully paid up	2,575.00	2,575.00
Total	**2,575.00**	**2,575.00**

16.1 Reconciliation of number of Equity Shares outstanding at the beginning and at the end of the year :

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	(in Nos.)	(Rs. in lacs)	(in Nos.)	(Rs. in lacs)
Shares outstanding at the beginning of the year	25,750,000	2,575.00	25,750,000	2,575.00
Shares outstanding at the end of the year	25,750,000	2,575.00	25,750,000	2,575.00

16.2 Terms/Rights attached to Equity Shares :

Equity Shares

The Company has only one class of shares referred to as equity shares having a par value of Rs.10/- per share. Holders of equity shares are entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuring annual general meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

16.3 Shares held by Holding Company

Name of Shareholder	As at 31st March, 2018		As at 31st March, 2017	
	No. of Shares held	% of Holding	No. of Shares	% of Holding
Borosil Glass Works Limited *	25,750,000	100%	25,750,000	100%

* One share is held in the name Mr Shreevar Kheruka as nominee of the Company.

16.4 Details of Shareholder holding more than 5% of Equity Share Capital :

Name of Shareholder	As at 31st March, 2018		As at 31 March, 2017	
	No. of Shares held	% of Holding	No. of Shares	% of Holding
Borosil Glass Works Limited *	25,750,000	100.00%	25,750,000	100.00%

* One share is held in the name Mr Shreevar Kheruka as nominee of the Company.

16.5 There are no shares reserved for issue under options and contracts / commitments for the sale of shares / disinvestment.

16.6 There is no dividend proposed or paid during the year and during the previous year.

MUMBAI

HOPEWELL TABLEWARE PRIVATE LIMITED
Notes to the financial statement for the year ended 31st March, 2018

Note 17 - Other Equity

(Rs. in lacs)

Particulars		As at 31st March, 2018		As at 31st March, 2017
6% Optionally Convertible Non-Cumulative Redeemable Preference Shares				
As per Last Balance Sheet	2,800.00		2,200.00	
Add: Issued during the year	-	2,800.00	600.00	2,800.00
Retained Earnings				
As per Last Balance Sheet	(3,468.48)		(2,309.61)	
Add: Profit for the year	(677.51)	(4,145.99)	(1,158.87)	(3,468.48)
Other Comprehensive Income (OCI)				
As per Last Balance Sheet	(9.08)		(10.01)	
Add: Movements in OCI (net) during the year	(4.91)	(13.99)	0.93	(9.08)
Total		**(1,359.98)**		**(677.56)**

17.1 6% Optionally Convertible Non-Cumulative Redeemable Preference Shares:

a. Terms/Rights attached to 6% Optionally Convertible Non-Cumulative Redeemable Preference Shares:

The Preference Shares carries a preferential right vis-à-vis equity shares of the Company with respect to the payment of dividend and repayment of capital during winding up. The Preference Shares shall not participate in the surplus funds and profits on winding up which may remain after the entire capital has been repaid. The Preference Shares carries voting rights as may be prescribed under the provisions of Section 47(2) of the Companies Act, 2013. It carries a non-cumulative right to dividend. Dividend rate will be 6% p.a. (on the face value) which will remain fixed over the tenor of the Preference Shares. The tenor of Preference Shares is 15 years.

The rights of Conversion shall rest with the issuer. In the event of conversion, every one Preference Share of face value of Rs. 10/- each will be entitled to one Equity Share of face value of Rs. 10/-.

The preference shares will be redeemed at face value of Rs. 10/- per share. The issuer will have an option to redeem the Preference Shares at any time.

The said preference shares are held by holding Company namely, Borosil Glass Works Limited.

b. Reconciliation of number of Preference Shares outstanding at the beginning and at the end of the year :

Particulars	As at 31st March, 2018 (in Nos.)	As at 31st March, 2018 (Rs. in lacs)	As at 31st March, 2017 (in Nos.)	As at 31st March, 2017 (Rs. in lacs)
Shares outstanding at the beginning of the year	28,000,000	2,800.00	22,000,000	2,200.00
Add: Issued during the year	-	-	6,000,000	600.00
Shares outstanding at the end of the year	28,000,000	2,800.00	28,000,000	2,800.00

c. Preference Shares held by Holding Company:

Name of Shareholder	As at 31st March, 2018 No. of Shares held	As at 31st March, 2018 % of Holding	As at 31st March, 2017 No. of Shares held	As at 31st March, 2017 % of Holding
Borosil Glass Works Limited	28,000,000	100%	28,000,000	100%

d. Details of Shareholder holding more than 5% of Preference Share Capital :

Name of Shareholder	As at 31st March, 2018 No. of Shares held	As at 31st March, 2018 % of Holding	As at 31st March, 2017 No. of Shares held	As at 31st March, 2017 % of Holding
Borosil Glass Works Limited	28,000,000	100%	28,000,000	100%

e. There is no dividend proposed or paid during the year and during the previous year.

17.2 Other Comprehensive Income (OCI) includes remeasurements of defined benefit plans.

MUMBAI

Note 18 - Non-current financial liabilities - Borrowings

(Rs. in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Secured Loan		
Term Loans From a Bank	704.01	1,407.21
Vehicle Loan	-	1.41
Unsecured Loan		
Loan from related party (Refer note 38)	7,193.00	2,290.00
Total	**7,897.01**	**3,698.62**

18.1 Term Loans (including current maturities of long term borrowings shown under current financial liabilities - others)
Rs.1,455.41 lacs (Previous Year Rs.2,159.01 lacs) carrying interest 9% p.a. (1% above one year MCLR) and are primary secured by way of hypothecation of entire property, plant and equipment (present & future) (excluding factory land and building) and collateral secured by equitable mortgage of factory land and building located at khasara, at village Balekhan, main NH No. 11, Tehsil Chomu, Dist Jaipur and further by way of pledge of 66,75,010 equity shares of Rs. 10/- each of the Company held by Borosil Glass Works Limited (Holding Company). Loan of Rs. 789.01 lacs is repayable in 7 equal quarterly instalments of Rs. 98.75 lacs and last instalment of Rs. 97.76 lacs. Loan of Rs. 52.40 lacs is repayable in 3 equal quarterly instalments of Rs. 13.20 lacs and last instalment of Rs. 12.80 lacs. Loan of Rs. 434.00 lacs is repayable in 10 equal quarterly instalments of Rs. 41.00 lacs and last instalment is Rs. 24.00 lacs. Loan of Rs. 180.00 lacs is repayable in 4 equal quarterly instalments of Rs. 35.00 lacs and last instalment is Rs. 40.00 lacs.

18.2 Vehicle Loans (shown as current maturities of long term borrowings under current financial liabilities - others)
Vehicle loans from a banks are secured by respective vehicle and carrying interest rate at the rate of 11.50% p.a.

18.3 Loan from Related Party (Including current maturities of long term borrowings shown under current financial liabilities - Others)
Loan from related party of Rs. 990 lacs is repayable within 1 year and Rs. 7,193.00 lacs is repayable within 3 years from the date of said loan and it is carrying interest at the rate of 10% p.a.

Note 19 - Non-current Provisions

(Rs. in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Provisions for Employee Benefits		
Gratuity (Unfunded) (Refer note 34)	54.16	38.20
Total	**54.16**	**38.20**

Note 20 - Current financial liabilities - Borrowings

(Rs. in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Secured Loan		
Loan repayable on demand	-	1,200.00
Woking Capital Loan From a Bank	1,770.06	559.44
Unsecured Loan		
Loan from Related Party (Refer Note 38)	1,000.00	810.00
Total	**2,770.06**	**2,569.44**

20.1 Working capital loan is primary secured by way of hypothecation of entire current assets of the company i.e. inventories, book debts and other current assets and collateral secured by equitable mortgage of factory land and building located at khasara, at village Balekhan, main NH No. 11, Tehsil Chomu, Dist Jaipur and further by way of pledge of 66,75,010 equity shares of Rs. 10/- each of the Company held by Borosil Glass Works Limited (Holding Company). The same loan is carrying interest at the rate of 9% p.a. (1% above one year MCLR).

20.2 Loan repayable on demand was primary secured by way of hypothecation of entire current assets of the company i.e. inventories, book debts and other current assets.

20.3 Loan from related party was carrying interest @ 10% p.a.

MUMBAI

Note 21 - Current financial liabilities - Trade Payables

(Rs. in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Micro, Small and Medium Enterprises	-	-
Others	1,077.15	795.94
Total	**1,077.15**	**795.94**

21.1 Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED 2006) have been determined based on the information available with the Company and the details of amount outstanding due to them are as given below:

(Rs. In lacs)

	Particulars	As at 31st March, 2018	As at 31st March, 2017
a)	Principal amount outstanding	-	-
b)	Interest due thereon	-	-
c)	Interest paid by the Company in terms of Section 16 of MSMED 2006, alongwith amount of the payment made to the suppliers beyond the appointed day during the year .	-	-
d)	Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED 2006.	-	-
e)	Interest accrued and remaining unpaid	-	-
f)	Further interest remaining due and payable in the succeeding years.	-	-

Note 22 - Current financial liabilities - Others

(Rs. in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Current maturity of long term borrowings - Term Loan	751.40	751.80
Current maturity of long term borrowings - Vehicle Loan	1.41	3.14
Current maturity of long term borrowings - loan from related party	990.00	-
Interest accrued but not due on borrowing	94.29	52.68
Dealer Deposits	58.81	55.81
Creditors for Capital Expenditure	316.57	10.76
Other Payables	779.65	419.95
	2,992.13	**1,294.14**

22.1 Other Payables includes outstanding liabilities for expenses, discount, rebates etc.

Note 23 - Other Current Liabilities

(Rs. in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Advance from other Customers	61.50	18.72
Statutory liabilities	48.40	52.28
Other Payables	4.05	6.37
Total	**113.95**	**77.37**

23.1 Other Payables includes payables to employee.

Note 24 - Current Provisions

(Rs. in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Provisions for Employee Benefits		
Gratuity (Unfunded) (Refer note 34)	3.58	0.77
Leave Encashment	39.42	25.33
Others		
Provision for excise duty on Finished Goods	-	22.16
Total	**43.00**	**48.26**

24.1 In Previous year, the Company had recognised liabilities based on substantial degree of estimation for Excise Duty payable on clearance of goods lying in stock. During the period till 30th June, 2017, Rs. 22.16 lacs was utilised for clearance of goods. Excise duty is discontinued with effect from 1st July, 2017 upon implementation of Goods and Service Tax (GST).

HOPEWELL TABLEWARE PRIVATE LIMITED
Notes to the financial statement for the year ended 31st March, 2018

Note 25 - Revenues from Operations

(Rs. in lacs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Sale of Products (including excise duty)	10,195.64	9,917.86
Other Operating Revenue	15.44	19.18
Revenue from Operations	**10,211.08**	**9,937.04**

25.1 Sale of products for the periods up to 30th June 2017 includes excise duty, which is discontinued with effect from 1st July, 2017 upon implementation of Goods and Service Tax (GST). In accordance with 'Ind AS 18 – Revenue', GST is not included in Revenue from operations. In view of the aforesaid change in indirect taxes, Revenue from operations for the year is not comparable with those of previous year.

Note 26 - Other Income

(Rs. in lacs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Interest Income from Financial Assets measured at amortised cost		
- Fixed Deposits with banks	31.57	19.21
Gain on Foreign Currency Transactions (Net)	-	4.49
Sundry Credit Balance Written Back (Net)	19.35	16.86
Miscellaneous Income	4.37	79.54
Total	**55.29**	**120.10**

26.1 Eligibility certificate under Rajasthan Investment Promotion Scheme -2010 (RIPS-2010) has been granted to the Company in the year 2012. The Company has filed claim of subsidy before the appropriate authority, as designated under RIPS-2010. The Company has recognized (i) 30% of VAT/CST (taxes) deposited as Investment Subsidy and (ii) 20% of such taxes or wages paid whichever is less as Employment Generation Subsidy. Both these subsidies have been shown under the head "Other Income" for applicable periods.

Note 27 - Changes in Inventories of Work-in-Progress and Finished Goods

(Rs. in lacs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
At the end of the Year		
Work-in-Progress	690.70	876.80
Finished goods	943.85	1,145.36
	1,634.55	**2,022.16**
At the beginning of the Year		
Work-in-Progress	876.80	1,172.15
Finished goods	1,145.36	522.19
	2,022.16	**1,694.34**
Less: GST Credit taken on opening stock	52.49	-
	1,969.67	**1,694.34**
Total	**335.12**	**(327.82)**

MUMBAI

HOPEWELL TABLEWARE PRIVATE LIMITED

Notes to the financial statement for the year ended 31st March, 2018

Note 28 - Employee Benefits Expense

(Rs. in lacs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Salaries, Wages and allowances	1,667.21	1,574.96
Contribution to Provident and Other Funds	53.84	42.98
Share Based Payments (Refer Note 35)	11.74	-
Staff Welfare Expenses	127.26	71.27
Gratuity (Unfunded) (Refer note 34)	20.86	17.91
Total	**1,880.91**	**1,707.12**

Note 29 - Finance Costs

(Rs. in lacs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Interest Expenses on financial liabilities measured at amortised cost	667.85	632.58
Total	**667.85**	**632.58**

Note 30 - Depreciation and Amortisation Expense

(Rs. in lacs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Depreciation of Property, Plant and Equipment (Refer note 5)	824.07	910.19
Amortisation of Intangible Assets (Refer note 6)	13.46	12.32
Total	**837.53**	**922.51**

Note 31 - Other Expenses

(Rs. in lacs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Manufacturing Expenses		
Consumption of Stores and Spares	152.37	267.79
Power & Fuel	1,719.47	1,875.34
Packing Materials Consumed	1,193.80	1,370.53
Repairs to Machinery	2.70	0.03
Selling and Distribution Expenses		
Sales Promotion and Advertisement Expenses	554.12	1,125.89
Cash Discount and Commission	97.60	86.12
Freight Outward / Octroi	559.46	578.22
Administrative and General Expenses		
Rent	137.01	73.87
Rates and Taxes	11.60	19.05
Other Repairs	71.53	48.92
Insurance	22.19	10.26
Legal & Professional Fees	172.32	110.36
Travelling	121.21	122.13
Loss on Foreign Currency Transactions (net)	39.70	-
Provision for Doubtful Debts	40.69	76.21
Loss on sale / discarding of Property, Plant and Equipment (net)	410.92	1.17
Guarantee Commission	2.15	0.55
Directors Sitting Fees	5.69	5.65
Payment to Auditors (Refer Note 31.1)	10.65	10.00
Donation	0.10	-
Miscellaneous Expenses	119.75	153.04
Total	**5,445.03**	**5,935.13**

MUMBAI

HOPEWELL TABLEWARE PRIVATE LIMITED
Notes to the financial statement for the year ended 31st March, 2018

31.1 Details of Payment to Auditors

(Rs. in lacs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Payments ro the auditor as:		
Auditor	8.00	8.00
For Tax Audit	2.00	2.00
For Taxation Matters	-	-
For Company Law Matters	-	-
For Other Service	-	-
For Reimbursment of Expenses	0.65	-
Total	**10.65**	**10.00**

Note 32 - Earnings Per Equity share (EPS)

(Rs. in lacs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Net loss for the year attributable to Equity Shareholders for Basic EPS and Diluted EPS (Rs. In Lacs)	(677.51)	(1,158.87)
Weighted Average Number of Equity Shares Outstanding During the Year for Basic EPS and Diluted EPS (in Nos.)	25,750,000	25,750,000
Earning per share of Rs. 10 each (in Rs.)		
- Basic	(2.63)	(4.50)
- Diluted	(2.63)	(4.50)
Face Value per Equity Share (in Rs.)	10.00	10.00

32.1 The convertible preference shares could potentially dilute basic earnings per share in the future, but are not included in the calculation of diluted earnings per share, because they are anti-dilutive for the year presented.

MUMBAI

CHARTERED ACCOUNTANTS

HOPEWELL TABLEWARE PRIVATE LIMITED
Notes to the financial statement for the year ended 31st March, 2018

Note 33 - Contingent Liabilities and Commitments

33.1 Contingent Liabilities (To the extent not provided for)
Claims against the Company not acknowledged as debts

(Rs. In lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Disputed Liabilities in Appeal (No Cash outflow is expected in the near future)		
- Sales tax (Amount paid under protest is Rs. 23.53 lacs (Previous year Rs. 23.53 lacs)	23.53	51.78
Guarantees		
- Bank Guarantees	185.91	133.16
Others		
1. Bonus (Refer note 33.4)	9.86	9.86
2. Letter of Credits	-	1,916.25

33.2 Commitments

(Rs. In lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Estimated amount of Contracts remaining to be executed on Capital Account not provided for (cash outflow is expected on execution of such capital contracts)		
-- Related to Property, plant and equipment	446.57	3,011.92
Commitment towards EPCG License	575.83	593.60

33.3 Management is of the view that above contingent liabilities and commitments will not have impact on the financial position of the company.

33.4 The Payment of Bonus (Amendment) Act, 2015 envisages enhancement of eligibility limit and Calculation Ceiling under section 12 from Rs. 3500 to Rs.7000 or the minimum wage for the scheduled employment, as fixed by the appropriate Government, whichever is higher. The Payment of Bonus (Amendment) Act, 2015 have come into force on the 1st April 2014. However, the same is challenged in the Hon'ble High Courts of few States by some parties and those High Courts have provided stay on the retrospectively impact of the same and accordingly same amount shown as contingent liability.

Note 34- Employee Benefits

34.1 As per Ind AS 19 'Employee Benefits', the disclosure of Employee benefits as defined in the Ind AS are given below:

(a) Defined Contribution Plan:
Contribution to Defined Contribution Plan, recognized as expense for the year are as under:

(Rs. in lacs)

Particulars	2017-18	2016-17
Employer's Contribution to Provident Fund	25.80	17.63
Employer's Contribution to Pension Scheme	20.68	19.58
Employer's Contribution to ESIC	3.58	1.92

The contribution to provident fund and Pension Scheme is made to Employees' Provident Fund managed by Provident Fund Commissioner. The contribution towards ESIC made to Employees' State Insurance Corporation. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation.

(b) Defined Benefit Plan:
The Gratuity benefits of the Company are unfunded. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Particulars	Gratuity (Unfunded) As at 31st March, 2018	Gratuity (Unfunded) As at 31st March, 2017
Actuarial assumptions		
Mortality Table	Indian Assured Lives Mortality (2006-08) Ult	Indian Assured Lives Mortality (2006-08) Ult
Salary growth	10.00%	10.00%
Discount rate	7.60%	7.15%
Withdrawals Rates	10% at all ages	10% at all ages

(Rs. in lacs)

Particulars	Gratuity (Unfunded) 2017-18	Gratuity (Unfunded) 2016-17
Movement in present value of defined benefit obligation		
Obligation at the beginning of the year	38.97	29.01
Current service cost	17.25	15.64
Interest cost	2.76	2.26
Benefits paid	(0.65)	(1.05)
Past Service Cost	0.85	-
Actuarial loss/(gain) on obligation	(1.44)	(6.91)
Obligation at the end of the year	**57.74**	**38.97**
Current Provision	54.16	0.77
Non-current Provision	3.58	38.20

MUMBAI

(Rs. in lacs)

Particulars	Gratuity (Unfunded) 2017-18	2016-17
Amount recognised in the Statement of profit and loss		
Current service cost	17.25	15.64
Interest cost	2.76	2.26
Past Service Cost	0.85	-
Total	**20.86**	**17.91**
Amount recognised in the Other Comprehensive Income		
Components of actuarial (gains) / losses on obligations:		
Due to change in financial assumptions	(2.16)	2.28
Due to experience adjustments	0.72	(9.19)
Total	**(1.44)**	**(6.91)**

(c) Net Liability Recognised in the balance sheet

(Rs. in lacs)

Amount recognised in the balance sheet	As at 31st March, 2018	As at 31st March, 2017
Present value of obligations at the end of the year	57.74	38.97
Less: Fair value of plan assets at the end of the year	-	-
Net liability recognized in the balance sheet	**57.74**	**38.97**

(d) The estimate of rate of escalation in Salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other retirement factors including supply & demand in the employment market. The above information is certified by the actuary.

34.2 Sensitivity analysis:

(Rs. in lacs)

Particulars	Changes in assumptions	Effect on Gratuity obligation
For the year ended 31st March, 2017		**Increase / (Decrease)**
Salary growth rate	0.50%	1.74
	-0.50%	(1.74)
Discount rate	0.50%	(1.78)
	-0.50%	1.92
Withdrawal rate	W.R. x 110%	(1.17)
	W.R. x 90%	1.15
For the year ended 31st March, 2018		
Salary growth rate	0.50%	2.34
	-0.50%	(2.20)
Discount rate	0.50%	(2.24)
	-0.50%	2.41
Withdrawal rate	W.R. x 110%	(1.15)
	W.R. x 90%	1.26

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. In presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined obligation liability recognized in the balance sheet.

34.3 The following payments are expected towards Gratuity in future years:

(Rs.in lacs)

Year ended	Expected payment
31st March, 2019	3.58
31st March, 2020	3.59
31st March, 2021	4.57
31st March, 2022	5.35
31st March, 2023	5.12
31st March, 2024 to 31st March, 2028	24.69

34.4 Risk exposures

1) Actuarial Risk: It is the risk that benefits will cost more than expected. This can arise due to one of the following reasons:
Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in Obligation at a rate that is higher than expected.
Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate then the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.
Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate then the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.
2) Liquidity Risk: Employees with high salaries and long durations or those higher in hierarchy accumulate significant level of benefits. If some of such employees resign/retire from the company there can be strain on the cash flows.
3) Market Risk: Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.
4) Legislative Risk: Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognized immediately in the year when any such amendment is effective.

MUMBAI

34.5 Details of Asset-Liability Matching Strategy:-

Gratuity benefits liabilities of the company are unfunded. There are no minimum funding requirements for a Gratuity benefits plan in India and there is no compulsion on the part of the Company to fully or partially pre-fund the liabilities under the Plan.

Since the liabilities are unfunded, there is no Asset-Liability Matching strategy deviced for the plan.

34.6 The average duration of the defined benefit plan obligation at the end of the reporting period is 2.93 years (Previous Year 2.56 years).

Note 35 - Share based payments

The Company offers equity-based award plans to its employees through its Holding Company, Borosil Glass Works Limited. During the year, the Holding Company introduced an Borosil Employee Stock Option Scheme 2017 ("ESOS"), which was approved by the shareholders of the Holding Company to provide equity settled incentive to an employee of the Company. The ESOS scheme includes tenure based stock option awards. The specific Employees to whom the Options are granted and their Eligibility Criteria are determined by the Nomination and Remuneration Committee of Holding Company.

Initial awards under the ESOS were granted on 2nd November, 2017. The exercise price of the awards is Rs. 800 per option. 33% of the options will vested on completion of 1st year, another 33% will be vested on completion of 2nd year and remaining 34% will be vested on completion of 3rd year. Options are exercisable within period of 5 years from the respecting vesting period.

The Company recognized total expenses of Rs. 11.74 lacs related to equity settled share-based payment transactions for the year ended 31st March, 2018 and corresponding liability has been recognised for an equivalent amount. The liability recognised on this account will be payble to the Holding Company on exercise of the option by the employee. Total 15,683 Employee Stock options has been granted by the Holding Company to an employee of the Company and there is no forfeiture / exercise during the year.

Note 36 - Provisions

Disclosures as required by Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets:-

36.1 Movement in provisions:-

(Rs. in lacs)

Nature of provision	Provision for Doubtful Debts	Excise duty Provision	Total
As at 1st April, 2016	**-**	**63.35**	**63.35**
Provision during the year	76.21	22.16	98.37
Payment during the year	-	(63.35)	(63.35)
As at 31st March, 2017	**76.21**	**22.16**	**98.37**
Provision during the year	40.69	-	40.69
Payment during the year	-	(22.16)	(22.16)
As at 31st March, 2018	**116.90**	**-**	**116.90**

Note 37 - Segment Information

37.1 The company is primarily engaged in the business of manufacturing of Consumerware (Tableware) items, which is a single segment in terms of Ind AS 108 "Operating Segments".

37.2 Revenue from External Sales

(Rs. in lacs)

Particulars	For the year Ended 31st March, 2018	For the year Ended 31st March, 2017
India	9,844.54	9,440.58
Outside India	366.54	496.46
Total	**10,211.08**	**9,937.04**

37.3 No single customer has accounted for more than 10% of the Company's revenue for the year ended 31st March, 2018 and 31st March, 2017.

37.4 No non-current assets are held by the Company outside India.

Note 38 - Related party disclosures

In accordance with the requirements of Ind AS 24 "Related Party Disclosures", name of the related party, related party relationship, transactions and outstanding balances including commitments where control exits and with whom transactions have taken place during reported periods, are as detail below:

38.1 List of Related Parties :

	Name of the related party	Country of incorporation	% of equity interest held by holding company	
			As at 31st March 2018	As at 31st March 2017
(a)	**Holding Company**			
	Borosil Glass Works Limited	India	100%	100%

(b) Fellow Subsidiaries

Gujarat Borosil Limited
Klasspack Private Limited

(c) Key Management Personnel

P.K.Kheruka - Chairman
Ashok Jain – Director (Managing Director upto 28.02.2018)
Shreevar Kheruka – Director
Anil Kumar Jain - Chief Financial Officer (upto 21.09.2017)
Vivek Singh Jamwal - Chief Financial Officer (w.e.f. 13.03.2018)
Raghav Sharma - Company Secretary

(d) Relatives of Key Management Personnel

Rekha Kheruka
Kiran Kheruka

38.2 Transactions with Related Parties :

(Rs. in lacs)

Name of Transactions	Name of the Related Party	2017-18	2016-17
Transactions with Holding Company and Fellow Subsidiaries			
Sale of goods	Borosil Glass Works Limited	-	106.88
	Gujarat Borosil Limited	-	2.40
Purchase of goods	Borosil Glass Works Limited	0.30	1.64
	Gujarat Borosil Limited	2.13	7.24
Interest Expenses (includes borrowing cost capitalised of Rs. 373.36 lacs (Previous year Rs. Nil))	Borosil Glass Works Limited	672.72	121.19
Rent Expenses	Borosil Glass Works Limited	6.32	1.25
Guarantee Commission (includes Guarantee Commission capitalised of Rs. 4.50 lacs (Previous Year Rs. Ni))	Borosil Glass Works Limited	6.64	0.55
Share Based Payment	Borosil Glass Works Limited	11.74	-
Reimbursement of expenses to	Borosil Glass Works Limited	2.30	7.22
	Gujarat Borosil Limited	3.45	4.75
Reimbursement of expenses from	Borosil Glass Works Limited	2.53	1.77
	Gujarat Borosil Limited	7.50	-
Current Financial Liabilities - Borrowings taken	Borosil Glass Works Limited	190.00	1,010.00
Current Borrowings converted into 6% Optionally Convertible Non-Cumulative Redeemable Preference Shares	Borosil Glass Works Limited	-	600.00
Non-current Financial Borrowings taken	Borosil Glass Works Limited	5,893.00	2,290.00
Transactions with other related parties:			
Remuneration	Ashok Jain	72.70	56.43
	Vivek Singh Jamwal	1.14	-
	Raghav Sharma	2.41	2.19
	Anil Kumar Jain	10.39	14.89
Director's Sitting fees	Shreevar Kheruka	0.60	0.80
	P.K.Kheruka	0.50	0.70
	Ashok Jain	0.10	-

(Rs. in lacs)

Name of Transactions	Name of the Related Party	As at 31st March, 2018	As at 1st April, 2017
Balances with Holding Company and Fellow Subsidiary at the end of the year			
Trade Payable	Borosil Glass Works Limited	4.40	9.41
	Gujarat Borosil Limited	-	3.37
Current financial liabilities - Borrowings	Borosil Glass Works Limited	1,000.00	810.00
Non-current financial liabilities - Borrowings	Borosil Glass Works Limited	8,183.00	2,290.00
Other Current Liabilities - Interest accrued but not due	Borosil Glass Works Limited	83.10	29.32
Current Financial Liabilities - Others (Refer Note 35)	Borosil Glass Works Limited	11.74	-
Balances with other related parties at the end of the year:			
Other Payable	Ashok Jain	-	3.78

PATHAK H.D. & ASSOCIATES
MUMBAI
CHARTERED ACCOUNTANTS

38.3 Compensation of key management personnel of the Company

(Rs. in lacs)

Nature of transaction	2017-18	2016-17
Short-term employee benefits	86.89	75.63
Post-employment benefits	0.24	2.21
Total compensation paid to key management personnel	**87.13**	**77.84**

38.4 The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at year-end are unsecured, unless specified and settlement occurs in cash. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

38.5 Details of corporate guarantee given:

(Rs. in lacs)

Name of Transactions	Name of the Related Party	As at 31st March, 2018	As at 31st March, 2017
Corporate Guarantee given by	Borosil Glass Works Limited	-	1,916.25

Note 39 - Fair Values

39.1 Financial Instruments by category:

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial assets and liabilities that are recognised in the financial statements.

Financial Assets / Liabilities measured at amortised cost

(Rs. in lacs)

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets designated at amortised cost:-				
- Trade Receivables	1711.67	1711.67	1,513.67	1,513.67
- Cash and cash equivalents	16.02	16.02	18.46	18.46
- Bank Balances other than cash and cash equivalents	47.2	47.2	215.71	215.71
- Others	340.49	340.49	311.72	311.72
	2,115.38	**2,115.38**	**2,059.56**	**2,059.56**
Financial Liabilities designated at amortised cost:-				
- Non-current Borrowings	7897.01	7897.01	3,698.62	3,698.62
- Current Borrowings	2770.06	2770.06	2,569.44	2,569.44
- Trade Payables	1077.15	1077.15	795.94	795.94
- Other Financial Liabilities	2992.13	2992.13	1,294.14	1,294.14
	14736.35	**14736.35**	**8358.14**	**8358.14**

39.2 Fair Valuation techniques used to determine fair value

The Company maintains procedures to value financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

i) Fair value of trade receivables, cash and cash equivalents, other bank balances, trade payables, borrowings, deposits and other financial assets and liabilities are approximate at their carrying amounts largely due to the short-term maturities of these instruments.

ii) The fair values of Non-current Borrowings, Fixed Deposits and Security Deposits are approximate at their carrying amount due to interest bearing features of these instruments.

iii) The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

MUMBAI

Note 40 :- Financial Risk Management

The Company is exposed to market risk, credit risk and liquidity risk. Risk management is carried out by the company under policies approved by the board of directors. This Risk management plan defines how risks associated with the Company will be identified, analysed, and managed. It outlines how risk management activities will be performed, recorded, and monitored by the Company. The basic objective of risk management plan is to implement an integrated risk management approach to ensure all significant areas of risks are identified, understood and effectively managed, to promote a shared vision of risk management and encourage discussion on risks at all levels of the organization to provide a clear understanding of risk/benefit trade-offs, to deploy appropriate risk management methodologies and tools for use in identifying, assessing, managing and reporting on risks, and to determine the appropriate balance between cost and control of risk and deploy appropriate resources to manage/optimize key risks. Activities are developed to provide feedback to management and other interested parties (e.g. Board etc.). The results of these activities ensure that risk management plan is effective in the long term.

40.1 Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise of three types of risk: foreign currency rate risk, interest rate risk and other price risks, such as commodity risk. Financial instruments affected by market risk include borrowings and deposits.

The sensitivity analysis is given relate to the position as at 31st March 2018 and 31st March 2017.

The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations, provisions and on the non-financial assets and liabilities. The sensitivity of the relevant Statement of Profit and Loss item is the effect of the assumed changes in the respective market risks. The Company's activities exposes it to a variety of financial risks, including the effects of changes in foreign currency exchange rates and interest rates. This is based on the financial assets and financial liabilities held as at 31st March, 2018 and 31st March, 2017.

(a) Foreign exchange risk and sensitivity

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. The Company transacts foreign business primarily in USD and EURO. The Company has foreign currency trade payables and receivables and is therefore, exposed to foreign exchange risk. The Company is regularly reviews and evaluates exchange rate exposure arising from foreign currency transactions.

The following table demonstrates the sensitivity in the USD to the Indian Rupee with all other variables held constant. The impact on the Company's loss before tax due to changes in the fair values of monetary assets and liabilities is given below:

Unhedged Foreign currency exposure as at 31st March, 2017	Currency	Amount in FC	Rs. in lacs
Trade Receivables	USD	72,526	46.74
Trade Payable	USD	11,750	7.66

Unhedged Foreign currency exposure as at 31st March, 2018	Currency	Amount in FC	Rs. in lacs
Trade Receivables	USD	84,878	54.76
Trade Payable	USD	33,503	21.88
Trade Payable	EURO	253,059	206.19

Foreign currency sensitivity

1% increase or decrease in foreign exchange rates will have the following impact on loss before tax:-

(Rs. in lacs)

Particulars	2017-18		2016-17	
	1% Increase	1% Decrease	1% Increase	1% Decrease
USD	0.33	(0.33)	0.39	(0.39)
EURO	(2.06)	2.06	-	-
Decrease / (Increase) in loss before tax	(1.73)	1.73	0.39	(0.39)

b) Interest rate risk and sensitivity :-

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is having long term borrowings in the form of term loan from bank, vehicle loan from banks and financial institutions and loan from related party. Further, the Company is having short term borrowings in the form of loan from related party and working capital loan from bank. In respect of loan from related party, the rate of interest is fixed during the tenure of the borrowings and hence there is no significant risk associated with these borrowings. The Company is exposed to interest rate risk associated with term loan, vehicle loan and working capital loan due to floating rate of interest.

The table below illustrates the impact of a 2% increase in interest rates on interest on financial liabilities assuming that the changes occur at the reporting date and has been calculated based on risk exposure outstanding as of date. The year end balances are not necessarily representative of the average debt outstanding during the year. This analysis also assumes that all other variables, in particular foreign currency rates, remain constant.

(Rs. in lacs)

Particulars	2017-18		2016-17	
	2% Increase	2% Decrease	2% Increase	2% Decrease
Term Loan	(29.11)	29.11	(43.18)	43.18
Vehicle loan	(0.03)	0.03	(0.09)	0.09
Working capital loan and loan repayable on demand	(35.40)	35.40	(35.19)	35.19
Decrease / (Increase) in loss before tax	(64.54)	64.54	(78.46)	78.46

The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

c) Commodity price risk:-

The Company is exposed to the movement in price of key traded materials in domestic markets. The Company entered into contracts for procurement of material, most of the transactions are short term fixed price contract and hence Company is not exposed to significant risk.

MUMBAI

40.2 Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks, foreign exchange transactions and other financial instruments.

a) Trade Receivables:-

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings with the Company for extension of credit to customers. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. The Company has also taken security deposits from its customers in certain cases, which mitigate the credit risk to some extent. No single customer accounted for 10% or more of revenue in any of the years presented. The history of trade receivables shows a negligible provision for bad and doubtful debts. Therefore, the Company does not expect any material risk on account of non performance by any of the Company's counterparties.

b) Financial instruments and cash deposits:-

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances are maintained. Credit risk from balances with bank is managed by the Company's finance department. Investment of surplus funds are also managed by finance department. The Company does not maintain significant cash in hand. Excess balance of cash other than those required for its day to day operations is deposited into the bank.

For other financial instruments, the finance department assesses and manage credit risk based on internal assessment. Internal assessment is performed for each class of financial instrument with different characteristics.

40.3 Liquidity risk.

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times, maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company relies operating cash flows and short term borrowings in the form of working capital loan to meet its needs for funds. The Company has access to a sufficient variety of sources of funding as per requirement.

The table below provides undiscounted cash flows towards financial liabilities into relevant maturity based on the remaining period at the balance sheet to the contractual maturity date.

(Rs. in lacs)

Particulars	On demand	Maturity				Total
		0 - 3 Months	3 - 6 Months	6 - 12 months	More than 1 year	
As at 31st March, 2017						
Non-current borrowings	-	-	-	-	3,698.62	3,698.62
Current borrowings	1,759.44	-	710.00	100.00	-	2,569.44
Trade Payables	-	795.94	-	-	-	795.94
Other Financial Liabilities	-	697.63	188.74	407.77	-	1,294.14
Total	**1,759.44**	**1,493.57**	**898.74**	**507.77**	**3,698.62**	**8,358.14**
As at 31st March, 2018						
Non-current borrowings	-	-	-	-	7,897.01	7,897.01
Current borrowings	1,770.06	-	710.00	290.00	-	2,770.06
Trade Payables	-	1,077.15	-	-	-	1,077.15
Other Financial Liabilities	-	1,584.38	932.25	475.50	-	2,992.13
Total	**1,770.06**	**2,661.53**	**1,642.25**	**765.50**	**7,897.01**	**14,736.35**

40.4 Competition and price risk

The Company faces competition from local and foreign competitors. Nevertheless, it believes that it has competitive advantage in terms of high quality products and by continuously upgrading its expertise and range of products to meet the needs of its customers.

Note 41: Capital Management

For the purpose of Company's capital management, capital includes issued capital, all other equity reserves and debts. The primary objective of the Company's capital management is to maximise shareholders value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The Company monitors capital using gearing ratio, which is net debt divided by total capital (equity plus net debt). Net debt are non-current and current debts as reduced by cash and cash equivalents. Equity comprises all components including other comprehensive income.

(Rs. in lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Total Debt	12,409.88	7,023.00
Less:- Cash and cash equivalent	16.02	18.46
Net Debt	**12,393.86**	**7,004.54**
Total Equity (Equity Share Capital plus Other Equity)	1,215.02	1,897.44
Total Capital (Total Equity plus net debt)	**13,608.88**	**8,901.98**
Gearing ratio	**91.07%**	**78.69%**

Note 42

The Board of Directors of the Company at its meeting held on 25th November, 2016 approved a Scheme of Amalgamation for merger of the Company along with Fennel Investment and Finance Private Limited and Vyline Glass Works Limited with Borosil Glass Works Limited (Holding Company). The Board of Directors subsequently fixed 25th November, 2016 as appointed date for the said scheme. The Scheme is pending for approval with National Company Law Tribunal (NCLT) and will be given effect to upon receipt of such approval.

MUMBAI

CHARTERED ACCOUNTANTS

HOPEWELL TABLEWARE PRIVATE LIMITED
Notes to the financial statement for the year ended 31st March, 2018

Note 43: Standards issued but not effective :

On 28th March, 2018, the Ministry of Corporate Affairs (MCA) has notified Ind AS 115 - "Revenue from Contract with Customers" and certain amendment to existing Ind AS. These amendments shall be applicable to the Company from 1st April, 2018.

43.1 Issue of Ind AS 115 - "Revenue from Contracts with customers"

Ind AS 115 will supersede the current revenue recognition guidance including Ind AS 18 Revenue, Ind AS 11 Construction Contracts and the related interpretations. The core principles of Ind AS 115 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

43.2 Amendment to Existing issued Ind AS

The MCA has also notified certain amendments to the following Accounting Standards:

i. Ind AS 21 - The Effects of Changes in Foreign Exchange Rates

ii. Ind AS 12 - Income Taxes

43.3 Applications of the above standards are not expected to have any significant impact on the Company's financial statements.

Note 44 :

The Management and authorities have the power to amend the Financial Statements in accordance with section 130 and 131 of The Companies Act, 2013.

Note 45:

Previous Year figures have been regrouped and reclassified wherever necessary.

As per our report of even date

For PATHAK H.D. & ASSOCIATES
Chartered Accountants
(Firm Registration No. 107783 W)

Gyandeo Chaturvedi
Partner
Membership No. 46806

Place : Mumbai
Date : 10.05.2018

PATHAK H.D. & ASSOCIATES MUMBAI CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors

Ashok Jain
Director
(DIN 00025125)

P. K. Kheruka
Chairman
(DIN 00016909)

Vivek Singh
Chief Financial Officer

Raghav Sharma
Company Secretary
(Membership No. ACS41472)

BOROSIL LIMITED (FORMERLY KNOWN AS HOEPWELL TABLEWARE LIMITED)

UNAUDITED (PROVISIONAL) BALANCE SHEET AS AT 31ST DECEMBER 2018

(Rs. in lacs)

Particulars	Note No.	As at 31st December, 2018		As at 31st March, 2018	
I. ASSETS					
1 Non-current Assets					
(a) Property, Plant and Equipment	2	8,979.11		8,905.36	
(b) Capital work-in-progress	2	725.20		985.64	
(c) Other Intangible assets	3	10.15		15.94	
(d) Intangible Assets under development	3	-		-	
(e) Financial Assets					
(i) Others	4	273.18		273.18	
(f) Deferred tax assets (net)		865.68		802.53	
(g) Non Current Tax Assets (net)		3.81		7.48	
(h) Other non-current assets	5	530.30	**11,387.43**	257.01	**11,247.14**
2 Current Assets					
(a) Inventories	6	3,677.66		2,261.69	
(b) Financial Assets					
(i) Trade Receivable	7	2,933.20		1,711.67	
(ii) Cash and cash equivalents	8	14.24		16.02	
(iii) Bank Balances other than (ii) above	9	33.18		47.20	
(iv) Others	10	81.60		67.31	
(c) Current Tax Assets (net)		1.83		1.80	
(d) Other current assets	11	299.95	**7,041.66**	809.65	**4,915.34**
TOTAL ASSETS			**18,429.09**		**16,162.48**
II. EQUITY AND LIABILITIES					
EQUITY					
(a) Equity Share Capital	12	2,575.00		2,575.00	
(b) Other Equity	13	(1,564.43)	**1,010.57**	(1,359.98)	**1,215.02**
LIABILITIES					
1 Non-current Liabilities					
(a) Financial Liabilities					
(i) Borrowings	14	9,125.26		7,897.01	
(b) Provisions	15	65.83	**9,191.09**	54.16	**7,951.17**
2 Current Liabilities					
(a) Financial Liabilities					
(i) Borrowings	16	2,854.11		2,770.06	
(ii) Trade Payable	17	806.54		1,077.15	
(iii) Other Financial Liabilities	18	4,410.44		2,992.13	
(b) Other current liabilities	19	111.95		113.95	
(c) Provisions	20	44.39	**8,227.43**	43.00	**6,996.29**
TOTAL EQUITY AND LIABILITIES			**18,429.09**		**16,162.48**
Notes to the unaudited (provisional) financial statements	1 to 28				

For and on behalf of the Board of Directors

Borosil Limited Mumbai

Rituraj Sharma
Director
(DIN 07426469)

Shreevar Kheruka
Director
(DIN 01802416)

Place : Mumbai
Date : 11.03.2019

BOROSIL LIMITED (FORMERLY KNOWN AS HOEPWELL TABLEWARE LIMITED)

UNAUDITED (PROVISIONAL) STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST DECEMBER, 2018

(Rs. in lacs)

Particulars	Note	For the Period Ended 31st December, 2018	For the Year Ended 31st March, 2018
I. Revenue from Operations	21	11,998.45	10,211.08
Other Income	22	32.77	55.29
Total Income		**12,031.22**	**10,266.37**
II. Expenses:			
Cost of Material Consumed		1,949.23	1,814.16
Changes in Inventories of Work-in-Progress and Finished goods	23	(609.32)	387.61
Excise duty expenses		-	1.62
Employee Benefits Expense	24	2,217.80	1,880.91
Finance Costs	25	960.68	667.85
Depreciation and Amortization Expense	26	1,324.08	837.53
Other Expenses	27	6,393.33	5,445.03
Total Expenses		**12,235.80**	**11,034.71**
III. Loss Before Tax (I - II)		**(204.58)**	**(768.34)**
IV. Tax Expense:			
Deferred tax expenses / (credit)		(46.76)	(90.83)
V. Loss For The Year (III-IV)		**(157.82)**	**(677.51)**
			-
VI. Other Comprehensive Income			
i) Items that will not be reclassified to profit or loss:			
Re-measurement gains / (losses) on defined benefit plans		(3.54)	(7.07)
Income tax effect on above		0.92	2.16
Total Other Comprehensive Income		**(2.62)**	**(4.91)**
VII. Total Comprehensive Income for the year (V + VI)		**(160.44)**	**(682.42)**
VIII. Earnings per Equity Share of Re.1 each (Basic and Diluted)	28	(0.06)	(2.63)
Notes to the unaudited (provisional) financial statements	1 to 28		

For and on behalf of the Board of Directors

Borosil Limited Mumbai

Rituraj Sharma
Director
(DIN 07426469)

Shreevar Kheruka
Director
(DIN 01802416)

Place : Mumbai
Date : 11.03.2019

BOROSIL LIMITED (FORMERLY KNOWN AS HOPEWELL TABLEWARE LIMITED)

UNAUDITED (PROVISIONAL) STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST DECEMBER, 2018

A. Equity Share Capital (Rs. in Lacs)

Particulars	As at 1st April, 2017	Changes during 2017-18	As at 31st March, 2018	Changes during 2018-19	As at 31st December, 2018
Equity Share Capital	2,575.00	-	2,575.00	-	2,575.00

B. Other Equity (Rs. in Lacs)

Particulars	6% Optionally Convertible Non-Cumulative Redeemable Preference Shares	Reserves and Surplus	Items of Other Comprehensive Income	Total Other Equity
		Retained Earnings	Remeasurements of defined benefit plans	
Balance as at 1st April, 2017	**2,800.00**	**(3,468.48)**	**(9.08)**	**(677.56)**
Total Comprehensive Income for the year	-	(677.51)	(4.91)	(682.42)
Balance as at 31st March, 2018	**2,800.00**	**(4,145.99)**	**(13.99)**	**(1,359.98)**
Total Comprehensive Income for the Period	-	**(157.82)**	**(2.62)**	(160.44)
Transitional impact of Ind AS 115	-	**(44.01)**	-	(44.01)
Balance as at 31st December, 2018	**2,800.00**	**(4,347.82)**	**(16.61)**	**(1,564.43)**

For and on behalf of the Board of Directors

Rituraj Sharma
Director
(DIN 07426469)

Shreevar Kheruka
Director
(DIN 01802416)

Place : Mumbai
Date : 11.03.2019

Note 1 SIGNIFICANT ACCOUNTING POLICIES

1.1 Property, Plant and Equipment

The carrying value (Gross Block less accumulated depreciation and amortisation) as on 1st April, 2015 of the Property, plant and equipment was considered as a deemed cost on the date of transition i.e on 01.04.2015.

Property, plant and equipment are carried at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price, borrowing cost and any cost directly attributable to the bringing the assets to its working condition for its intended use.

Depreciation on the property, plant and equipment is provided using straight line method over the useful life of assets as specified in schedule II to the Companies Act, 2013 except following property, plant and equipment.

Particulars	Useful life considered for depreciation
Furnace :-	3 Years
Moulds :-	3 Years

Depreciation on property, plant and equipment which are added / disposed off during the year, is provided on pro-rata basis with reference to the date of addition / deletion. Freehold land is not depreciated.

The assets' residual values, useful lives and method of depreciation are reviewed at each financial year end and are adjusted prospectively, if appropriate.

Capital work-in-progress includes cost of property, plant and equipment under installation / under development as at the balance sheet date.

Property, plant and equipment are eliminated from financial statement, either on disposal or when retired from active use. Profits / losses arising in the case of retirement / disposal of property, plant and equipment are recognised in the statement of profit and loss in the year of occurrence.

Leasehold lands are amortised over the period of lease. Buildings constructed on leasehold land are depreciated based on the useful life specified in schedule II to the Companies Act, 2013, where the lease period of land is beyond the life of the building. In other cases, buildings constructed on leasehold lands are amortised over the primary lease period of the lands.

1.2 Intangible Assets

The carrying value (Gross Block less accumulated amortisation) as on 1st April, 2015 of the Other Intangible assets is considered as a deemed cost on the date of transition i.e on 01.04.2015.

Intangible assets are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the intangible assets.

Identifiable intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured.

Computer softwares are capitalised at the amounts paid to acquire the respective license for use and are amortised over the period of useful lives or period of three years, whichever is less. The assets' useful lives are reviewed at each financial year end.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

1.3 Leases

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date at fair value of the leased property or, if lower, at the present value of the minimum lease payments. The corresponding liability is included in the balance sheet as a finance lease liability. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the statement of profit and loss.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Assets acquired on leases where a significant portion of the risks and rewards of ownership are retained by lessor are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

1.4 Inventories

Inventories are valued at the lower of cost and net realizable value except scrap (cullet), which is valued at raw material cost. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale. The cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their respective present location and condition. Cost of raw materials, stores and spares and packing materials are computed on the weighted average basis. Cost of work in progress and finished goods is determined on absorption costing method.

1.5 Cash and cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

1.6 Impairment of non-financial assets - property, plant and equipment and intangible assets:

The Company assesses at each reporting date as to whether there is any indication that any property, plant and equipment and intangible assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

1.7 Discontinued operation and non-current assets (or disposal groups) held for sale:

Discontinued operation

A discontinued operation is a component of the Company that has been disposed off or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose off such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit or loss.

Held for Sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when a sale is highly probable from the date of classification, management are committed to the sale and the asset is available for immediate sale in its present condition. Non-current assets are classified as held for sale from the date these conditions are met and are measured at the lower of carrying amount and fair value less cost to sell. Any resulting impairment loss is recognised in the statement of profit and loss as a separate line item. On classification as held for sale, the assets are no longer depreciated. Assets and liabilities classified as held for sale are presented separately as current items in the Balance Sheet.

1.8 Financial instruments – initial recognition, subsequent measurement and impairment

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

I) Financial assets -Initial recognition and measurement

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

Financial assets - Subsequent measurement

For the purpose of subsequent measurement, financial assets are classified in two broad categories:-
a) Financial assets at fair value
b) Financial assets at amortised cost
Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e fair value through profit or loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

A financial asset that meets the following two conditions is measured **at amortised cost** (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.
a) Business model test: The objective of the Company's business model is to hold the financial asset to collect the contractual cash flow.
b) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at **fair value through other comprehensive income** unless the asset is designated at fair value through profit or loss under the fair value option.

a) Business model test: The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial assets.
b) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

All other financial asset is measured at fair value through profit or loss.

Financial assets - Derecognition

A financial assets (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed form the Company's statement of financial position) when:
a) The rights to receive cash flows from the asset have expired, or
b) The Company has transferred its rights to receive cash flow from the asset.

Impairment of financial assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).
Expected credit losses are measured through a loss allowance at an amount equal to:
a) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or
b) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument)
For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.
For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

II) Financial liabilities - Initial recognition and measurement

The financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities - Subsequent measurement:

Financial liabilities are subsequently carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Financial Liabilities - Financial guarantee contracts:

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined and the amount recognised less cumulative amortisation.

Financial Liabilities - Derecognition

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined and the amount recognised less cumulative amortisation.

1.9 Provisions, Contingent Liabilities, Contingent Assets and Commitments:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each balance sheet date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

1.10 Dividend Distribution

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution is recognised directly in other equity.

1.11 Revenue recognition and other income

Sale of goods

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer as per the terms of the contracts, usually on delivery of the goods, and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. It also includes excise duty, if applicable, and excludes value added tax / sales tax / Goods and Service Tax. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Sale of Services

Revenue from sale of services is recognised as per the terms of the contract with customer based on stage of completion when the outcome of the transactions involving rendering of services can be estimated reliably. Percentage of completion method requires the Company to estimate the services performed to date as a proportion of the total services to be performed.

Other Operating Income

Incentives on exports and other Government incentives related to operations are recognised in the statement of profit and loss after due consideration of certainty of utilization/receipt of such incentives.

Interest Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend Income

Dividend Income is recognised when the right to receive the payment is established.

Rental income

Rental income arising from operating leases on is accounted for on a straight-line basis over the lease terms and is included as other income in the statement of profit or loss.

1.12 Foreign currency reinstatement and translation

Transactions in foreign currencies are initially recorded by the Company at rates prevailing at the date of the transaction. Subsequently monetary items are translated at closing exchange rates as on balance sheet date and the resulting exchange difference recognised in statement of profit and loss. Differences arising on settlement of monetary items are also recognised in statement of profit and loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the transaction. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the fair value was determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

Foreign exchange differences regarded as an adjustment to borrowing costs are presented in the statement of profit and loss, within finance costs. All other finance gains / losses are presented in the statement of profit and loss on a net basis.

1.13 Employee Benefits

Short term employee benefits are recognized as an expense in the statement of Profit and Loss of the year in which the related services are rendered.

Leave encashment being a defined benefit plan is accounted for using the projected unit credit method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the year in which they arise. Other costs are accounted in statement of profit and loss.

Contribution to Provident Fund, a defined contribution plan, is made in accordance with the statute, and is recognised as an expense in the year in which employees have rendered services.

The cost of providing gratuity, a defined benefit plans, is determined using the Projected Unit Credit Method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other

1.14 Share-based payments:-

Certain employees of the company receive part of their remuneration in the form of share-based payment transactions, whereby employees render services in exchange for shares or rights over shares of holding company ('equity-settled transactions').

The cost of equity-settled transactions with employees is measured at fair value at the date at which they are granted. The fair value of share awards are determined with the assistance of an external valuer and the fair value at the grant date is expensed on a proportionate basis over the vesting period based on the Company's estimate of shares that will eventually vest. The estimate of the number of awards likely to vest is reviewed at each balance sheet date up to the vesting date at which point the estimate is adjusted to reflect the current expectations. Amounts charged by the holding company in respect of awards granted to employees of the Company are recognised as payable under current financial liabilities - other until repaid.

1.15 Taxes on Income

Income tax expense represents the sum of current tax (including MAT and income tax for earlier years) and deferred tax . Tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income, in such cases the tax is also recognised directly in equity or in other comprehensive income. Any subsequent change in direct tax on items initially recognised in equity or other comprehensive income is also recognised in equity or other comprehensive income.

Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

Where Minimum Alternative Tax (MAT) is applicable, credit of MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

1.16 Borrowing Costs

Borrowing costs specifically relating to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use are capitalized (net of income on temporarily deployment of funds) as part of the cost of such assets. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. For general borrowing used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period. All other borrowing costs are expensed in the period in which they occur.

1.17 Earnings per share

Basic earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year.

Diluted earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

1.18 Current and non-current classification

The Company presents assets and liabilities in statement of financial position based on current/non-current classification.

The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by MCA.

An asset is classified as current when it is:

a) Expected to be realised or intended to be sold or consumed in normal operating cycle,

b) Held primarily for the purpose of trading,

c) Expected to be realised within twelve months after the reporting period, or

d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when it is:

a) Expected to be settled in normal operating cycle,

b) Held primarily for the purpose of trading,

c) Due to be settled within twelve months after the reporting period, or

d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The Company has identified twelve months as its normal operating cycle.

1.19 Fair value measurement:

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a) In the principal market for the asset or liability, or

b) In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy.

1.20 Government Grant

Government grants are recognized only if there is reasonable assurance as to its receipt and that the conditions attached there to shall be complied with and are recognised and shown under the head "Other Income".

1.21 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable rights to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable rights must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or counterparty.

BOROSIL LIMITED (FORMERLY KNOWN AS HOPEWELL TABLEWARE LIMITED)
Notes to the Unaudited (Provisional) financial statement for the period ended 31st December, 2018

Note 2. Property, Plant and Equipment

(Rs. in lacs)

Particulars	Land - Freehold	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Total	Capital Work in Progress
COST								
At 1st April, 2017	**95.70**	**862.41**	**4,177.22**	**138.81**	**21.45**	**88.35**	**5,383.94**	**35.320**
Additions	-	179.73	6,073.26	128.79	34.24	27.85	6,443.87	7,394.19
Disposals / transfers	-	-	1,331.03	-	-	-	1,331.03	6,443.87
At 31st March, 2018	**95.70**	**1,042.14**	**8,919.45**	**267.60**	**55.69**	**116.20**	**10,496.78**	**985.64**
Additions	-	1.61	1,252.24	123.78		19.39	1,397.02	485.44
Disposals / transfers	-		10.53		1.35		11.88	745.89
At 31st December, 2018	**95.70**	**1,043.75**	**10,161.16**	**391.38**	**54.34**	**135.59**	**11,881.92**	**725.20**
DEPRECIATION AND AMORTIZATION								
At 1st April, 2017	**-**	**56.54**	**1,485.14**	**22.15**	**6.12**	**30.09**	**1,600.04**	
Depreciation for the year	-	29.78	735.53	32.18	4.20	22.38	824.07	
Disposals	-	-	832.69	-	-	-	832.69	
At 31st March, 2018	**-**	**86.32**	**1,387.98**	**54.33**	**10.32**	**52.47**	**1,591.42**	
Depreciation for the year	-	25.82	1,215.07	52.04	5.25	20.11	1,318.29	
Disposals	-	-	6.90	-	-	-	6.90	
At 31st December, 2018	**-**	**112.14**	**2,596.15**	**106.37**	**15.57**	**72.58**	**2,902.81**	
NET BOOK VALUE								
At 31st March, 2018	**95.70**	**955.82**	**7,531.47**	**213.27**	**45.37**	**63.73**	**8,905.36**	**985.64**
At 31st December, 2018	**95.70**	**931.61**	**7,565.00**	**285.01**	**38.77**	**63.01**	**8,979.11**	**725.20**

BOROSIL LIMITED (FORMERLY KNOWN AS HOPEWELL TABLEWARE LIMITED)
Notes to the Unaudited (Provisional) financial statement for the period ended 31st December, 2018

Note 3. Other Intangible assets

(Rs. in lacs)

Particulars	Other Intangible assets	Intangible assets under development
Cost:		
As at 1st April, 2017	**46.10**	**4.75**
Additions	14.85	-
Disposals / transfers	37.22	4.75
As at 31st March, 2018	**23.73**	**-**
Additions	-	
Disposals / transfers	-	
As at 31st December, 2018	**23.73**	**-**
Accumulated Depreciation:		
As at 1st April, 2017	**24.51**	
Amortisation during the year	13.46	
As at 31st March, 2018	**7.79**	
Amortisation during the year	5.79	
Disposals		
As at 31st December, 2018	**13.58**	
Net Book Value:		
As at 31st March, 2018	**15.94**	**-**
As at 31st December, 2018	**10.15**	**-**

3.1 Other intangible assets represents software other than self generated.

BOROSIL LIMITED (FORMERLY KNOWN AS HOPEWELL TABLEWARE LIMITED)
Notes to the Unaudited (Provisional) financial statement for the period ended 31st December, 2018

Note 4 - Non-current financial assets - Others

(Rs. in lacs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Unsecured, Considered Good, unless otherwise stated :		
Fixed deposits pledged with banks having maturity more than 12 months	97.77	97.77
Security Deposits	175.41	175.41
Total	**273.18**	**273.18**

Note 5 - Other Non-current assets

(Rs. in lacs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Unsecured, Considered Good, unless otherwise stated :		
(Unsecured, Considered Good) :		
Capital Advances	530.30	257.01
Total	**530.30**	**257.01**

Note 6 - Inventories

(Rs. in lacs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Raw Materials	253.39	171.17
Work-in-Progress	1,046.93	690.70
Finished Goods	1,808.14	943.85
Stores, Spares and Consumables	321.64	139.16
Packing Materials	241.70	209.33
Scrap(Cullet)	5.86	107.48
Total	**3,677.66**	**2,261.69**

Note 7 - Current Financial Assets - Trade Receivable

(Rs. in lacs)

Particulars		As at 31st December, 2018		As at 31st March, 2018
Unsecured :				
Considered Good	2,933.20		1,711.67	
Considered Doubtful	88.28		116.90	
	3,021.48		1,828.57	
Less : Provision for Doubtful Debts	88.28	2,933.20	116.90	1,711.67
Total		**2,933.20**		**1,711.67**

Note 8 - Current Financial Assets - Cash and cash equivalents

(Rs. in lacs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Cash and Cash Equivalents		
Balances with Banks in current accounts	8.39	13.96
Cash on Hand	5.85	2.06
Total	**14.24**	**16.02**

Note 9 - Bank balances Other than Cash and cash Equivalents

(Rs. in lacs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Earmarked Balances with banks :		
Fixed deposit pledged with the Banks having maturity upto 12 months	33.18	47.20
	33.18	**47.20**

Note 10 - Current financial assets - Others

(Rs. in lacs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Unsecured, Considered Good, unless otherwise stated:		
Interest Receivables	62.11	53.28
Security Deposits	19.49	14.03
	81.60	**67.31**

Note 11 - Other Current Assets

(Rs. in lacs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Unsecured, Considered Good, unless otherwise stated:		
Export Incentives Receivable	24.76	15.99
Advances against supplies	150.10	131.14
Balance with Excise / Goods and Service Tax Authorities	2.29	485.55
Amount paid under protest	23.53	23.53
Others	99.27	153.44
Total	**299.95**	**809.65**

11.1 Others includes mainly Sales tax incentive receivable, prepaid expenses etc.

BOROSIL LIMITED (FORMERLY KNOWN AS HOPEWELL TABLEWARE LIMITED)
Notes to the Unaudited (Provisional) financial statement for the period ended 31st December, 2018

Note 12 - Equity Share Capital

(Rs. In lacs)

Particulars	As at 31st Dec., 2018	As at 31st March, 2018
Authorised		
27,00,00,000 (As at 31st March, 2018 :- 2,70,00,000) Equity Shares of Rs. 1/- each	2,700.00	2,700.00
2,80,00,000 (As at 31st March, 2018 :- 2,80,00,000) 6% Optionally Convertible Non-Cumulative Redeemable Preference Shares of Rs. 10/- each	2,800.00	2,800.00
Issued, Subscribed & Fully Paid up		
25,75,00,000 ((As at 31st March, 2018 :- 2,57,50,000) Equity Shares of Rs. 1/- each fully paid up	2,575.00	2,575.00
Total	**2,575.00**	**2,575.00**

BOROSIL LIMITED (FORMERLY KNOWN AS HOPEWELL TABLEWARE LIMITED)
Notes to the Unaudited (Provisional) financial statement for the period ended 31st December, 2018

Note 13 - Other Equity

(Rs. in lacs)

Particulars		As at 31st December, 2018		As at 31st March, 2018
6% Optionally Convertible Non-Cumulative Redeemable Preference Shares				
As per Last Balance Sheet		2,800.00		2,800.00
Retained Earnings				
As per Last Balance Sheet	(4,145.99)		(3,468.48)	
Add: Profit (loss) for the year / period	(157.82)		(677.51)	
Add: Transitional impact of Ind AS 115	(44.01)	(4,347.82)	-	(4,145.99)
Other Comprehensive Income (OCI)				
As per Last Balance Sheet	(13.99)		(9.08)	
Add: Movements in OCI (net) during the year / Period	-2.62	(16.61)	(4.91)	(13.99)
Total		**(1,564.43)**		**(1,359.98)**

Note 14 - Non-current financial liabilities - Borrowings

(Rs. in lacs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Secured Loan		
Term Loans From a Bank	244.76	704.01
Unsecured Loan		
Loan from related party	8,880.50	7,193.00
Total	**9,125.26**	**7,897.01**

Note 15 - Non-current Provisions

(Rs. in lacs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Provisions for Employee Benefits		
Gratuity (Unfunded)	65.83	54.16
Total	**65.83**	**54.16**

Note 16 - Current financial liabilities - Borrowings

(Rs. in lacs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Secured Loan		
Woking Capital Loan From a Bank	1,854.11	1,770.06
Unsecured Loan		
Loan from Related Party	1,000.00	1,000.00
Total	**2,854.11**	**2,770.06**

Note 17 - Current financial liabilities - Trade Payables

(Rs. in lacs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Micro, Small and Medium Enterprises	-	-
Others	806.54	1,077.15
Total	**806.54**	**1,077.15**

Note 18 - Current financial liabilities - Others

(Rs. in lacs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Current maturity of long term borrowings - Term Loan	646.80	751.40
Current maturity of long term borrowings - Vehicle Loan	-	1.41
Current maturity of long term borrowings - loan from related party	2,085.00	990.00
Interest accrued but not due on borrowing	131.32	94.29
Dealer Deposits	79.31	58.81
Creditors for Capital Expenditure	63.41	316.57
Other Payables	1,404.60	779.65
	4,410.44	**2,992.13**

18.1 Other Payables includes mainly outstanding liabilities for expenses, discount, rebates etc.

Note 19 - Other Current Liabilities

(Rs. in lacs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Advance from other Customers	29.30	61.50
Statutory liabilities	82.65	48.40
Other Payables	-	4.05
Total	**111.95**	**113.95**

Note 20 - Current Provisions

(Rs. in lacs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Provisions for Employee Benefits		
Gratuity (Unfunded)	3.58	3.58
Leave Encashment	40.81	39.42
Total	**44.39**	**43.00**

Note 21 - Revenues from Operations

(Rs. in lacs)

Particulars	For the Period Ended 31st December, 2018	For the Year Ended 31st March, 2018
Sale of Products	11,981.10	10,195.64
Other Operating Revenue	17.35	15.44
Revenue from Operations	**11,998.45**	**10,211.08**

Note 22 - Other Income

(Rs. in lacs)

Particulars	For the Period Ended 31st December, 2018	For the Year Ended 31st March, 2018
Interest Income from financial assets measured at amortised cost		
- Fixed Deposits with banks	16.20	31.57
Gain on foreign currency transactions (Net)	8.62	-
Profit on sale of property, plant and equipment	6.37	
Sundry Credit Balance Written Back (Net)	0.87	19.35
Miscellaneous Income	0.71	4.37
Total	**32.77**	**55.29**

Note 23 - Changes in Inventories of Work-in-Progress and Finished Goods

(Rs. in lacs)

Particulars	For the Period Ended 31st December, 2018	For the Year Ended 31st March, 2018
At the end of the Year		
Work-in-Progress	1,046.93	690.70
Finished goods	1,808.14	943.85
	2,855.07	**1,634.55**
At the beginning of the Year		
Work-in-Progress	690.70	876.80
Finished goods	943.85	1,145.36
	1,634.55	**2,022.16**
Total	**(1,220.52)**	**387.61**

Note 24 - Employee Benefits Expense

(Rs. in lacs)

Particulars	For the Period Ended 31st December, 2018	For the Year Ended 31st March, 2018
Salaries, Wages & allowances	2,014.56	1,667.21
Contribution to Provident and Other Funds	43.12	53.84
Share Based Payments	17.48	11.74
Staff Welfare Expenses	125.11	127.26
Gratuity	17.53	20.86
Total	**2,217.80**	**1,880.91**

Note 25 - Finance Cost

(Rs. in lacs)

Particulars	For the Period Ended 31st December, 2018	For the Year Ended 31st March, 2018
Interest Expenses on financial liabilities measured at amortised cost	960.68	667.85
Total	**960.68**	**667.85**

Note 26 - Depreciation and amortisation Expenses

(Rs. in lacs)

Particulars	For the Period Ended 31st December, 2018	For the Year Ended 31st March, 2018
Depreciation of tangible assets	1,318.29	824.07
Amortisation of intangible assets	5.79	13.46
Total	**1,324.08**	**837.53**

BOROSIL LIMITED (FORMERLY KNOWN AS HOPEWELL TABLEWARE LIMITED)
Notes to the Unaudited (Provisional) financial statement for the period ended 31st December, 2018

Note 27 - Other Expenses

(Rs. in lacs)

Particulars		For the Period Ended 31st December, 2018		For the Year Ended 31st March, 2018
Manufacturing Expenses				
Consumption of Stores and Spares		267.39		152.37
Power & Fuel		2,148.98		1,719.47
Packing Materials Consumed		1,795.44		1,193.80
Repairs to Machinery		2.55		2.70
Selling and Distribution Expenses				
Sales Promotion and Advertisement Expenses		736.70		554.12
Cash Discount and Commission		111.01		97.60
Freight Outward / Octroi		752.97		559.46
Administrative and General Expenses				
Rent		151.62		137.01
Rates and Taxes		4.43		11.60
Other Repairs		90.36		71.53
Insurance		25.90		22.19
Legal & Professional Fees		52.55		172.32
Travelling		113.86		121.21
Loss on foreign currency transactions (net)		-		39.70
Bad Debts	29.72		-	
Less: Provision for Doubtful Debts	-28.62	1.10	-	-
Provision for Doubtful Debts		-		40.69
Loss on sale of property, plant and equipment		-		410.92
Guarantee Commission		-		2.15
Directors Sitting Fees		3.10		5.69
Payment to Auditors		7.50		10.65
Donation		-		0.10
Miscellaneous Expenses		127.87		119.75
Total		**6,393.33**		**5,445.03**

Note 28 - Earnings Per Equity share

(Rs. in lacs)

Particulars	For the Period Ended 31st December, 2018	For the Year Ended 31st March, 2018
Net loss for the year / period attributable to Equity Shareholders for Basic EPS and Diluted EPS (Rs. In Lacs)	(157.82)	(677.51)
Weighted Average Number of Equity Shares Outstanding During the Year for Basic EPS and Diluted EPS (in Nos.)	2575,00,000	257,50,000
Basic Earning per share of Re. 1 each (in Rs.)	(0.06)	(2.63)
Face Value per Equity Share (in Rs.)	1.00	1.00

For and on behalf of the Board of Directors

Rituraj Sharma
Director
(DIN 07426469)

Shreevar Kheruka
Director
(DIN 01802416)

Place : Mumbai
Date : 11.03.2019

Independent Auditor’s Report

To the Members of

Gujarat Borosil Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **GUJARAT BOROSIL LIMITED** (“the Company”), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss (including Other Comprehensive Income), the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “financial statements”).

Management’s Responsibility for the Financial Statements

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these financial statements that give a true and fair view of state of affairs (financial position), profit (financial performance) including other comprehensive income, cash flows and statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with relevant rules thereunder.

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

Auditor’s Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the rules made thereunder.

We conducted our audit of the financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company’s preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company’s Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2018, and its profit including other comprehensive income, its cash flows and the statement of changes in equity for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   c) The Balance Sheet, the Statement of Profit and Loss including other comprehensive income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   d) In our opinion, the aforesaid financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act read with relevant rules thereunder;

   e) On the basis of the written representations received from the directors as on 31st March, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act;

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure A"**;

   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      (a) The Company has disclosed the impact of pending litigations on its financial position in its financial statement as referred to in Note no. 37, 40 and 41 to the financial statements.

      (b) The Company does not have long term contracts including derivative contracts for which there were any material foreseeable losses.

      (c) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;

2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India, in terms of sub-section (11) of Section 143 of the Act, we give in **"Annexure B"** hereto, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For Chaturvedi & Shah
Chartered Accountants
Firm Registration No: 101720W

R. Koria
Partner
Membership No. 35629

Place: Mumbai
Date:10th May, 2018

“ANNEXURE A” TO INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 (f) under ‘Report on Other Legal and Regulatory Requirements’ of our report of even date to the members of Gujarat Borosil Limited on the financial statements for the year ended 31st March, 2018)

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

We have audited the internal financial controls over financial reporting of **Gujarat Borosil Limited** (“the Company”) as of 31st March, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditor’s Responsibility

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

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls over Financial Reporting

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

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March, 2018 based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

For Chaturvedi & Shah
Chartered Accountants
Firm Registration No: 101720W

R. Koria
Partner
Membership No. 35629

Place: Mumbai
Date:10th May, 2018

"ANNEXURE B" TO INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Gujarat Borosil Limited on the financial statements for the year ended 31st March, 2018)

i. In respect of its fixed assets:

a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets on the basis of available information.

b. As explained to us, the Company has physically verified assets, in accordance with a phased program of verification, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification as compared with the available records.

c. According to the information and explanations given to us and records examined by us and based on the examination of the deed provided to us, we report that, the title deeds of immovable properties are held in the name of the Company.

ii. In respect of its inventories:

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

iii. The Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnership or other parties covered in register maintained under section 189 of the Act. Therefore, the provisions of the clause (iii) of paragraph 3 of the Order are not applicable to the Company.

iv. The Company has not given any loan, made investments and provided guarantees and securities during the year. Therefore, the provisions of the clause (iv) of paragraph 3 of the Order are not applicable to the Company.

v. According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of clause (v) of paragraph 3 of the Order are not applicable to the Company.

vi. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) (d) of the act, as applicable and are of the opinion that, prima facie, the prescribed accounts and records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

vii. According to the information and explanations given to us, in respect of statutory dues:

a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Income tax, Sales tax, Service tax, Customs Duty, Excise Duty, Value Added Tax, Cess, Goods and Service Tax and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of such statutory dues were outstanding as at 31st March, 2018 for a period of more than six months from the date they became payable.

b) Details of dues of Duty of Income Tax, Service Tax and Sales Tax aggregating to Rs. **908.11 Lacs** that have not been deposited on account of disputed matters pending before appropriate authorities are as under:

Name of the Statutes	Nature of the Dues	Period to which it relates	Amounts (Rs. in Lacs) (*)	Forum where the dispute is pending
Income Tax Act, 1961	Income Tax	Assessment Year(A.Y) 2012-13 to 2015-16	52.58	CIT (A) Vadodara
		A.Y. 2010-12	195.74	ITAT, Ahmedabad
		A.Y. 2003-04	83.88	Gujarat High Court
Gujarat Sales Tax Act, 1969	Sales Tax	2000-01, 2002-03 and 2004-05	550.84	Joint Commissioner of Commercial Tax, Vadodara
		2013-14	14.95	Joint Commissioner of Commercial Tax Appeals, Vadodara
Service Tax under Finance Act, 1994	Service Tax	April 2011 to October 2015	10.12	CESTAT, Ahmedabad
		Total	**908.11**	

* Net of amount paid under protest

viii. Based on our audit procedures and according to the information and explanations given by the management, we are of the opinion that as on 31st March, 2018 the Company has not defaulted in repayment of dues to banks. The Company does not have any borrowings from financial institutions, government and debenture holders.

ix. According to the information and explanations given to us, during the year the Company has not raised any money by way of initial public offer, further public offer (including debt instruments) and no new term loans raised during the year. Therefore, provisions of clause (ix) of paragraph 3 of the Order are not applicable to the Company.

x. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and on the basis of information and explanations given by the management, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

xi. In our opinion and according to the information and explanations given to us, the Company has paid or provided managerial remuneration in accordance with the requisite approvals mandated by the provision of section 197 read with Schedule V to the Act.

xii. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order are not applicable to the Company.

xiii. According to the information and explanations given to us, Company's transactions with the related parties are in compliance with section 177 and 188 of the Act, as applicable and details of such transactions have been disclosed in the financial statements as required by the applicable Indian accounting standards.

xiv. According to the information and explanations given to us and based on our examination of the records of the Company, during the year, the Company has not raised any money by preferential allotment or private placement of share or debentures. Therefore, the provisions of clause (xiv) of paragraph 3 of the Order are not applicable to the Company.

xv. According to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with directors or persons connected with him, therefore, the provisions of clause (xv) of paragraph 3 of the Order are not applicable to the Company.

xvi. In our opinion and according to the information and explanations provided to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For Chaturvedi & Shah
Chartered Accountants
Firm Registration No: 101720W

R. Koria
Partner
Membership No. 35629

Place: Mumbai
Date:10th May, 2018

BALANCE SHEET AS AT 31ST MARCH, 2018

(Rs. in Lacs)

Particulars	Note No.	As at 31st March, 2018	As at 31st March, 2017
I. ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment	5	12,582.90	9,430.59
(b) Capital Work-in-Progress	5	125.29	3,700.05
(c) Intangible Assets	6	50.29	19.35
(d) Intangible Assets under Development	6	-	16.62
(e) Financial Assets			
(i) Investments	7	-	0.90
(ii) Others	8	115.54	105.01
(f) Non-Current Tax Assets (Net)		0.23	-
(g) Other Non-Current Assets	9	1,440.50	1,880.37
		14,314.75	**15,152.89**
2 Current Assets			
(a) Inventories	10	2,327.84	2,820.48
(b) Financial Assets			
(i) Investments	11	3,053.89	-
(ii) Trade Receivables	12	2,445.22	2,676.12
(iii) Cash and Cash Equivalents	13	52.38	47.69
(iv) Bank Balances other than (iii) above	14	112.56	174.04
(v) Loans	15	7.25	7.69
(vi) Others	16	18.85	609.74
(c) Current Tax Assets (Net)		49.09	-
(d) Other Current Assets	17	351.40	540.56
		8,418.48	**6,876.32**
(e) Assets Held for Sale		-	24.49
TOTAL ASSETS		**22,733.23**	**22,053.70**
II. EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	18	3,410.38	3,410.38
(b) Other Equity	19	3,480.76	2,784.59
		6,891.14	**6,194.97**
LIABILITIES			
1 Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	-	9,364.71
(b) Provisions	21	91.11	60.95
(c) Deferred Tax Liabilities (Net)	22	1,847.74	1,900.59
		1,938.85	**11,326.25**
2 Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	23	995.47	1,401.01
(ii) Trade Payables	24	1,101.48	990.98
(iii) Other Financial Liabilities	25	11,365.14	1,700.71
(b) Other Current Liabilities	26	422.35	171.76
(c) Provisions	27	18.80	61.81
(d) Current Tax Liabilities (Net)		-	206.21
		13,903.24	**4,532.48**
TOTAL EQUITY AND LIABILITIES		**22,733.23**	**22,053.70**
Significant accounting policies and notes to the financial statements	1 to 50		

As per our report of even date
For CHATURVEDI & SHAH
Chartered Accountants
(Firm Registration no. 101720W)

R. Koria
Partner
Membership No. 035629
Place : Mumbai
Date : 10th May, 2018

For and on behalf of the Board of Directors

Sunil Kumar Roongta
Chief Financial Officer

B. L. Kheruka
Chairman
DIN-00016861

Kishor Talreja
Company Secretary
Membership No. F7064

Ramaswami Velayudhan Pillai
Whole-time Director
DIN-00011204

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2018

(Rs. in Lacs)

Particulars	Note	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
I. Revenue From Operations	28	19,981.23	18,832.81
Other Income	29	350.49	722.75
Total Income		**20,331.72**	**19,555.56**
II. Expenses:			
Cost of Materials Consumed		4,449.74	4,925.58
Purchase of Stock-in-Trade		-	5.37
Changes in Inventories of Finished Goods and Work-in-Progress	30	784.74	(605.39)
Excise Duty Expenses		175.37	536.94
Employee Benefits Expense	31	2,374.16	2,228.41
Finance Costs	32	1,376.91	1,108.19
Depreciation and Amortization Expense	33	1,667.54	1,438.76
Other Expenses	34	8,639.77	7,678.33
Total Expenses		**19,468.23**	**17,316.19**
III. Profit Before Exceptional Items and Tax (I - II)		**863.49**	**2,239.37**
IV. Exceptional Items	35	195.37	-
V. Profit Before Tax (III - IV)		**668.12**	**2,239.37**
VI. Tax Expense:	22		
(1) Current Tax		31.29	(3.06)
(2) Deferred Tax		(55.10)	814.01
VII. Profit For The Year (V-VI)		**691.93**	**1,428.42**
VIII. Other Comprehensive Income			
A i) Items that will not be reclassified to profit or loss:			
i) Re-measurement gains / (losses) on defined benefit plans		6.49	(21.14)
ii) Income tax relating to Items that will not be reclassified to profit or loss		(2.25)	4.51
B i) Items that will be reclassified to profit or loss:		-	-
ii) Income tax relating to Items that will be reclassified to profit or loss		-	-
Total Other Comprehensive Income		**4.24**	**(16.63)**
IX. Total Comprehensive Income for the year (VII + VIII)		**696.17**	**1,411.79**
X. Earnings per Equity Share of Rs. 5 each (Basic and Diluted)	36	**1.01**	**2.09**
Significant accounting policies and notes to the financial statements	1 to 50		

As per our report of even date
For CHATURVEDI & SHAH
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STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH, 2018

A. Equity Share Capital **(Rs. in Lacs)**

Particulars	Balance as at 1st April, 2016	Changes during 2016-17	Balance as at 31st March, 2017	Changes during 2017-18	Balance as at 31st March, 2018
Equity Share Capital	3,410.38	-	3,410.38	-	3,410.38

B. Other Equity **(Rs. in Lacs)**

Particulars	Equity Component of Preference shares issued (Net of Tax)	Reserves and Surplus				Items of Other Comprehensive Income	Total Other Equity
		Capital Reserve	Securities Premium Reserve	Surplus arising on giving effect to BIFR Order	Retained Earnings	Remeasurements of defined benefit plans	
Balance as at 1st April, 2016	**2,504.31**	**32.02**	**57.71**	**1,996.41**	**(3,209.04)**	**(8.61)**	**1,372.80**
Total Comprehensive Income for the year	-	-	-	-	1,428.42	(16.63)	1,411.79
Balance as at 31st March, 2017	**2,504.31**	**32.02**	**57.71**	**1,996.41**	**(1,780.62)**	**(25.24)**	**2,784.59**
Total Comprehensive Income for the year	-	-	-	-	691.93	4.24	**696.17**
Balance as at 31st March, 2018	**2,504.31**	**32.02**	**57.71**	**1,996.41**	**(1,088.69)**	**(21.00)**	**3,480.76**

As per our report of even date

For and on behalf of the Board of Directors

For CHATURVEDI & SHAH
Chartered Accountants
(Firm Registration no. 101720W)

Sunil Kumar Roongta
Chief Financial Officer

B. L. Kheruka
Chairman
DIN-00016861

R. Koria
Partner
Membership No. 035629
Place : Mumbai
Date : 10th May, 2018

Kishor Talreja
Company Secretary
Membership No. F7064

Ramaswami Velayudhan Pillai
Whole-time Director
DIN-00011204

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2018

(Rs. in Lacs)

	PARTICULARS	For the Year ended 31st March, 2018		For the Year ended 31st March, 2017	
A.	**CASH FLOW FROM OPERATING ACTIVITIES**				
	Profit before tax as per Statement of Profit and Loss		668.12		2,239.37
	Adjusted for :				
	Depreciation and Amortisation Expense	1,667.54		1,438.76	
	Exceptional Items	195.37		-	
	Unrealised Loss / (Gain) on Foreign Currency Transactions (Net)	144.80		(66.00)	
	Gain on Sale of Current Investments (net)	(0.92)		(52.41)	
	Gain on financial instruments measured at fair value through profit or loss (net)	(53.72)		-	
	Share in Profit from LLP	(0.02)		(0.15)	
	Loss on Assets Held for Sale	-		124.00	
	Loss on sale / Discarding of Property, Plant and Equipment (Net)	11.31		2.62	
	Sundry balance written back (Net)	(7.33)		(2.44)	
	Provision for doubtful debts	10.56		13.05	
	Finance Costs	1,287.48		1,108.19	
	Interest Income	(228.49)		(24.87)	
			3,026.58		2,540.75
	Operating Profit before Working Capital Changes		**3,694.70**		**4,780.12**
	Adjusted for :				
	Trade and Other Receivables		1,584.00		(947.69)
	Inventories		492.64		(688.82)
	Trade and Other Payables		370.54		(77.95)
	Cash generated from operations		**6,141.88**		**3,065.66**
	Direct taxes paid		(599.70)		(429.46)
	Net Cash Flow from Operating Activities		**5,542.18**		**2,636.20**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**				
	Purchase of Property, Plant and Equipment		(1,549.10)		(4,006.01)
	Sale of Property, Plant and Equipment and Assets Held for Sale		77.07		6.24
	Purchase of Investments		(3,550.00)		(2,344.00)
	Sale of Investments		551.65		3,888.96
	Sale of Associate		-		1.40
	Share in Profit from LLP		0.02		0.15
	Interest Income		223.24		30.88
	Net Cash Used in Investing Activities		**(4,247.12)**		**(2,422.38)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**				
	Repayment of Non-Current Borrowings		(683.97)		(1,337.10)
	Movement in Current Borrowings (net)		(539.19)		1,400.31
	Finance cost Paid		(118.06)		(72.88)
	Margin Money (net)		50.85		(180.84)
	Net Cash Used in Financing Activities		**(1,290.37)**		**(190.51)**

STATEMENT OF CASH FLOW FOR THE YEAR ENDED 31ST MARCH, 2018

Net Increase in Cash and Cash Equivalents (A+B+C)	**4.69**	**23.31**
Opening Balance of Cash and Cash Equivalents	47.69	24.38
Closing Balance of Cash and Cash Equivalents (Refer Note No. 13.1)	**52.38**	**47.69**

Notes :

1 Bracket indicates cash outflow.

2 Previous Year figures have been regrouped and reclassified wherever necessary.

3 Changes in liabilities arising from financing activities on account of Non-Current and Current Borrowings

(Rs. in Lacs)

Particulars	31st March, 2018	31st March, 2017
Opening balance of liabilities arising from financing activities	11,449.69	10,404.76
(+) changes from financing cash flows (net)	(1,223.16)	63.21
(+) changes in fair value	1,170.59	1,040.51
(+) the effects of changes in foreign exchange rates	133.65	(58.79)
Closing balance of liabilities arising from financing activities	**11,530.77**	**11,449.69**

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

As per our report of even date
For CHATURVEDI & SHAH
Chartered Accountants
(Firm Registration no. 101720W)

R. Koria
Partner
Membership No. 035629
Place : Mumbai
Date : 10th May, 2018

For and on behalf of the Board of Directors

Sunil Kumar Roongta
Chief Financial Officer

B. L. Kheruka
Chairman
DIN-00016861

Kishor Talreja
Company Secretary
Membership No. F7064

Ramaswami Velayudhan Pillai
Whole-time Director
DIN-00011204

Notes to the Financial Statement for the year ended 31st March, 2018

Note :1 CORPORATE INFORMATION

Gujarat Borosil Limited ("the Company") is a limited Company domiciled and incorporated in India and its shares are publicly traded on the Bombay Stock Exchange (BSE), in India. The registered office of the Company is situated at Village - Govali, Taluka - Jhagadia, District - Bharuch 393001, Gujarat.

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

The financial statements of the Company for the year ended 31st March, 2018 were approved and adopted by board of directors in their meeting dated 10th May, 2018.

Note :2 BASIS OF PREPARATION

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

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

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

Note :3 SIGNIFICANT ACCOUNTING POLICIES

3.1 Property, Plant and Equipment

Property, Plant and Equipment are carried at cost, net of recoverable taxes, trade discount and rebates less accumulated depreciation and impairment losses, if any. Cost includes purchase price, borrowing cost and any cost directly attributable to the bringing the assets to its working condition for its intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost can be measured reliably. In case of Property, Plant and Equipment, the Company has availed the carrying value as deemed cost on the date of transition i.e. 1st April, 2015.

Property, Plant and Equipment not ready for the intended use on the date of Balance Sheet are disclosed as "Capital Work-in-Progress" and expenses incurred relating to it, net of income earned during the development stage, are disclosed as pre-operative expenses under "Capital Work-in-Progress".

Depreciation on the Property, Plant and Equipment is provided using straight line method over the useful life of the assets as specified in Schedule II to the Companies Act, 2013 except in respect of depreciation on rollers charged over a period of three year and following assets where the useful life is different as per technical evaluation than those prescribed in Schedule II.

Particulars	Useful life considered for depreciation
Tempering line 3 :-	10 Years

Freehold land is not depreciated.

The asset's residual values, useful lives and method of depreciation are reviewed at each financial year end and are adjusted prospectively, if appropriate.

Property, Plant and Equipment are eliminated from financial statements, either on disposal or when retired from active use. Gains / losses arising in the case of retirement/disposal of Property, Plant and Equipment are recognised in the statement of profit and loss in the year of occurrence.

Notes to the Financial Statement for the year ended 31st March, 2018

3.2 Intangible Assets

Intangible assets are carried at cost less accumulated amortisation and impairment losses, if any. Cost includes expenditure that is directly attributable to the acquisition of the Intangible Assets. In case of Intangible Assets the Company has availed the carrying value as deemed cost on the date of transition i.e. 1st April, 2015.

Identifiable Intangible assets are recognised when it is probable that future economic benefits attributed to the asset will flow to the Company and the cost of the asset can be reliably measured.

Computer Softwares are capitalised at the amounts paid to acquire the respective license for use and are amortised on a straight line method over the period of useful lives or period of three years, whichever is less. The assets' useful lives are reviewed at each financial year end.

Gains or losses arising from derecognition of an Intangible Asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

3.3 Leases

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Finance leases are capitalised at the commencement of the lease at the inception date at fair value of the leased property or, if lower, at the present value of the minimum lease payments. The corresponding liability is included in the Balance Sheet as a finance lease liability. Lease payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised as finance costs in the statement of profit and loss.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Assets acquired on leases where a significant portion of the risks and rewards of ownership are retained by lessor are classified as operating leases. Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term except where another systematic basis is more representative of time pattern in which economic benefits from the leased assets are consumed.

3.4 Inventories

Inventories are valued at the lower of cost and net realizable value. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale. The cost of inventories comprises of cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their respective present location and condition. The cost of raw materials, stores, spares & consumables and packing materials are computed on the weighted average basis. Scrap (cullet) are valued at raw materials cost. Cost of work in progress and finished goods is determined on absorption costing method.

3.5 Cash and Cash Equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at banks, cash on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

Notes to the Financial Statement for the year ended 31st March, 2018

3.6 Impairment of Non-Financial Assets - Property, Plant and Equipment and Intangible Assets:

The Company assesses at each reporting date as to whether there is any indication that any Property, Plant and Equipment and Intangible Assets or group of assets, called cash generating units (CGU) may be impaired. If any such indication exists the recoverable amount of an asset or CGU is estimated to determine the extent of impairment, if any. When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the CGU to which the asset belongs.

An impairment loss is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use. Value in use is based on the estimated future cash flows, discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specific to the assets.

The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

3.7 Discontinued operation and Non-Current Assets (or disposal groups) Held for Sale

Discontinued operation

A discontinued operation is a component of the Company that has been disposed of or is classified as held for sale and that represents a separate major line of business or geographical area of operations, is part of a single co-ordinated plan to dispose of such a line of business or area of operations, or is a subsidiary acquired exclusively with a view to resale. The results of discontinued operations are presented separately in the statement of profit and loss.

Held for Sale

Non-Current Assets are classified as Held for Sale if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. This condition is regarded as met only when a sale is highly probable from the date of classification, management are committed to the sale and the asset is available for immediate sale in its present condition. Non-Current Assets are classified as Held for Sale from the date these conditions are met and are measured at the lower of carrying amount and fair value less cost to sell. Any resulting impairment loss is recognised in the statement of profit and loss as a separate line item. On classification as Held for Sale, the assets are no longer depreciated. Assets and liabilities classified as Held for Sale are presented separately as current items in the Balance Sheet.

3.8 Financial instruments –

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

I) Financial Assets -Initial recognition and measurement

All financial assets are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition of financial assets, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition. Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortised cost.

Financial assets - Subsequent measurement

For the purpose of subsequent measurement financial assets are classified in two broad categories:-

a) Financial assets at fair value

b) Financial assets at amortised cost

Where assets are measured at fair value, gains and losses are either recognised entirely in the statement of profit and loss (i.e. fair value through profit and loss), or recognised in other comprehensive income (i.e. fair value through other comprehensive income).

Notes to the Financial Statement for the year ended 31st March, 2018

A financial asset that meets the following two conditions is **measured at amortised cost** (net of any write down for impairment) unless the asset is designated at fair value through profit or loss under the fair value option.

a) **Business model test:** The objective of the Company's business model is to hold the financial asset to collect the contractual cash flow.

b) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at **fair value through other comprehensive income** unless the asset is designated at fair value through profit or loss under the fair value option.

a) **Business model test:** The financial asset from is held within a business model whose objective is achieved by both collecting contractual cash flow and selling financial assets.

b) **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flow that are solely payments of principal and interest on the principal amount outstanding.

All other financial asset is measured at fair value through profit or loss.

Financial assets - Derecognition

A financial assets (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's statement of financial position) when:

a) The rights to receive cash flows from the asset have expired, or

b) The Company has transferred its rights to receive cash flow from the asset.

Impairment of Financial Assets

In accordance with Ind AS 109, the Company uses 'Expected Credit Loss' (ECL) model, for evaluating impairment of financial assets other than those measured at fair value through profit and loss (FVTPL).

Expected credit losses are measured through a loss allowance at an amount equal to:

a) The 12-months expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date); or

b) Full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument).

For trade receivables Company applies 'simplified approach' which requires expected lifetime losses to be recognised from initial recognition of the receivables. The Company uses historical default rates to determine impairment loss on the portfolio of trade receivables. At every reporting date these historical default rates are reviewed and changes in the forward looking estimates are analysed.

For other assets, the Company uses 12 month ECL to provide for impairment loss where there is no significant increase in credit risk. If there is significant increase in credit risk full lifetime ECL is used.

II) Financial Liabilities - Initial recognition and measurement:

The financial Liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial Liabilities - Subsequent measurement:

Financial Liabilities are subsequently carried at amortised cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

Notes to the Financial Statement for the year ended 31st March, 2018

Financial Liabilities - Financial guarantee contracts:

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined and the amount recognised less cumulative amortisation.

Financial liability - Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another, from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Non-Cumulative Non Convertible Redeemable Preference

Non-Cumulative Non Convertible Redeemable Preference are separated into liability and equity components based on the terms of the contract. The Non-Cumulative Non Convertible Redeemable Preference, the fair value of the liability component is determined using a market rate. This amount is classified as a financial liability measured at amortised cost (net of transaction costs) until it is extinguished on redemption.

Transaction costs are apportioned between the liability and equity components of the Non-Cumulative Non Convertible Redeemable Preference based on the allocation of proceeds to the liability and equity components when the instruments are initially recognised.

3.9 Provisions, Contingent Liabilities, Contingent assets and Commitments:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event. It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are discounted using equivalent period government securities interest rate. Unwinding of the discount is recognised in the statement of profit and loss as a finance cost. Provisions are reviewed at each Balance Sheet date and are adjusted to reflect the current best estimate.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made. Information on contingent liability is disclosed in the Notes to the Financial Statements. Contingent assets are not recognised. However, when the realisation of income is virtually certain, then the related asset is no longer a contingent asset, but it is recognised as an asset.

3.10 Dividend Distribution:

Annual dividend distribution to the shareholders is recognised as a liability in the period in which the dividends are approved by the shareholders. Any interim dividend paid is recognised on approval by Board of Directors. Dividend payable and corresponding tax on dividend distribution is recognised directly in other equity.

3.11 Revenue recognition and other income:

Sale of goods:

Revenue from the sale of goods is recognised when the significant risks and rewards of ownership of the goods have passed to the buyer as per the terms of the contracts, usually on delivery of the goods, and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods. It also includes excise duty, if applicable, and excludes value added tax / sales tax and Goods and Service Tax. Revenue from the sale of goods is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates.

Sale of Services:

Revenue from sale of services is recognised as per the terms of the contract with customer based on stage of completion when the outcome of the transactions involving rendering of services can be estimated reliably. Percentage of completion method requires the Company to estimate the services performed to date as a proportion of the total services to be performed.

Other Operating Income:

Incentives on exports and other Government incentives related to operations are recognised in the statement of profit and loss after due consideration of certainty of utilization/receipt of such incentives.

Interest Income:

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend Income:

Dividend Income is recognised when the right to receive the payment is established.

Rental income:

Rental income arising from operating leases is accounted for on a straight-line basis over the lease terms and is included as other income in the statement of profit or loss.

3.12 Foreign currency transaction and translation:

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognised in Statement of Profit and Loss except to the extent of exchange differences which are regarded as an adjustment to interest costs on foreign currency borrowings that are directly attributable to the acquisition or construction of qualifying assets, are capitalized as cost of assets.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the date of the transaction. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the exchange rates prevailing at the date when the fair value was determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

3.13 Employee Benefits

Short term employee benefits are recognized as an expense in the statement of profit and loss of the year in which the related services are rendered.

Leave encashment being a defined benefit plan is accounted for using the projected unit credit method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the year in which they arise.

Contribution to Provident Fund, a defined contribution plan, is made in accordance with the statute, and is recognised as an expense in the year in which employees have rendered services.

The cost of providing gratuity, a defined benefit plans, is determined using the projected unit credit method, on the basis of actuarial valuations carried out by third party actuaries at each Balance Sheet date. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to other comprehensive income in the period in which they arise. Other costs are accounted in statement of profit and loss.

Remeasurements of defined benefit plan in respect of post employment and other long term benefits are charged to the other comprehensive income in the year in which they occur. Remeasurements are not reclassified to statement of profit and loss in subsequent periods.

3.14 Borrowing Costs

Borrowing costs specifically relating to the acquisition or construction of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use are capitalized (net of income on temporarily deployment of funds) as part of the cost of such assets. Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. For general borrowing used for the purpose of obtaining a qualifying asset, the amount of borrowing costs eligible for capitalization is determined by applying a capitalization rate to the expenditures on that asset. The capitalization rate is the weighted average of the borrowing costs applicable to the borrowings of the Company that are outstanding during the period, other than borrowings made specifically for the purpose of obtaining a qualifying asset. The amount of borrowing costs capitalized during a period does not exceed the amount of borrowing cost incurred during that period. All other borrowing costs are expensed in the period in which they occur.

3.15 Taxes on Income

Tax expense represents the sum of current tax (including MAT and income tax for earlier years) and deferred tax. Tax is recognised in the statement of profit and loss, except to the extent that it relates to items recognised directly in equity or other comprehensive income, in such cases the tax is also recognised directly in equity or in other comprehensive income. Any subsequent change in direct tax on items initially recognised in equity or other comprehensive income is also recognised in equity or other comprehensive income.

Current tax provision is computed for Income calculated after considering allowances and exemptions under the provisions of the applicable Income Tax Laws. Current tax assets and current tax liabilities are off set, and presented as net.

Deferred tax is recognised on differences between the carrying amounts of assets and liabilities in the Balance sheet and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences, and deferred tax assets are generally recognised for all deductible temporary differences, carry forward tax losses and allowances to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, carry forward tax losses and allowances can be utilised. Deferred tax assets and liabilities are measured at the applicable tax rates. The carrying amount of deferred tax assets is reviewed at each Balance Sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available against which the temporary differences can be utilised.

Minimum Alternative Tax (MAT) is applicable to the Company. Credit of MAT is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognised as an asset, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each Balance Sheet date and writes down the carrying amount of MAT credit entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

3.16 Earnings per share

Basic earnings per share is computed using the net profit for the year attributable to the shareholders' and weighted average number of shares outstanding during the year.

Notes to the Financial Statement for the year ended 31st March, 2018

Diluted earnings per share is computed using the net profit for the year attributable to the shareholder' and weighted average number of equity and potential equity shares outstanding during the year including share options, convertible preference shares and debentures, except where the result would be anti-dilutive. Potential equity shares that are converted during the year are included in the calculation of diluted earnings per share, from the beginning of the year or date of issuance of such potential equity shares, to the date of conversion.

3.17 Current and non-current classification

The Company presents assets and liabilities in statement of financial position based on current/non-current classification.

The Company has presented non-current assets and current assets before equity, non-current liabilities and current liabilities in accordance with Schedule III, Division II of Companies Act, 2013 notified by Ministry of Corporate Affairs (MCA).

An asset is classified as current when it is:

a) Expected to be realised or intended to be sold or consumed in normal operating cycle,

b) Held primarily for the purpose of trading,

c) Expected to be realised within twelve months after the reporting period, or

d) Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is classified as current when it is:

a) Expected to be settled in normal operating cycle,

b) Held primarily for the purpose of trading,

c) Due to be settled within twelve months after the reporting period, or

d) There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Deferred tax assets and liabilities are classified as non-current assets and liabilities. The Company has identified twelve months as its operating cycle.

3.18 Fair value measurement:

The Company measures financial instruments at fair value at each Balance Sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

a) In the principal market for the asset or liability, or

b) In the absence of a principal market, in the most advantageous market for the asset or liability.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy.

Notes to the Financial Statement for the year ended 31st March, 2018

3.19 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the Balance Sheet where there is a legally enforceable rights to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable rights must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or counterparty.

Note:4 SIGNIFICANT ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. However, existing circumstances and assumptions about future developments may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

4.1 Property, Plant and Equipment and Intangible Assets:

Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values as per schedule II of the Companies Act, 2013 or are based on the Company's historical experience with similar assets and taking into account anticipated technological changes, whichever is more appropriate.

4.2 Income Tax:

The Company reviews at each Balance Sheet date the carrying amount of deferred tax assets. The factors used in estimates may differ from actual outcome which could lead to an adjustment to the amounts reported in the standalone financial statements.

4.3 Contingencies:

Management has estimated the possible outflow of resources at the end of each annual financial year, if any, in respect of contingencies/claim/litigations against the Company as it is not possible to predict the outcome of pending matters with accuracy.

4.4 Impairment of Financial Assets:

The impairment provisions for financial assets are based on assumptions about risk of default and expected cash loss. The Company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on Company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

4.5 Impairment of Non-Financial Assets:

The Company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or Cash Generating Units (CGU) fair value less costs of disposal and its value in use. It is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent to those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less cost of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used. These calculations are corroborated by valuation multiples or other available fair value indicators.

4.6 Defined benefits plans:

The Cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and attrition rate. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

4.7 Recoverability of trade receivable:

Judgements are required in assessing the recoverability of overdue trade receivables and determining whether a provision against those receivables is required. Factors considered include the credit rating of the counterparty, the amount and timing of anticipated future payments and any possible actions that can be taken to mitigate the risk of non-payment.

4.8 Provisions:

Provisions and liabilities are recognized in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash outflow can be reliably estimated. The timing of recognition and quantification of the liability require the application of judgement to existing facts and circumstances, which can be subject to change. Since the cash outflows can take place many years in the future, the carrying amounts of provisions and liabilities are reviewed regularly and adjusted to take account of changing facts and circumstances.

4.9 Fair value measurement of financial instruments:

When the fair value of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the Discounted Cash Flow (DCF) model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Notes to the Financial Statement for the year ended 31st March, 2018

Note - 5 Property, Plant and Equipment **(Rs. in Lacs)**

Particulars	Freehold-Land	Buildings	Plant and Equipment	Furniture and Fixtures	Vehicles	Office Equipment	Computer	Total	Capital-Work-in-Progress
Cost									
As at 1st April, 2016	118.13	1,598.47	9,903.53	27.70	45.65	69.97	33.58	11,797.03	229.25
Additions	-	12.77	355.86	0.84	47.79	9.24	13.91	440.41	3,700.08
Disposals / Transfer	-	-	-	-	4.39	0.32	5.50	10.21	229.28
As at 31st March, 2017	**118.13**	**1,611.24**	**10,259.39**	**28.54**	**89.05**	**78.89**	**41.99**	**12,227.23**	**3,700.05**
Additions	-	1,458.49	3,560.30	0.72	4.49	34.50	11.60	5,070.10	1,428.62
Disposals / Transfer	-	-	339.03	0.27	-	2.37	1.41	343.08	5,003.38
As at 31st March, 2018	**118.13**	**3,069.73**	**13,480.66**	**28.99**	**93.54**	**111.02**	**52.18**	**16,954.25**	**125.29**
Accumulated Depreciation									
As at 1st April, 2016	-	77.22	1,258.36	2.06	5.60	12.87	5.28	1,361.39	
Depreciation for the year	-	57.47	1,339.37	2.95	8.75	12.91	15.15	1,436.60	
Disposals	-	-	-	-	1.35	-	-	1.35	
As at 31st March, 2017	**-**	**134.69**	**2,597.73**	**5.01**	**13.00**	**25.78**	**20.43**	**2,796.64**	
Depreciation for the year	-	96.01	1,518.64	3.01	13.13	16.45	11.29	1,658.53	
Disposals	-	-	81.10	0.15	-	1.42	1.15	83.82	
As at 31st March, 2018	**-**	**230.70**	**4,035.27**	**7.87**	**26.13**	**40.81**	**30.57**	**4,371.35**	
Net Carrying Amount									
As at 31st March, 2017	**118.13**	**1,476.55**	**7,661.66**	**23.53**	**76.05**	**53.11**	**21.56**	**9,430.59**	**3,700.05**
As at 31st March, 2018	**118.13**	**2,839.03**	**9,445.39**	**21.12**	**67.41**	**70.21**	**21.61**	**12,582.90**	**125.29**

5.1 Property, Plant and Equipment includes assets pledged as security (Refer Note No. 23 and 25).

5.2 Refer Note No. 37.3 for disclosure of contractual commitments for the acquisition of Property, Plant and Equipment and Intangible Assets.

5.3 Additions to Plant and Equipment include Borrowing Cost of Rs. 56.28 Lacs (Previous year Rs. Nil).

5.4 Details of pre-operative expenditure as a part of Capital-Work-in-Progress.

(Rs. in Lacs)

Particulars	31st March 2018	31st March 2017
Power and Fuel	7.21	0.29
Employee Benefits Expense	4.41	1.94
Testing Charges	-	8.96
Travelling and Conveyance Expenses	3.06	6.49
Loading, Unloading and Freight	2.23	1.73
Legal and Professional Fees	0.39	57.20
Rates & Taxes	2.95	-
Bank Charges	2.11	9.88
Insurance	-	2.03
Finance Cost and Others Borrowing Cost	38.20	18.08
Pre-operative expenses for the year	60.56	106.61
Add :- Pre-operative expenses upto previous year	106.61	-
	167.17	106.61
Less :- Allocated during the year to Property, Plant and Equipment	167.17	-
	-	**106.61**

5.5 In accordance with the Indian Accounting Standard (Ind AS -36) on “Impairment of Assets”, the management during the year carried out an exercise of identifying the assets that may have been impaired in accordance with the said Ind AS . On the basis of review carried out by the management, there was no impairment loss on Property, Plant and Equipment during the year ended 31st March, 2018.

Notes to the Financial Statement for the year ended 31st March, 2018

Note - 6 Intangible Assets

(Rs. in Lacs)

Particulars	Computer Software*	Intangible Assets under Development
Cost		
As at 1st April, 2016	15.24	2.74
Additions	11.70	21.41
Disposals / Transfer	-	7.53
As at 31st March, 2017	26.94	16.62
Additions	39.95	22.33
Disposals / Transfer	-	38.95
As at 31st March, 2018	**66.89**	**-**
Amortisation	5.43	
As at 1st April, 2016	2.16	
Amortisation charge for the year		
As at 31st March, 2017	7.59	
Amortisation charge for the year	9.01	
As at 31st March, 2018	**16.60**	
Net Carrying Amount		
As at 31st March, 2017	19.35	16.62
As at 31st March, 2018	**50.29**	**-**

* Other than self generated

Note - 7 Non-Current Financial Assets - Investments

(Rs. in Lacs)

	Particulars	As at 31st March, 2018	As at 31st March, 2017
	Investment in Limited Liability Partnership		
	Investment in Capital -Swapan Properties LLP (Unquoted)		
	Investments carried at fair value through profit & loss	-	0.90
	Share in Profit /(Loss) - Nil (Previous Year 18%)		
	(Dissolved w.e.f. 1st January, 2018)		
	Total	**-**	**0.90**

7.1 Aggregate amount of unquoted Investments is Rs. Nil (Previous Year Rs. 90 Lacs).

Note - 8 Non-Current Financial Assets - Others

(Rs. in Lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unsecured, Considered Good :		
Margin Money Deposits-Having maturity more than 12 months	63.07	52.44
Security Deposits with Government and Others	52.47	52.57
Total	**115.54**	**105.01**

Notes to the Financial Statement for the year ended 31st March, 2018

Note - 9 Other Non-Current Assets

(Rs. in Lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unsecured, Considered Good:		
Capital Advances	460.40	634.55
MAT Credit Entitlement	921.47	608.59
Prepaid Expenses	13.32	1.17
Amount paid under protest (Refer Note No. 37.1)	45.31	636.06
Total	**1,440.50**	**1,880.37**

9.1 Presently the Company is liable to pay MAT under Section 115JB of the Income Tax Act, 1961 (the Act) and the amount paid as MAT is allowed to be carried forward for set off against the future tax liabilities computed in accordance with the provisions of the Act, other than Section 115JB, in next fifteen years. Based on the future projection of the performance, the Company will be liable to pay the income tax computed as per provisions, other than under Section 115JB, of the Act. Accordingly as advised in Guidance note on "Accounting for Credit available in respect of Minimum Alternate Tax under the Income Tax Act 1961" issued by the Institute of Chartered Accountants of India, Rs. 312.88 Lacs (Previous year Rs. 449.25 Lacs) being the excess of tax payable under Section 115JB of the Act, over tax payable as per the provisions other than Section 115JB of the Act, has been considered as MAT credit entitlement and credited to statement of profit and loss. The total MAT credit as at 31st March, 2018 is Rs. 921.47 Lacs (Previous year Rs. 608.59 Lacs).

Note - 10 Inventories

(Rs. in Lacs)

Particulars	As at 31st March, 2018		As at 31st March, 2017	
Raw Materials		937.65		892.41
Work-in-Progress		186.33		728.88
Finished Goods				
Goods-in-Transit	7.59		-	
Others	96.22	103.81	346.00	346.00
Stores, Spares and Consumables		713.81		667.98
Packing Materials		169.97		120.29
Scrap (Cullet)		216.27		64.92
Total		**2,327.84**		**2,820.48**

10.1 Basis of valuation refer Accounting policy No 3.4

10.2 For Inventories hypothecation as security (Refer Note No. 23 and 25)

Notes to the Financial Statement for the year ended 31st March, 2018

Note - 11 Financial Assets - Current Investments

Particulars	As at 31st March, 2018 No of units	As at 31st March, 2017 No of units	Face Value (In Rs.)	As at 31st March, 2018 (Rs. in Lacs)	As at 31st March, 2017 (Rs. in Lacs)
Current Investments (carried at fair value through profit and loss)					
Mutual Funds:					
Unquoted Fully Paid Up					
a. ICICI Prudential Flexible Income Plan - Growth	5,52,794.94	-	100.00	1,842.56	-
b. ICICI Prudential Flexible Income Plan - Direct Growth	3,61,504.54	-	100.00	1,211.33	-
Total	**9,14,299.48**	**-**		**3,053.89**	**-**

11.1 Aggregate amount of unquoted Investments is Rs. 3053.89 Lacs (Previous Year Rs. Nil).

Note - 12 Current Financial Assets - Trade Receivables

(Rs. in Lacs)

Particulars	As at 31st March, 2018		As at 31st March, 2017	
Unsecured :				
Considered Good	2,445.22		2,676.12	
Considered Doubtful	23.61		13.05	
	2,468.83		2,689.17	
Less : Provision for Doubtful Debts	23.61	2,445.22	13.05	2,676.12
Total		**2,445.22**		**2,676.12**

Note - 13 Cash and Cash Equivalents

(Rs. in Lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Balances with Banks in current accounts	36.24	31.53
Cash on Hand	16.14	16.16
Total	**52.38**	**47.69**

13.1 For the purpose of the statement of cash flow, cash and cash equivalents comprise the followings:

(Rs. in Lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Balances with Banks in current accounts	36.24	31.53
Cash on Hand	16.14	16.16
Total	**52.38**	**47.69**

Note - 14 Bank Balances Other than Cash and Cash Equivalents

(Rs. in Lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Earmarked Balances with bank :		
Fixed deposit with Banks - Pledged as Margin Money	112.56	174.04
Total	**112.56**	**174.04**

Notes to the Financial Statement for the year ended 31st March, 2018

Note 15 Current Financial Assets - Loans

(Rs. in Lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unsecured, Considered Good :		
Loan to Employees	7.25	7.69
Total	**7.25**	**7.69**

Note 16 - Current Financial Assets - Others

(Rs. in Lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unsecured, Considered Good :		
Interest Receivables	14.03	8.78
Security Deposits	2.72	9.26
Receivable from Related Party (Refer Note No. 43.1)	-	17.31
Others	2.10	574.39
Total	**18.85**	**609.74**

16.1 Others for the year includes Duty Draw Back, Insurance and other receivables and Others for the previous year includes refund of gas transportation charges (Refer Note No.29.1), Duty Draw Back, Insurance and other receivables.

16.2 Receivable from Related Parties Includes amounts of Rs. Nil (Previous year Rs. 4.24 Lacs) due from private Companies in which directors of the companies are director (Refer Note No.43.1).

Note - 17 Other Current Assets

(Rs. in Lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Unsecured, Considered Good :		
Export Incentives Receivable	79.94	51.81
Advances against supplies	148.20	245.02
Balance with Government Authorities	20.21	96.48
Prepaid Expenses	55.31	44.98
Others	47.74	102.27
Total	**351.40**	**540.56**

17.1 Others Includes mainly VAT Refund and other receivables.

Note 18 - Equity Share Capital

(Rs. in Lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Authorised		
12,00,00,000 (Previous Year :- 9,20,00,000) Equity Shares of Rs. 5/- each	6,000.00	4,600.00
Unclassified Share Capital	-	400.00
Preference Share Capital		
90,00,000 - 9% Non-Cumulative Non Convertible Redeemable Preference Shares of Rs. 100/- each (Previous Year :- 90,00,000)	9,000.00	9,000.00
Total	**15,000.00**	**14,000.00**

Notes to the Financial Statement for the year ended 31st March, 2018

Issued, Subscribed & Fully paid-up		
6,82,07,500 (Previous Year :- 6,82,07,500) Equity Shares of Rs. 5/- each fully paid up	3,410.38	3,410.38
Total	**3,410.38**	**3,410.38**

18.1 Reconciliation of number of Equity Shares outstanding at the beginning and at the end of the year :

Particulars	As at 31st March, 2018		As at 31st March, 2017	
	No of Shares	(Rs. in Lacs)	No of Shares	(Rs. in Lacs)
Shares outstanding at the beginning of the year	6,82,07,500	3,410.38	6,82,07,500	3,410.38
Shares outstanding at the end of the year	6,82,07,500	3,410.38	6,82,07,500	3,410.38

18.2 Terms/Rights attached to Equity Shares :

The Company has only one class of shares referred to as equity shares having a par value of Rs. 5/- per share. Holders of equity shares are entitled to one vote per share. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

18.3 Details of Shareholder holding more than 5% of Equity Share Capital :

Name of Shareholder	As at 31st March, 2018		As at 31st March, 2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Fennel Investment & Finance Pvt. Ltd.	22,600,000	33.13	22,600,000	33.13
Borosil Glass Works Limited	17,222,376	25.25	17,222,376	25.25
Pradeep Kumar Kheruka	11,300,000	16.57	11,300,000	16.57

18.4 There are no shares reserved for issue under options and contracts / commitments.

18.5 Paid and Proposed dividend of Rs. Nil (Previous Year Rs. Nil).

Note 19 - Other Equity **(Rs. in Lacs)**

Particulars		As at 31st March, 2018		As at 31st March, 2017
Equity Component of Preference shares issued (Net of Tax)				
Balance as per last Balance Sheet		2,504.31		2,504.31
Capital Reserve				
Balance as per last Balance Sheet		32.02		32.02
Securities Premium Reserve				
Balance as per last Balance Sheet		57.71		57.71
Surplus arising on giving effect to BIFR Order				
Balance as per last Balance Sheet		1,996.41		1,996.41
Retained Earnings				
Balance as per last Balance Sheet	(1,780.62)		(3,209.04)	
Add: Profit for the year	691.93	(1,088.69)	1,428.42	(1,780.62)
Other Comprehensive Income (OCI)				
Balance as per last Balance Sheet	(25.24)		(8.61)	
Add: Movement in OCI (Net) during the year	4.24	(21.00)	(16.63)	(25.24)
		3,480.76		**2,784.59**

Notes to the Financial Statement for the year ended 31st March, 2018

19.1 Nature and Purpose of Reserve

1 **Capital Reserve :** Capital reserve was created by way of
(i) Subsidy received from State of Gujarat.
(ii) Forfeiture of shares for non payment of allotment money/call money.
The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

2 **Surplus arising on giving effect to BIFR Order**
This surplus was recognised in pursuant to implementation of the order of Board for Industrial and Financial Reconstruction (BIFR) in respect of the scheme for the rehabilitation of the company. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

3 **Securities Premium Reserve**
Securities premium reserve was created when shares were issued at premium. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

4 **Equity Component of Preference shares issued**

The difference between the fair value of preference shares on the date of issue and the transaction price is recognised as a deemed equity component.

The fair value of the financial liability has been estimated by considering comparable market interest rates adjusted to the facts and circumstances relevant to the Company.

Note 20 - Non Current Financial Liabilities - Borrowings

(Rs. in Lacs)

Particulars	**As at 31st March, 2018**	**As at 31st March, 2017**
Unsecured		
Liability component of compound financial instrument		
90,00,000 - 9% Non-Cumulative Non Convertible Redeemable Preference Share of Rs. 100 each	-	9,364.71
Total	**-**	**9,364.71**

20.1 9% Non-Cumulative Non Convertible Redeemable Preference Share (Preference Share) (as disclosed in Note No. 25).

a) Preference Share shall be redeemable not later than 7 years from the date of issue i.e. 17th March, 2012 with an option to the Company to redeem the same at any time by giving two months prior notice in writing to holders. The terms of Preference shares were changed from Cumulative to Non-Cumulative vide special resolution passed by the Shareholders on 26th August, 2015 through Postal ballot.

b) The Preference Share have the priority in case of payment of dividend and in case of winding up, repayment of Capital and arrears of dividend.

c) Dividend on Preference Share Capital aggregating to Rs. 2791.64 Lacs is in arrear for the period from 17.03.2012 to 26.08.2015.

Notes to the Financial Statement for the year ended 31st March, 2018

20.2 Preference shareholders holding more than 5% of Preference share capital :

Name of Shareholder	As at 31st March, 2018		As at 31st March, 2017	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Borosil Glass Works Limited	9,000,000	100.00	9,000,000	100.00

20.3 Reconciliation of number of Preference Share outstanding at the beginning and at the end of the year :

Particulars	As at 31st March, 2018 No of Shares	As at 31st March, 2017 No of Shares
Shares outstanding at the beginning of the year	9,000,000	9,000,000
Shares outstanding at the end of the year	9,000,000	9,000,000

20.4 Paid and Proposed Preference Share dividend of Rs. Nil (Previous Year Rs. Nil).

20.5 Terms/Rights attached to Preference Shares :

a) The Preference shareholder have acquired voting rights due to non-payment of dividend for two years in pursuant to second proviso to section 47 (2) of the Companies Act, 2013.

b) The holder of Preference Shares will have priority over Equity Shares for repayment of capital, in the event of liquidation of the company before redemption of Preference Shares.

Note 21 - Non Current Financial Liabilities - Provisions

(Rs. in Lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Provisions for Employee Benefits		
Leave Encashment	91.11	60.95
Total	**91.11**	**60.95**

Note 22 - Income Tax

22.1 Current Tax :- (Rs. in Lacs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Current Tax for the year	235.03	449.25
Income tax for the earlier year	109.14	(3.06)
MAT credit entitlement	(312.88)	(449.25)
Total Current Tax	**31.29**	**(3.06)**

Notes to the Financial Statement for the year ended 31st March, 2018

22.2 The major components of Tax Expense for the year ended 31st March, 2018 and 31st March, 2017 are as follows:

(Rs. in Lacs)

Particulars	**For the Year Ended 31st March, 2018**	**For the Year Ended 31st March, 2017**
Recognised in Statement of Profit and Loss:		
Current Tax (Refer note no. 22.1)	31.29	(3.06)
Deferred Tax:-Relating to origination and reversal of temporary differences	(55.10)	814.01
Total Tax Expenses	**(23.81)**	**810.95**

22.3 Reconciliation between tax (income)/expenses and accounting profit multiplied by tax rate for the year ended 31st March, 2018 and 31st March, 2017:

(Rs. in Lacs)

Particulars	**For the Year Ended 31st March, 2018**	**For the Year Ended 31st March, 2017**
Accounting profit before tax	668.12	2239.37
Applicable tax rate	34.61%	34.61%
Computed Tax Expenses	**231.22**	**775.00**
Tax effect on account of:		
Unrealised foreign exchange difference on capital borrowing and Indexation benefits on Property, Plant and Equipment	64.80	20.05
Fair value changes on financial instruments	(9.30)	(6.32)
Allowances of expenses on payment basis	-	15.29
Deduction not allowed under the Income Tax Act	23.10	9.99
Changes in Income Tax rates of subsequent year	(355.72)	-
Deduction under chapter VI A	(9.20)	-
Non consideration of surcharge for MAT Credit	31.29	-
Income tax for earlier years	-	(3.06)
Income tax (income) / expenses recognised in Statement of Profit and Loss	**(23.81)**	**810.95**

Notes to the Financial Statement for the year ended 31st March, 2018

22.4 Deferred tax relates to the following:

(Rs. in Lacs)

Particulars	Balance Sheet		Statement of profit and loss	
	As at 31st March, 2018	As at 31st March, 2017	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Property, Plant and Equipment, Intangible Assets and Assets Held for Sale	1,556.52	1,781.27	(224.75)	(273.72)
Financial Instruments-Assets	9.39	-	9.39	(6.32)
Provision for doubtful debts	(6.88)	(4.52)	(2.36)	(2.97)
Inventories	(5.01)	(5.96)	0.95	9.36
Disallowance Under the Income Tax Act, 1961	(51.23)	(46.61)	(4.62)	(2.85)
Non-Cumulative Non Convertible Redeemable Preference Share	365.62	839.65	(474.03)	(360.10)
Financial Instruments-Liabilities	(20.67)	(70.82)	50.15	149.49
Unabsorbed depreciation utilised	-	(592.42)	592.42	1,296.61
Deferred Tax Liabilities / (Assets)	**1,847.74**	**1,900.59**	**(52.85)**	**809.50**

22.5 Reconciliation of deferred tax liabilities (Net):

(Rs. in Lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Opening balance as at 1st April	1,900.59	1,091.09
Deferred Tax expenses recognised in statement of profit and loss	(55.10)	814.01
Deferred Tax expenses recognised in OCI	2.25	(4.51)
Closing balance as at 31st March	**1,847.74**	**1,900.59**

Note - 23 Current Financial Liabilities - Borrowings

(Rs. in Lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Secured Loan from Bank		
Buyer's Credit	947.31	1,332.95
Export Packing Credit	-	43.87
Working Capital Facility	48.16	24.19
Total	**995.47**	**1,401.01**

23.1 Buyers' credit is primary secured by charge on the current assets and further secured by all the Property, Plant and Equipment of the Company (Present & Future) situated at Village Govali, Distt- Bharuch and carries Interest @ 12 month EURIBOR plus 27 BPS.

23.2 a) Working Capital Facility from bank are secured by Hypothecation on all stock and book debts of the Company and additionally secured by way of second charges on Property, Plant and Equipment of the Company.

b) Interest rate on Working Capital Facility - Base Rate + 1% i.e.9.50%.

23.3 Export Packing Credit Facility from bank was secured by Hypothecation on all stock and book debts of the Company and additionally secured by way of second charges on Property, Plant and Equipment of the Company.

Notes to the Financial Statement for the year ended 31st March, 2018

Note 24 - Current Financial Liabilities - Trade Payables

(Rs. in Lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Micro, Small and Medium Enterprises	-	-
Others	1,101.48	990.98
	1,101.48	**990.98**

24.1 Micro, Small and Medium Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED 2006) have been determined based on the information as available with the Company and the details of amount outstanding due to them are as given below:

(Rs. in Lacs)

	Particulars	As at 31st March, 2018	As at 31st March, 2017
a)	Principal amount outstanding	-	-
b)	Interest due thereon	-	-
c)	Interest paid by the Company in terms of Section 16 of MSMED 2006, along with amount of the payment made to the suppliers beyond the appointed day during the year .	-	-
d)	Interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED 2006.	-	-
e)	Interest accrued and remaining unpaid	-	-
f)	Further interest remaining due and payable in the succeeding years.	-	-
		-	**-**

Note 25 - Current Financial Liabilities - Others

(Rs. in Lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Current Maturity of Long Term Borrowings		
-Non-Current Borrowings (Refer Note No. 25.1)	-	683.97
-Liability component of compound financial instrument		
90,00,000 - 9% Non-Cumulative Non Convertible Redeemable Preference Share	10,535.30	-
Interest Accrued but not Due on Borrowing	0.66	1.83
Creditors for Capital Goods	346.25	550.83
Security Deposits	52.06	52.10
Other Payables	430.87	411.98
Total	**11,365.14**	**1,700.71**

25.1 Term Loan of Rs. Nil (Previous year Rs. 683.97 Lacs) was secured by way of exclusive charge on current assets of the company and further secured by way of charge on the property, plant and equipment of the Company (present & future) situated at village Govali, Dist Bharuch.

25.2 Other Payables mainly includes outstanding liability for expenses and payable to employees.

Notes to the Financial Statement for the year ended 31st March, 2018

Note 26 - Other Current Liabilities

(Rs. in Lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Advance from Customers	153.54	72.33
Statutory liabilities	228.84	59.46
Export Obligation Liability	39.97	39.97
Total	**422.35**	**171.76**

Note 27 - Current Provisions

(Rs. in Lacs)

Particulars	As at 31st March, 2018	As at 31st March, 2017
Provisions for Employee Benefits		
Gratuity (Funded) (Refer Note No. 38)	12.81	17.00
Leave Encashment	5.99	3.96
Others		
Provision for Excise duty (Refer Note No. 39)	-	40.85
Total	**18.80**	**61.81**

27.1 In Previous year, the Company had recognised liabilities based on substantial degree of estimation for Excise Duty payable on clearance of goods lying in stock. During the period till 30th June, 2017, Rs. 40.85 Lacs was utilised for clearance of goods. Excise duty is discontinued with effect from 1st July, 2017 upon implementation of Goods and Service Tax (GST).

Note 28 - Revenue From Operations

(Rs. in Lacs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Sale of Products (Including Excise duty)	19,835.04	18,729.70
Other Operating Revenue	146.19	103.11
Revenue from Operations	**19,981.23**	**18,832.81**

28.1 Sale of products up to 30th June 2017 includes excise duty, which is discontinued with effect from 1st July, 2017 upon implementation of Goods and Service Tax (GST). In accordance with 'Ind AS 18 – Revenue', GST is not included in Revenue from operations. In view of the aforesaid change in indirect taxes, Revenue from operations for the year is not comparable with those of previous year.

Notes to the Financial Statement for the year ended 31st March, 2018

Note 29 - Other Income

(Rs. in Lacs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Interest Income from financial assets measured at amortised cost		
- Fixed Deposits with banks	15.37	6.65
- Others	213.12	18.22
Gain on Sale of Current Investments (Net)	0.92	52.41
Gain on financial instruments measured at fair value through profit or loss (Net)	53.72	-
Share in Profit from LLP	0.02	0.15
Gain on foreign currency transactions (Net)	-	59.35
Sundry Credit Balance Written Back (Net)	12.11	2.96
Miscellaneous Income	55.23	583.01
Total	**350.49**	**722.75**

29.1 Miscellaneous income for the year includes Refund of Electricity duty of Rs. 53.55 Lacs and for the previous year includes a refund of Rs 559.38 Lacs from "Gas Authority of India Limited" (GAIL) on account of downward revision in gas transportation charges for the period from November 2008 to March 2016.

Note 30 - Changes in Inventories of Finished Goods and Work-in-Progress

(Rs. in Lacs)

Particulars	For the Year Ended 31st March, 2018		For the Year Ended 31st March, 2017	
Finished Goods				
Opening Stock	346.00		201.52	
Less: Closing Stock	103.81	242.19	346.00	(144.48)
Work-in-Progress				
Opening Stock	728.88		267.97	
Less: Closing Stock	186.33	542.55	728.88	(460.91)
Total		**784.74**		**(605.39)**

Note 31 - Employee Benefits Expense

(Rs. in Lacs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Salaries, Wages & allowances	2,117.09	2,018.89
Contribution to Provident and Other Funds (Refer Note No. 38)	120.61	99.79
Staff Welfare Expenses	136.46	109.73
Total	**2,374.16**	**2,228.41**

Notes to the Financial Statement for the year ended 31st March, 2018

Note 32 - Finance Costs

(Rs. in Lacs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Interest Expenses on financial liabilities measured at amortised cost	1,287.48	1,108.19
Exchange differences regarded as an adjustment to Borrowing Costs	89.43	-
Total	**1,376.91**	**1,108.19**

32.1 Above includes, Interest of Rs. 18.87 Lacs (Previous Year Rs. 12.77 Lacs) on late payment of Advance Tax.

Note 33 - Depreciation and Amortization Expense

(Rs. in Lacs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Depreciation of Property, Plant and Equipment (Refer Note No. 5)	1,658.53	1,436.60
Amortisation of Intangible Assets (Refer Note No. 6)	9.01	2.16
Total	**1,667.54**	**1,438.76**

Note 34 - Other Expenses

(Rs. in Lacs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Manufacturing Expenses		
Stores, Spares and Consumables Consumed	611.20	478.61
Packing Materials Consumed	1,154.12	1,082.09
Power and Fuel	3,426.91	3,156.72
Processing charges	76.34	96.26
Repairs and Maintenance		
- Plant and Machinery	236.56	167.01
- Buildings	18.61	11.98
- Others	105.30	67.19
Selling and Distribution Expenses		
Sales Promotion and Advertisement Expenses	151.68	79.61
Freight Outward	1,456.46	1,366.93
Commission	69.65	17.79
Cash Discount	69.47	123.01
Administrative and General Expenses		
Insurance	64.68	49.58
Rent	19.66	19.52
Rates and Taxes	12.36	12.50
Legal and Professional Fees	268.18	238.27
Travelling and Conveyance Expenses	304.55	272.62
Payment to Auditor (Refer note no. 34.2)	28.66	17.94

Notes to the Financial Statement for the year ended 31st March, 2018

Research and Development Expenses		-		19.95
Corporate Social Responsibility Expenditure (Refer note no. 34.1)		33.40		15.00
Security Expenses		41.41		31.59
Excise duty of earlier years		197.35		-
Loss on foreign currency transactions (Net)		26.28		-
Directors Sitting Fees		17.10		11.44
Bad Debts	4.78		5.00	
Less: Provision Written Back	-	4.78	4.48	0.52
Provision for Doubtful Debts		10.56		13.05
Loss on Discard/sale of Property, Plant and Equipment (Net)		11.31		2.62
Loss on Assets Held for Sale		-		124.00
Bank Charges		37.26		52.85
Miscellaneous Expenses		185.93		149.68
Total		**8,639.77**		**7,678.33**

Note 34.1 Notes related to Corporate Social Responsibility Expenditure (CSR):

(a) CSR amount required to be spent as per Section 135 of the Companies Act, 2013 read with Schedule VII thereof by the Company during the year is Rs. 32.88 Lacs (Previous Year Rs. 22.52 Lacs).

(b) Expenditure related to CSR is Rs. 33.40 Lacs (Previous Year Rs. 15.00 Lacs) and Rs. Nil (Previous year Rs. 7.52 Lacs) remained unspend.

Details of expenditure towards CSR given below: **(Rs. in Lacs)**

	Particulars	**For the Year Ended 31st March, 2018**	**For the Year Ended 31st March, 2017**
(i)	Cost of shipping of the artwork and logistics of the exhibition	12.40	-
(ii)	Promoting education and making available safe drinking water	21.00	-
(iii)	Promoting health care including preventive health care	-	5.00
(iv	Promoting education	-	10.00
	Total	**33.40**	**15.00**

Note 34.2 - Details of Payment to Auditor

(Rs. in Lacs)

Particulars	**For the Year Ended 31st March, 2018**	**For the Year Ended 31st March, 2017**
Payments to the auditor as:		
Auditor	18.00	13.50
For taxation Matters	-	-
For Company law matters	-	-
For Certifications	5.25	3.35
For other services	5.00	-
For reimbursement of expenses	0.41	1.09
Total	**28.66**	**17.94**

Notes to the Financial Statement for the year ended 31st March, 2018

Note - 35 Exceptional Items:-

(Rs. in Lacs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Loss on sale of Property, Plant and Equipment	195.37	-
Total	**195.37**	**-**

35.1 During the year, the Company has sold Captive Power Plant (Gas Based Genset) at a loss of Rs. 195.37 Lacs which has been shown as an exceptional item.

Note - 36 Earning Per Share

(Rs. in Lacs)

Particulars	For the Year Ended 31st March, 2018	For the Year Ended 31st March, 2017
Net Profit Attributable to Equity Shareholders for Basic EPS and Diluted EPS (Rs. In Lacs)	691.93	1,428.42
Weighted Average Number of Equity Shares Outstanding During the year for Basic EPS and Diluted EPS (in Nos.)	6,82,07,500	6,82,07,500
Basic and Diluted Earning per share of Rs. 5 each (in Rs.)	1.01	2.09
Face Value per Equity Share (in Rs.)	5.00	5.00

Note - 37 Contingent Liabilities and Commitments

37.1 Contingent Liabilities (To the extent not provided for) Claims against the Company not acknowledged as debts

(Rs. in Lacs)

Particulars	As at 31st March 2018	As at 31st March 2017
Disputed Liabilities in Appeal (No Cash outflow is expected in the near future)		
- Excise (amount paid under protest of Rs. Nil Lacs (Previous Year Rs. 590.08 Lacs)	-	1,252.13
- Income Tax	332.20	332.20
- Sales Tax	565.79	550.84
- Cenvat Credit/Service Tax (amount paid under protest of Rs. 1.18 Lacs (Previous Year Rs. 1.85 Lacs)	11.30	52.99
- Others (amount paid under protest of Rs. 44.13 Lacs (Previous Year Rs. 44.13 Lacs)	112.98	72.51
Guarantees		
- Bank Guarantees	546.48	409.57
Others		
1 Letter of Credits	341.18	144.90
2 Bonus (refer note no. 37.4)	18.45	18.45

37.2 Management is of the view that above litigations will not materially impact the financial position of the Company.

Notes to the Financial Statement for the year ended 31st March, 2018

37.3 Commitments

(Rs. in Lacs)

Particulars	As at 31st March 2018	As at 31st March 2017
Estimated amount of Contracts remaining to be executed on Capital Account not provided for (cash outflow is expected on execution of such capital contracts)		
-- Related to Property, Plant and Equipment	1,662.49	852.82
-- Related to Intangible Assets	-	11.82

37.4 The Payment of Bonus (Amendment) Act, 2015 envisages enhancement of eligibility limit and Calculation Ceiling under section 12 from Rs. 3500 to Rs. 7000 or the minimum wage for the scheduled employment, as fixed by the appropriate Government, whichever is higher. The Payment of Bonus (Amendment) Act, 2015 have come into force on the 1st April 2014. However the same is challenged in the Hon'ble High Courts of few states by some parties and those high courts have provided stay on the retrospectively impact of the same and accordingly same amount shown as contingent liability.

38 Employee Benefits

38.1 As per Ind AS-19 'Employee Benefits', the disclosure of Employee benefits as defined in the Ind AS are given below:

(a) Defined Contribution Plan:

Contribution to Defined Contribution Plan, recognized as expense for the year are as under:

(Rs. in Lacs)

Particulars	2017-18	2016-17
Employer's Contribution to Provident Fund	53.43	47.59
Employer's Contribution to Pension Scheme	34.00	33.25

The contribution to provident fund is made to Employees' Provident Fund managed by Provident Fund Commissioner.

(b) Defined Benefit Plan:

The employees' Gratuity Fund is managed by the Birla Sun Life Insurance Corporation of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation for leave encashment is recognised in the same manner as the gratuity.

Particulars	Gratuity (Funded)	
	As at 31st March 2018	As at 31st March 2017
Actuarial assumptions		
Mortality Table	Indian Assured Lives Mortality (2006-08) Ult	Indian Assured Lives Mortality (2006-08) Ult
Salary growth	5.00%	5.00%
Discount rate	7.55%	7.25%
Expected returns on plan assets	7.55%	7.25%
Withdrawal rates	2% at younger ages reducing to 1% at older ages	2% at younger ages reducing to 1% at older ages

Notes to the Financial Statement for the year ended 31st March, 2018

(Rs. in Lacs)

Particulars	Gratuity (Funded)	
	2017-18	**2016-17**
Movement in present value of defined benefit obligation		
Obligation at the beginning of the year	242.66	217.60
Current service cost	22.98	20.05
Past service cost	9.80	-
Interest cost	16.92	16.38
Benefits paid	(13.18)	(21.53)
Actuarial (gain)/loss on obligation	(12.46)	10.16
Obligation at the end of the year	**266.72**	**242.66**
Movement in present value of plan assets		
Fair value at the beginning of the year	225.66	193.19
Interest Income	16.52	17.48
Expected Return on Plan Assets	(0.09)	11.52
Employer Contribution	25.00	25.01
Benefits paid	(13.18)	(21.54)
Fair value at the end of the year	**253.91**	**225.66**
Amount recognised in Statement of Profit and Loss		
Current service cost	22.98	20.05
Past service cost and loss on curtailments and settlement	9.80	-
Interest cost	0.40	(1.10)
Total	**33.18**	**18.95**
Amount recognised in the other comprehensive income		
Components of actuarial gain/losses on obligations:		
Due to financial assumptions	(6.96)	12.56
Due to experience adjustments	(5.50)	(2.40)
Return on plan assets excluding amounts included in interest income	0.09	(11.52)
Total	**(12.37)**	**(1.36)**

(c) Fair Value of assets

(Rs. in Lacs)

Particulars	Fair Value of Asset	
	2017-18	**2016-17**
Birla Sun Life Insurance Corporation of India	253.91	225.66
Total	**253.91**	**225.66**

(d) Net Liability Recognised in the balance sheet

(Rs. in Lacs)

Amount recognised in the balance sheet	As at 31st March 2018	As at 31st March 2017
Present value of obligations at the end of the year	266.72	242.66
Less: Fair value of plan assets at the end of the year	253.91	225.66
Net liability recognised in the balance sheet	**12.81**	**17.00**

(e) The estimate of rate of escalation in Salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other retirement factors including supply & demand in the employment market. The above information is certified by the actuary.

Notes to the Financial Statement for the year ended 31st March, 2018

38.2 Sensitivity analysis: **(Rs. in Lacs)**

Particulars	Changes in assumptions	Effect on Gratuity Obligation Increase/ (Decrease)
For the year ended 31st March, 2017		
Discount rate	+.5%	(10.53)
	-0.5%	11.25
Salary growth rate	+.5%	11.30
	-0.5%	(9.82)
Withdrawal rate (W.R.)	W.R. x 110%	0.65
	W.R. x 90%	(0.65)
For the year ended 31st March, 2018		
Discount rate	+.5%	(11.01)
	-0.5%	11.76
Salary growth rate	+.5%	11.56
	-0.5%	(10.79)
Withdrawal rate (W.R.)	W.R. x 110%	0.66
	W.R. x 90%	(0.66)

The above sensitivity analysis is based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. In presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined obligation liability recognized in the Balance Sheet.

38.3 Risk exposures

1) Actuarial Risk: This can arise due to one of the following reasons:

Adverse Salary Growth Experience: Salary hikes that are higher than the assumed salary escalation will result into an increase in obligation at a rate that is higher than expected.

Variability in mortality rates: If actual mortality rates are higher than assumed mortality rate, than the Gratuity benefits will be paid earlier than expected. Since there is no condition of vesting on the death benefit, the acceleration of cash flow will lead to an actuarial loss or gain depending on the relative values of the assumed salary growth and discount rate.

Variability in withdrawal rates: If actual withdrawal rates are higher than assumed withdrawal rate, than the Gratuity benefits will be paid earlier than expected. The impact of this will depend on whether the benefits are vested as at the resignation date.

2) Investment Risk: For funded plans that rely on insurers for managing the assets, the value of assets certified by the insurer may not be the fair value of instruments backing the liability. In such cases, the present value of the assets is independent of the future discount rate. This can result in wide fluctuations in the net liability or the funded status if there are significant changes in the discount rate during the inter-valuation period.

3) Liquidity Risk: Employees with high salaries and long durations or those higher in hierarchy, accumulate significant level of benefits. If some of such employees resign/retire from the Company there can be strain on the cash flows.

4) Market Risk: Market risk is a collective term for risks that are related to the changes and fluctuations of the financial markets. One actuarial assumption that has a material effect is the discount rate. The discount rate reflects the time value of money. An increase in discount rate leads to decrease in Defined Benefit Obligation of the plan benefits & vice versa. This assumption depends on the yields on the corporate/government bonds and hence the valuation of liability is exposed to fluctuations in the yields as at the valuation date.

Notes to the Financial Statement for the year ended 31st March, 2018

5) **Legislative Risk:** Legislative risk is the risk of increase in the plan liabilities or reduction in the plan assets due to change in the legislation/regulation. The government may amend the Payment of Gratuity Act thus requiring the companies to pay higher benefits to the employees. This will directly affect the present value of the Defined Benefit Obligation and the same will have to be recognised immediately in the year when any such amendment is effective.

38.4 Details of Asset-Liability Matching Strategy:-

Gratuity benefits liabilities of the company are funded. There are no minimum funding requirements for a Gratuity benefits plan in India and there is no compulsion on the part of the Company to fully or partially pre-fund the liabilities under the Plan.

The trustees of the plan have outsourced the investment management of the fund to an insurance company. The insurance company in turn manages these funds as per the mandate provided to them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations. Due to the restrictions in the type of investments that can be held by the fund, it may not be possible to explicitly follow an asset-liability matching strategy to manage risk actively in a conventional fund.

38.5 The expected payments towards contributions to the defined benefit plan is within one year.

38.6 The expected payments towards to the gratuity in future years:

(Rs. in Lacs)

Year Ended	Expected payment
31st March, 2019	21.41
31st March, 2020	15.71
31st March, 2021	18.49
31st March, 2022	15.78
31st March, 2023	21.53
31st March, 2024 to 31st March, 2028	160.05

38.7 The average duration of the defined benefit plan obligation at the end of the reporting period is 13.70 years (31 March 2017: 13.79 years).

Note - 39 Provisions

Disclosures as required by Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets:-

Movement in provisions:-

(Rs. in Lacs)

Nature of provision	Provision for Doubtful Debts	Excise duty	Total
As at 31st March, 2016	**4.48**	**17.82**	**22.30**
Provision during the year	13.05	40.85	53.90
Payment during the year	-	(17.82)	(17.82)
Provision reversed during the year	(4.48)	-	(4.48)
As at 31st March, 2017	**13.05**	**40.85**	**53.90**
Provision during the year	10.56	-	10.56
Payment during the year	-	(40.85)	(40.85)
Provision reversed during the year	-	-	-
As at 31st March, 2018	**23.61**	**-**	**23.61**

Note- 40 The settlement with Worker's Union expired on 31st December, 2009 and 31st December, 2015, the Company has signed settlement agreement with workers on 21st March, 2013 and 20th August, 2016. The wages payable as per the settlement agreement to workers who have still not accepted the settlement amount from 1st January, 2010 to 31st March, 2018 amounts to Rs. 248.14 Lacs (Previous Year Rs. 216.32 Lacs), which have provided in the books of accounts.

Notes to the Financial Statement for the year ended 31st March, 2018

Note- 41 The Company was carrying a portion of items of certain Property, Plant and Equipment of Sheet Glass plant which were sold/discarded in 2013-14. As one of the buyer who had agreed to lift this portion of Property, Plant and Equipment and had given security deposit failed to perform the contract, the Company has finally sold the same during the year. Deposit received from the earlier buyer is lying in liabilities pending litigation.

(Rs. in Lacs)

Particulars	**As at 31st March 2018**	**As at 31st March 2017**
Asset Held for Sale	-	24.49
	-	**24.49**

Previous year the fair value of the above was determine using bidding method. This is level 2 measurement as per the fair value hierarchy

Note - 42 Company had filed application for exemption for electricity duty on power used in Solar glass plant. The exemption has been partially granted and the same has been accounted. However, exemption in respect of electricity used from Captive Power Plant in the solar glass plant is pending to be disposal and accounting of the same will be done on disposal of said application.

Note - 43 **Related party disclosure**

In accordance with the requirements of Ind AS 24, on related party disclosures, name of the related party, related party relationship, transactions and outstanding balances including commitments where control exits and with whom transactions have taken place during reported periods, are as detail below:

43.1 List of Related Parties :

a) Associate Companies

Borosil Glass Works Limited

(25.25% of the equity share of the Company)

b) Fellow subsidiaries

Hopewell Tableware Private Limited

Klasspack Private Limited

c) Key Management Personnel

Mr. B. L. Kheruka – Chairman. (Non-Executive Director)

Mr. Rajesh Chaudhary - Whole-time Director (upto 31st March, 2018)

Mr. Sunil Kumar Roongta (Chief Financial Officer)

Mr. Kishor Talreja (Company Secretary)

d) Relative of Key Management Personnel

Mr. P. K. Kheruka - Relative of Mr. B. L. Kheruka

Mr. Shreevar Kheruka - Relative of Mr. B. L. Kheruka

e) Enterprises over which persons described in (c) & (d) above are able to exercise significant influence (Other Related Parties) with whom transactions have taken place:-

Cycas Trading LLP

Vyline Glass Works Limited

Window Glass Limited

Borosil Foundation

Chotila Silica Pvt. Ltd.

Notes to the Financial Statement for the year ended 31st March, 2018

(Rs. in Lacs)

Nature of Transactions	Name of the Related Party	2017-18	2016-17
Transactions with associates:			
Purchase of Goods	Borosil Glass Works Limited	5.49	1.06
Rent Paid	Borosil Glass Works Limited	15.64	15.60
Reimbursement of expenses to	Borosil Glass Works Limited	1.26	19.56
Reimbursement of expenses from	Borosil Glass Works Limited	10.99	26.01
Transactions with fellow subsidiary:			
Sale of Goods	Hopewell Tableware Private Limited	2.11	7.24
Purchase of Goods	Hopewell Tableware Private Limited	-	2.40
Reimbursement of expenses from	Klasspack Private Limited	0.28	0.95
	Hopewell Tableware Private Limited	3.42	4.75
Reimbursement of expenses to	Hopewell Tableware Private Limited	7.50	-
Transactions with other related parties:			
Sale of Goods	Vyline Glass Works Ltd.	0.15	0.36
Purchase of Goods	Vyline Glass Works Ltd.	1.04	7.63
	Chotila Silica Pvt Ltd	267.05	1.95
Rent Paid	Cycas Trading LLP	2.64	2.16
Office Rent/Maintenance charges	Window Glass Limited	2.84	2.28
Donation Given for CSR activities	Borosil Foundation	22.40	0.10
Managerial Remuneration	Mr. Rajesh Chaudhary	48.10	89.65
	Mr. Sunil Roongta	35.40	30.66
	Mr. Kishor Talreja	18.53	15.45
Reimbursement of expenses to	Vyline Glass Works Limited	-	0.48
Reimbursement of expenses from	Vyline Glass Works Limited	9.73	17.35

(Rs. in Lacs)

Nature of Transactions	Name of the Related Party	As at 31st March 2018	As at 31st March 2017
Balances with associates:			
Current Financial Assets - Others	Borosil Glass Works Limited	-	2.80
Balances with fellow subsidiary:			
Current Financial Assets - Others	Klasspack Private Limited	-	0.87
	Hopewell Tableware Private Limited	-	3.37
Balance with other related parties:-			
Current Financial Assets - Others	Vyline Glass Works Ltd.	-	10.02
Current Financial Liabilities - Trade Payables	Window Glass Limited	-	0.19
	Chotila Silica Pvt. Ltd.	-	4.52

43.2 Compensation to key management personnel of the Company (Rs. in Lacs)

Nature of transaction	2017-18	2016-17
Short-term employee benefits	111.31	138.81
Post-employment benefits	11.39	9.04
Total compensation paid to key management personnel	**122.70**	**147.85**

Notes to the Financial Statement for the year ended 31st March, 2018

43.3 The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at year-end are unsecured, unless specified and settlement occurs in cash. This assessment is undertaken each financial year through examining the financial position of the related party and the market in which the related party operates.

Note 44 - Fair Values

44.1 Financial Instruments by category:

Set out below is a comparison by class of the carrying amounts and fair value of the Company's financial assets and liabilities that are recognised in the financial statements.

a) Financial Assets measured at fair value: **(Rs. in Lacs)**

Particulars	As at 31st March 2018	As at 31st March 2017
Financial Assets designated at fair value through profit or loss:-		
- Investments	3,053.89	0.90
	3,053.89	**0.90**

b) Financial Assets designated at amortised cost:- **(Rs. in Lacs)**

Particulars	As at 31st March 2018		As at 31st March 2017	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Assets designated at amortised cost:-				
- Trade Receivable	2,445.22	2,445.22	2,676.12	2,676.12
- Cash and cash equivalents	52.38	52.38	47.69	47.69
- Bank Balance other than cash and cash equivalents	112.56	112.56	174.04	174.04
- Loans	7.25	7.25	7.69	7.69
- Others	134.39	134.39	714.75	714.75
	2,751.80	**2,751.80**	**3,620.29**	**3,620.29**

c) Financial Liabilities designated at amortised cost:-

(Rs. in Lacs)

Particulars	As at 31st March 2018		As at 31st March 2017	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Financial Liabilities designated at amortised cost:-				
- Borrowings	995.47	995.47	10,765.72	10,765.72
- Trade Payable	1,101.48	1,101.48	990.98	990.98
- Other Financial Liabilities	11,365.14	11,365.14	1,700.71	1,700.71
	13,462.09	**13,462.09**	**13,457.41**	**13,457.41**

44.2 Fair Valuation techniques used to determine fair value

The Company maintains procedures to value its financial assets or financial liabilities using the best and most relevant data available. The fair values of the financial assets and liabilities are included at the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

The following methods and assumptions were used to estimate the fair values:

i) Fair value of cash and cash equivalents, other bank balances, trade receivables, trade payables, current loans, current borrowings, deposits and other current financial assets and liabilities are approximate at their carrying amounts largely due to the short-term maturities of these instruments.

ii) The fair values of non-current Security Deposits and Margin money are approximate at their carrying amount due to interest bearing features of these instruments.

iii) Fair values of mutual fund are derived from published NAV (unadjusted) in active markets for identical assets.

Notes to the Financial Statement for the year ended 31st March, 2018

44.3 Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation techniques:-

i) **Level 1 :-** Quoted prices / published NAV (unadjusted) in active markets for identical assets or liabilities. It includes fair value of financial instruments traded in active markets and are based on quoted market prices at the balance sheet date and financial instruments like mutual funds for which net assets value (NAV) is published by mutual fund operators at the Balance Sheet date.

ii) **Level 2 :-** Inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices). It includes fair value of the financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on the Company specific estimates. If all significant inputs required to fair value an instrument are observable then instrument is included in level 2.

iii) **Level 3 :-** Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs). If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The following table provides hierarchy of the fair value measurement of Company's asset and liabilities, grouped into Level 1 (Quoted prices in active markets), Level 2 (Significant observable inputs) and Level 3 (Significant unobservable inputs) as described below:

(Rs. in Lacs)

Particulars	**31st March, 2018**		
	Level 1	**Level 2**	**Level 3**
Financial Assets designated at fair value through profit or loss:-			
- Investments	3,053.89	-	-

(Rs. in Lacs)

Particulars	**31st March, 2017**		
	Level 1	**Level 2**	**Level 3**
Financial Assets designated at fair value through profit or loss:-			
- Investments *	-	-	0.90

* Considered as book value as per latest financial statements of the investee and no material impact on fair valuation

Note 45 - Financial Risk Management objective and policies

The Company is exposed to market risk, credit risk and liquidity risk. Risk management is carried out by the Company under policies approved by the board of directors. This Risk management plan defines how risks associated with the Company will be identified, analysed, and managed. It outlines how risk management activities will be performed, recorded, and monitored by the Company. The basic objective of risk management plan is to implement an integrated risk management approach to ensure all significant areas of risks are identified, understood and effectively managed, to promote a shared vision of risk management and encourage discussion on risks at all levels of the organization to provide a clear understanding of risk/benefit trade-offs, to deploy appropriate risk management methodologies and tools for use in identifying, assessing, managing and reporting on risks, and to determine the appropriate balance between cost and control of risk and deploy appropriate resources to manage/optimize key risks. Activities are developed to provide feedback to management and other interested parties (e.g. Audit committee, Board etc.). The results of these activities ensure that risk management plan is effective in the long term.

Notes to the Financial Statement for the year ended 31st March, 2018

45.1 Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices comprise three types of risk: foreign currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity risk. Financial instruments affected by market risk include loans and borrowings, deposits and investments.

The sensitivity analyses relate to the position as at 31st March 2018 and 31st March 2017.

The sensitivity analysis excludes the impact of movements in market variables on the carrying value of post-employment benefit obligations, provisions and on the non-financial assets and liabilities. The sensitivity of the relevant Statement of Profit and Loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as at 31st March, 2018 and 31st March, 2017.

(a) Foreign exchange risk and sensitivity

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities. The Company transacts business primarily in USD and EURO. The Company has obtained foreign currency loans and has foreign currency trade payables and receivables and is therefore, exposed to foreign exchange risk. The Company regularly reviews and evaluates exchange rate exposure arising from foreign currency transactions.

The following table demonstrates the sensitivity in the USD and EURO to the Indian Rupee with all other variables held constant. The impact on the Company’s profit before tax due to changes in the fair values of monetary assets and liabilities is given below:

Unhedged Foreign currency exposure as at 31st March, 2017	Currency	Amount in FC	(Rs. in Lacs)
Trade Receivables	USD	79,158	51.32
Trade Receivables	EURO	3,48,105	241.05
Trade Payables	USD	4,51,979	293.06
Trade Payables	EURO	4,80,646	332.84
Borrowings and interest thereon	USD	18,57,419	1,204.32
Borrowings and interest thereon	EURO	12,39,443	858.27

Unhedged Foreign currency exposure as at 31st March, 2018	Currency	Amount in FC	(Rs. in Lacs)
Trade Receivables	USD	38,351	24.94
Trade Receivables	EURO	3,99,639	322.20
Trade Payables	USD	4,31,955	280.96
Trade Payables	EURO	2,64,851	213.53
Borrowings and interest thereon	EURO	11,75,820	947.97

Foreign currency sensitivity

2% increase or decrease in foreign exchange rates will have the following impact on profit before tax:-

(Rs. in Lacs)

Particulars	2017-18		2016-17	
	2% Increase - Profit / (Loss)	2% Decrease - Profit / (Loss)	2% Increase - Profit / (Loss)	2% Decrease Profit / (Loss)
USD	(5.12)	5.12	(28.92)	28.92
EURO	(16.79)	16.79	(19.00)	19.00
Increase / (Decrease) in profit before tax	**(21.91)**	**21.91**	**(47.92)**	**47.92**

Notes to the Financial Statement for the year ended 31st March, 2018

b) Interest rate risk and sensitivity :-

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company having short term borrowings in the form of buyers credit and working capital facility. There is a fixed rate of interest in case of buyers credit hence, there is no interest rate risk associated with the borrowings. The Company is exposed to interest rate risk associated with working capital facility due to floating rate of interest.

The table below illustrates the impact of a 2% increase in interest rates on interest on financial liabilities assuming that the changes occur at the reporting date and has been calculated based on risk exposure outstanding as of date. The year end balances are not necessarily representative of the average debt outstanding during the year. This analysis also assumes that all other variables, in particular foreign currency rates, remain constant.

(Rs. in Lacs)

Particulars	**2017-18**		**2016-17**	
	2% Increase - Decrease in PBT	**2% Decrease - Increase in PBT**	**2% Increase - Decrease in PBT**	**2% Decrease - Increase in PBT**
Working Capital Facility	(0.96)	0.96	(0.48)	0.48
Foreign Currency Term Loan - ECB	-	-	(13.68)	13.68
Increase / (Decrease) in profit before tax	**(0.96)**	**0.96**	**(14.16)**	**14.16**

The assumed movement in basis points for interest rate sensitivity analysis is based on the currently observable market environment.

c) Commodity price risk:-

The Company is exposed to the movement in price of key consumption materials in domestic and international markets. The Company entered into contracts for procurement of material, most of the transactions are short term fixed price contract and hence Company is not exposed to significant risk.

45.2 Credit risk

Credit risk is the risk that a counter party will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and other financial instruments.

a) Trade Receivables:-

The Company extends credit to customers in normal course of business. The Company considers factors such as credit track record in the market and past dealings with the Company for extension of credit to customers. The Company monitors the payment track record of the customers. Outstanding customer receivables are regularly monitored. The Company evaluates the concentration of risk with respect to trade receivables as low, as its customers are located in several jurisdictions and industries and operate in largely independent markets. No single customer accounted for 10% or more of revenue in any of the years presented. The history of trade receivables shows a negligible provision for bad and doubtful debts. Therefore, the Company does not expect any material risk on account of non performance by any of the counterparties.

Notes to the Financial Statement for the year ended 31st March, 2018

b) Financial instruments and cash deposits:-

The Company considers factors such as track record, size of the institution, market reputation and service standards to select the banks with which balances are maintained. Credit risk from balances with bank is managed by the Company's finance department. Investment of surplus funds are also managed by finance department. The Company does not maintain significant cash in hand. Excess balance of cash other than those required for its day to day operations is deposited into the bank.

For other financial instruments, the finance department assesses and manage credit risk based on internal assessment. Internal assessment is performed for each class of financial instrument with different characteristics.

45.3 Liquidity risk.

Liquidity risk is the risk that the Company may not be able to meet its present and future cash and collateral obligations without incurring unacceptable losses. The Company's objective is to, at all times, maintain optimum levels of liquidity to meet its cash and collateral requirements. The Company relies operating cash flows and short term borrowings in the form of buyers credit and working capital to meet its needs for funds. Company does not breach any covenants (where applicable) on any of its borrowing facilities. The Company has access to a sufficient variety of sources of funding as per requirement.

The table below provides undiscounted cash flows towards financial liabilities into relevant maturity based on the remaining period at the balance sheet to the contractual maturity date.

(Rs. in Lacs)

Particulars	on Demand	Maturity				Total
		0 - 3 Months	3 - 6 Months	6 - 12 months	More than 1 year	
As at 31st March, 2017						
Long term borrowings	-	-	-	-	9,364.71	9,364.71
Short term borrowings	24.19	-	43.87	1,332.95	-	1,401.01
Trade Payable	-	990.98	-	-	-	990.98
Other	335.32	803.19	204.56	357.64	-	1,700.71
Total	**359.51**	**1,794.17**	**248.43**	**1,690.59**	**9,364.71**	**13,457.41**
As at 31st March, 2018						
Short term borrowings	48.16	-	-	947.31	-	995.47
Trade Payable	-	1,101.48	-	-	-	1,101.48
Other	365.20	251.83	212.15	10,535.96	-	11,365.14
Total	**413.36**	**1,353.31**	**212.15**	**11,483.27**	**-**	**13,462.09**

45.4 Competition and price risk

The Company faces competition from local and foreign competitors. Nevertheless, it believes that it has competitive advantage in terms of high quality products and by continuously upgrading its expertise and range of products to meet the needs of its customers.

Notes to the Financial Statement for the year ended 31st March, 2018

Note 46 - Capital Management

For the purpose of Company's capital management, capital includes issued capital, all other equity reserves and debts. The primary objective of the Company's capital management is to maximise shareholders value. The Company manages its capital structure and makes adjustments in the light of changes in economic environment and the requirements of the financial covenants.

The Company monitors capital using gearing ratio, which is net debt divided by total capital (equity plus net debt). Net debt are non-current and current debts as reduced by cash and cash equivalents, other bank balances and current investments. Equity comprises all components including other comprehensive income.

(Rs. in Lacs)

Particulars	**As at 31st March 2018**	**As at 31st March 2017**
Total Debt	11,530.77	11,449.69
Less:- Cash and cash equivalent	52.38	47.69
Less:- Current Investments	3,053.89	-
Net Debt	**8,424.50**	**11,402.00**
Equity (Equity Share Capital plus Other Equity)	6,891.14	6,194.97
Total Capital (Equity plus net debts)	**15,315.64**	**17,596.97**
Gearing ratio	**55.01%**	**64.80%**

Note 47 - Segment Information

47.1 The Company is engaged only in the business of manufacture of Flat Glass which is a single segment in terms of Indian Accounting Standard 'Operating Segments (Ind AS-108).

47.2 **Revenue from Operations** **(Rs. in Lacs)**

Particulars	**For the Year Ended 31st March, 2018**	**For the Year Ended 31st March, 2017**
India	16,349.10	16,223.08
Outside India	3,632.13	2,609.73
Total	**19,981.23**	**18,832.81**

47.3 No single customer has accounted for more than 10% of the Company revenue for the year ended 31st March, 2018 and 31st March 2017.

47.4 No Non-Current Assets of the Company is located outside India as on 31st March, 2018 and 31st March 2017.

Note 48 - Standards issued but not effective :

On March 28, 2018, the Ministry of Corporate Affairs (MCA) has notified Ind AS 115 - Revenue from Contract with Customers and certain amendment to existing Ind AS. These amendments shall be applicable to the Company from April 01, 2018.

a) Issue of Ind AS 115 - Revenue from Contracts with customers

Ind AS 115 will supersede the current revenue recognition guidance including Ind AS 18 Revenue, Ind AS 11 Construction Contracts and the related interpretations. The core principles of Ind AS 115 is that an entity should recognise revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Notes to the Financial Statement for the year ended 31st March, 2018

b) Amendment to Existing issued Ind AS

The MCA has also notified certain amendments to the following Accounting Standards:

i. Ind AS 21 - The Effects of Changes in Foreign Exchange Rates

ii. Ind AS 12 - Income Taxes

Applications of the above standards are not expected to have any significant impact on the Company's financial statements.

Note 49 - The Management and authorities have the power to amend the Financial Statements in accordance with section 130 and 131 of The Companies Act, 2013.

Note 50 - Previous Year figures have been regrouped and reclassified wherever necessary.

As per our report of even date		For and on behalf of the Board of Directors
For CHATURVEDI & SHAH		
Chartered Accountants	**Sunil Kumar Roongta**	**B. L. Kheruka**
(Firm Registration no. 101720W)	Chief Financial Officer	Chairman
		DIN-00016861
R. Koria		
Partner		
Membership No. 035629	**Kishor Talreja**	**Ramaswami Velayudhan Pillai**
Place : Mumbai	Company Secretary	Whole-time Director
Date : 10th May, 2018	Membership No. F7064	DIN-00011204

GUJARAT BOROSIL LIMITED

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

STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2018

(Rs. in Lakhs except as stated)

S. No.	Particulars	Quarter Ended			Nine Months Ended		Year Ended
		31.12.2018	30.09.2018	31.12.2017	31.12.2018	31.12.2017	31.03.2018
		Unaudited	Unaudited	Unaudited	Unaudited	Unaudited	Audited
1	**Income**						
	(a) Revenue from Operations	4,889.06	5,648.01	5,278.38	15,462.95	14,501.64	19,981.23
	(b) Other Income	57.38	113.07	73.30	239.69	98.63	350.49
	Total Income	**4,946.44**	**5,761.08**	**5,351.68**	**15,702.64**	**14,600.27**	**20,331.72**
2	**Expenses**						
	(a) Cost of Materials Consumed	1,644.22	2,051.22	1,153.67	4,938.81	3,336.54	4,449.74
	(b) Purchases of Stock-in-Trade	-	7.42	-	16.81	-	-
	(c) Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	(730.42)	(797.82)	287.92	(1,751.91)	176.91	784.74
	(d) Excise Duty Expense	-	-	-	-	175.37	175.37
	(e) Employee Benefits Expense	652.92	633.89	586.58	1,918.12	1,747.23	2,374.16
	(f) Finance costs	292.38	387.31	312.51	1,002.65	958.70	1,376.91
	(g) Depreciation and Amortisation Expense	455.37	451.70	444.62	1,347.26	1,232.16	1,667.54
	(h) Power and Fuel	1,088.40	1,060.77	937.44	3,066.73	2,530.95	3,426.91
	(i) Other Expenses	1,318.67	1,351.51	1,236.31	3,876.56	3,678.75	5,212.86
	Total Expenses	**4,721.54**	**5,146.00**	**4,959.05**	**14,415.03**	**13,836.61**	**19,468.23**
3	**Profit Before Exceptional Items and Tax (1-2)**	**224.90**	**615.08**	**392.63**	**1,287.61**	**763.66**	**863.49**
4	Exceptional Items	-	-	-	-	-	195.37
5	**Profit Before Tax (3-4)**	**224.90**	**615.08**	**392.63**	**1,287.61**	**763.66**	**668.12**
6	**Tax Expense**						
	(a) Current Tax	190.42	338.00	17.90	780.90	30.12	31.29
	(b) Income tax for earlier years	130.67	(41.38)	-	89.29	-	-
	(c) Deferred Tax	(155.35)	(213.46)	150.97	(499.03)	348.85	(55.10)
7	**Profit for the Period/Year (5-6)**	**59.16**	**531.92**	**223.76**	**916.45**	**384.69**	**691.93**
8	**Other Comprehensive Income (OCI)**						
	(a) Items that will not be reclassified to profit or loss:						
	(i) Re-measurement gains/(losses) on defined benefit plans	1.62	1.63	(5.23)	4.87	(15.70)	6.49
	(ii) Tax effect on above	(0.47)	(0.48)	1.81	(1.42)	5.43	(2.25)
	(b) Items that will be reclassified to profit & Loss	-	-	-	-	-	-
	Total Other Comprehensive Income	**1.15**	**1.15**	**(3.42)**	**3.45**	**(10.27)**	**4.24**
9	**Total Comprehensive Income for the Period/Year (7+8)**	**60.31**	**533.07**	**220.34**	**919.90**	**374.42**	**696.17**
10	Paid-up Equity Share Capital (Face value of Rs. 5/- each)	3,410.38	3,410.38	3,410.38	3,410.38	3,410.38	3,410.38
11	Other Equity excluding Revaluation Reserve						3,480.76
12	Earning Per Share (In Rs.) (Face value of Rs. 5/- each)						
	Basic (*not annualised)	0.09*	0.78*	0.33*	1.34*	0.56*	1.01
	Diluted (*not annualised)	0.09*	0.78*	0.33*	1.34*	0.56*	1.01

GUJARAT BOROSIL LTD. MUMBAI

CHATURVEDI & SHAH LLP MUMBAI CHARTERED ACCOUNTANTS

Notes:-

1 The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 7th February, 2019. The Statutory Auditors of the Company have carried out a Limited Review of the above results.

2 The Board of Directors of the Company at its meeting held on 18th June, 2018 approved a Composite Scheme of Amalgamation and Arrangement which provides for: (a) Amalgamation of Vyline Glass Works Limited, Fennel Investment and Finance Private Limited and Gujarat Borosil Limited with Borosil Glass Works Limited ('BGWL') and (b) Demerger of the Scientific and Industrial products and Consumer products businesses into Borosil Limited (Formerly Hopewell Tableware Limited) - a wholly owned subsidiary of BGWL. The appointed date is 1st October, 2018. After having received Observation letter from BSE Limited, the said Scheme has been filed with National Company Law Tribunal, Mumbai Bench and is pending for its approval.

3 The Ministry of Corporate Affairs (MCA), on 28th March, 2018, notified Ind AS 115 "Revenue from Contracts with Customers" as part of the Companies (Indian Accounting Standards) Amendment Rules, 2018 and the same is effective for accounting periods beginning on or after 1st April, 2018. The Company has applied modified retrospective approach in adopting the new standard and accordingly, the revenue from operations for the quarter ended and nine months ended 31st December, 2018 is not comparable with pervious year/periods reported. The adoption of this standard did not have any material impact to the financial statements of the Company.

4 The figures for the corresponding previous period/year have been rearranged/regrouped wherever necessary, to make them comparable.

5 The company is engaged only in the business of manufacture of Flat Glass which is a single segment in terms of Indian Accounting Standard 'Operating Segments (Ind AS-108)'.

6 Revenue from Operations consists of:-

(Rs. in Lakhs)

Particulars		**Quarter Ended**			**Nine Months Ended**		**Year Ended**
		31.12.2018	**30.09.2018**	**31.12.2017**	**31.12.2018**	**31.12.2017**	**31.03.2018**
(a)	Within India	3,506.88	4,534.54	4,282.13	12,100.76	11,586.04	16,349.10
(b)	Outside India	1,382.18	1,113.47	996.25	3,362.19	2,915.60	3,632.13
	Total	**4,889.06**	**5,648.01**	**5,278.38**	**15,462.95**	**14,501.64**	**19,981.23**

Place : Mumbai
Date : 7th February, 2019

Ramaswami Velayudhan Pillai
Whole-time Director
DIN: 00011024

GUJARAT BOROSIL LTD. MUMBAI

CHATURVEDI & SHAH LLP MUMBAI CHARTERED ACCOUNTANTS

CHATURVEDI & SHAH LLP
Chartered Accountants

INDEPENDENT AUDITOR'S REVIEW REPORT

To
The Board of Directors,
Gujarat Borosil Limited

1. We have reviewed the accompanying Statement of Unaudited Financial Results ("the statement") of **Gujarat Borosil Limited** ("the Company") for the quarter and nine months ended 31st December, 2018, attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 Dated 5th July, 2016. This statement is the responsibility of the Company's management and approved by the Board of Directors. Our responsibility is to issue a report on the statement based on our review.

2. We conducted our review of the statement in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the statement is free of material misstatement. A review is limited primarily to inquiries of company personnel and analytical procedures, applied to financial data and thus provides less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

3. Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying statement, prepared in accordance with the recognition and measurement principles laid down in the applicable Indian Accounting Standards ("IND AS") prescribed under section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other accounting practices and policies generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular No. CIR/CFD/FAC/62/2016 dated 5th July, 2016, including the manner in which it is to be disclosed, or that it contains any material misstatement.

For **CHATURVEDI & SHAH LLP**
Chartered Accountants
Firm Reg. No. 101720W / W100355

CHATURVEDI & SHAH LLP ★ MUMBAI ★ CHARTERED ACCOUNTANTS

R. KORIA
Partner
Membership No. 35629

Mumbai
Date: 7th February, 2019

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Other Offices: 44 - 46, 4th Floor, "C" Wing, Mittal Court, Nariman Point, Mumbai - 400 021, India. Tel.: +91 22 4510 9700 • Fax : +91 22 45109722.
URL : www.cas.ind.in
Branch : Bengaluru

GUJARAT BOROSIL LIMITED

Registered Office: 1101, Crescenzo, G-Block, Opp. MCA Club,
Bandra Kurla Complex, Bandra (East), Mumbai - 400051 , India
Ph: 022-67406300, Fax: 022-67406514, CIN: L26100MH1988PLC316817
Website: www.gujaratborosil.com, Email: gborosil@borosil.com

EXTRACT OF STATEMENT OF UNAUDITED FINANCIAL RESULTS FOR THE QUARTER AND NINE MONTHS ENDED 31ST DECEMBER, 2018

(Rs. In Lakhs except as stated)

Sl No.	Particulars	Quarter Ended 31.12.2018	Nine Months Ended 31.12.2018	Quarter Ended 31.12.2017
1	Total Income from operations	4,889.06	15,462.95	5,278.38
2	Net Profit for the period (before Tax and Exceptional items)	224.90	1,287.61	392.63
3	Net Profit for the period before tax (after Exceptional items)	224.90	1,287.61	392.63
4	Net Profit for the period after tax (after Exceptional items)	59.16	916.45	223.76
5	Total Comprehensive Income for the period [Comprising Profit for the period (after tax) and Other Comprehensive Income (after tax)]	60.31	919.90	220.34
6	Equity Share Capital	3,410.38	3,410.38	3,410.38
7	Other Equity excluding Revaluation Reserve	-	-	-
8	Earning Per Share (In Rs.) (Face Value of Rs. 5/- each)			
	Basic (Not annualised)*	0.09*	1.34*	0.33*
	Diluted (Not annualised)*	0.09*	1.34*	0.33*

Note:

a) The above is an extract of the detailed format of Financial Results for the quarter and nine months ended 31st December 2018, filed with the Stock Exchange on 7th February, 2019 under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the said quarterly Financial Results are available on the website of BSE Limited (www.bseindia.com) and on the Company's website (www.gujaratborosil.com).

b) The above results have been reviewed by the Audit Committee and approved by the Board of Directors at their meeting held on 7th February, 2019. The Statutory Auditors of the Company have carried out a Limited Review of the above results.

For Gujarat Borosil Limited

V Rama Swami

Ramaswami Velayudhan Pillai
Whole-time Director
DIN: 00011024

Place: Mumbai
Date: 7th February, 2019

GUJARAT BOROSIL LTD. MUMBAI

GUJARAT BOROSIL LIMITED
BALANCE SHEET AS AT 31ST DECEMBER, 2018

PROVISIONAL

(Rs. in Lakhs)

Particulars	Note No.	As at 31st December, 2018	As at 31st March, 2018
I. ASSETS			
1 Non-Current Assets			
(a) Property, Plant and Equipment	5	11,835.81	12,582.90
(b) Capital Work-in-Progress	5	2,202.42	125.29
(c) Intangible Assets	6	42.26	50.29
(d) Intangible Assets under Development	6	2.97	-
(e) Financial Assets			
(i) Others	7	123.46	115.54
(f) Non-Current Tax Assets (Net)		102.04	0.23
(g) Other Non-Current Assets	8	5,301.71	1,440.50
		19,610.67	**14,314.75**
2 Current Assets			
(a) Inventories	9	4,900.56	2,327.84
(b) Financial Assets			
(i) Investments	10	9,712.48	3,053.89
(ii) Trade Receivables	11	1,936.48	2,445.22
(iii) Cash and Cash Equivalents	12	133.40	52.38
(iv) Bank Balances other than (iii) above	13	525.21	112.56
(v) Loans	14	19.44	7.25
(vi) Others	15	26.70	18.85
(c) Current Tax Assets (Net)		48.96	49.09
(d) Other Current Assets	16	561.04	351.40
		17,864.27	**8,418.48**
TOTAL ASSETS		**37,474.94**	**22,733.23**
II. EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share Capital	17	3,410.38	3,410.38
(b) Other Equity	18	4,285.59	3,480.76
		7,695.97	**6,891.14**
LIABILITIES			
1 Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	19	24,021.82	-
(b) Provisions	20	100.46	91.11
(c) Deferred Tax Liabilities (Net)	21	1,302.87	1,847.74
		25,425.15	**1,938.85**
2 Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	22	1,379.88	995.47
(ii) Trade Payables	23		
- Total outstanding due of mirco enterprises and small enterprises		-	-
- Total outstanding due of creditors other than mirco enterprises and small enterprises		1,244.21	1,101.48
(iii) Other Financial Liabilities	24	1,394.65	11,365.14
(b) Other Current Liabilities	25	308.64	422.35
(c) Provisions	26	26.44	18.80
		4,353.82	**13,903.24**
TOTAL EQUITY AND LIABILITIES		**37,474.94**	**22,733.23**
Significant accounting policies and notes to the financial statements	1 to 35		

For and on behalf of the Board of Directors

GUJARAT BOROSIL LTD. MUMBAI

SkRoongta
Sunil Kumar Roongta
Chief Financial Officer

Kishor Talreja
Company Secretary
Membership No. F7064

Ramaswami Velayudhan Pillai
Whole-time Director
DIN-00011024

Place : Mumbai
Date : 7th February, 2019

GUJARAT BOROSIL LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST DECEMBER, 2018

(Rs. in Lakhs)

Particulars	Note No.	For the Period Ended 31st December, 2018	For the Year Ended 31st March, 2018
I. Revenue From Operations	27	15,462.95	19,981.23
Other Income	28	239.69	350.49
Total Income		**15,702.64**	**20,331.72**
II. Expenses:			
Cost of Materials Consumed		4,938.81	4,449.74
Purchase of Stock-in-Trade		16.81	-
Changes in Inventories of Finished Goods and Work-in-Progress	29	(1,751.91)	784.74
Excise Duty Expenses		-	175.37
Employee Benefits Expense	30	1,918.12	2,374.16
Finance Costs	31	1,002.65	1,376.91
Depreciation and Amortization Expense	32	1,347.26	1,667.54
Other Expenses	33	6,943.29	8,639.77
Total Expenses		**14,415.03**	**19,468.23**
III. Profit Before Exceptional Items and Tax (I - II)		**1,287.61**	**863.49**
IV. Exceptional Items	34	-	195.37
V. Profit Before Tax (III - IV)		**1,287.61**	**668.12**
VI. Tax Expense:	21		
(1) Current Tax		870.19	31.29
(2) Deferred Tax		(499.03)	(55.10)
VII. Profit For The Period (V-VI)		**916.45**	**691.93**
VIII. Other Comprehensive Income			
A i) Items that will not be reclassified to profit or loss:			
Re-measurement gains / (losses) on defined benefit plans		4.87	6.49
ii) Income tax relating to Items that will not be reclassified to profit or loss		(1.42)	(2.25)
B i) Items that will be reclassified to profit or loss:		-	-
ii) Income tax relating to Items that will be reclassified to profit or loss		-	-
Total Other Comprehensive Income		**3.45**	**4.24**
IX. Total Comprehensive Income for the period (VII + VIII)		**919.90**	**696.17**
X. Earnings per Equity Share of Rs. 5 each (Basic and Diluted)	35	**1.34**	**1.01**
Significant accounting policies and notes to the financial statements	1 to 35		

For and on behalf of the Board of Directors

Sunil Kumar Roongta
Chief Financial Officer

Kishor Talreja
Company Secretary
Membership No. F7064

Ramaswami Velayudhan Pillai
Whole-time Director
DIN-00011024

Place : Mumbai
Date : 7th February, 2019

GUJARAT BOROSIL LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31st December, 2018

A. Equity Share Capital (Rs. in Lakhs)

Particulars	Balance as at 1st April, 2017	Changes during 2017-18	Balance as at 31st March, 2018	Changes during 2018-19	Balance as at 31st, December, 2018
Equity Share Capital	3,410.38	-	3,410.38	-	3,410.38

B. Other Equity (Rs. in Lakhs)

Particulars	Equity Component of Preference shares issued (Net of Tax)	Reserves and Surplus				Items of Other Comprehensive Income	Total Other Equity
		Capital Reserve	Securities Premium	Surplus arising on giving effect to BIFR Order	Retained Earnings	Remeasurements of defined benefit plans	
Balance as at 1st April, 2017	**2,504.31**	**32.02**	**57.71**	**1,996.41**	**(1,780.62)**	**(25.24)**	**2,784.59**
Total Comprehensive Income for the year	-	-	-	-	691.93	4.24	696.17
Balance as at 31st March, 2018	**2,504.31**	**32.02**	**57.71**	**1,996.41**	**(1,088.69)**	**(21.00)**	**3,480.76**
Transitional impact of Ind AS 115 (net of Tax)	-	-	-	-	(115.07)	-	**(115.07)**
Total Comprehensive Income for the period	-	-	-	-	916.45	3.45	**919.90**
Balance as at 31st December, 2018	**2,504.31**	**32.02**	**57.71**	**1,996.41**	**(287.31)**	**(17.55)**	**4,285.59**

For and on behalf of the Board of Directors

Sk Roongta

Sunil Kumar Roongta
Chief Financial Officer

Kishor Talreja
Company Secretary
Membership No. F7064

V Rama Swami

Ramaswami Velayudhan Pillai
Whole-time Director
DIN-00011024

GUJARAT BOROSIL LTD. MUMBAI

Place : Mumbai
Date : 7th February, 2019

Note - 6 Intangible Assets

(Rs. in Lakhs)

Particulars	Computer Software*	Intangible Assets under Development
Cost		
As at 1st April, 2017	26.94	16.62
Additions	39.95	22.33
Disposals / Transfer	-	38.95
As at 31st March, 2018	66.89	-
Additions	-	2.97
Disposals / Transfer	-	-
As at 31st December, 2018	**66.89**	**2.97**
Amortisation		
As at 1st April, 2017	7.59	
Amortisation charge for the Year	9.01	
As at 31st March, 2018	16.60	-
Amortisation charge for the period	8.03	
As at 31st December, 2018	**24.63**	**-**
Net Carrying Amount		
As at 31st March, 2018	50.29	-
As at 31st December, 2018	**42.26**	**2.97**

* Other than self generated

Note - 7 Non-Current Financial Assets - Others

(Rs. in Lakhs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Unsecured, Considered Good :		
Margin Money Deposits-Having maturity more than 12 months	69.51	63.07
Security Deposits with Government and Others	53.95	52.47
Total	**123.46**	**115.54**

Note - 8 Other Non-Current Assets

(Rs. in Lakhs)

Particulars		As at 31st December, 2018	As at 31st March, 2018
Unsecured, Considered Good:			
Capital Advances		4,870.87	460.40
MAT Credit Entitlement			
Opening balance	921.47		
Less: MAT credit utilization/reverse during the year	562.54	358.93	921.47
Prepaid Expenses		27.35	13.32
Amount paid under protest		44.56	45.31
Total		**5,301.71**	**1,440.50**

Note - 9 Inventories

(Rs. in Lakhs)

Particulars		As at 31st December, 2018		As at 31st March, 2018
Raw Materials		1,335.78		937.65
Work-in-Progress		573.15		186.33
Finished Goods				
Goods-in-Transit	743.49		7.59	
Others	1,160.25	1,903.74	96.22	103.81
Stores, Spares and Consumables		816.77		713.81
Packing Materials		150.48		169.97
Scrap(Cullet)		120.64		216.27
Total		**4,900.56**		**2,327.84**

Note - 10 Financial Assets - Current Investments

Particulars	As at 31st December, 2018 No of units	As at 31st March, 2018 No of units	Face Value (In Rs.)	As at 31st December, 2018 (Rs. in Lakhs)	As at 31st March, 2018 (Rs. in Lakhs)
Current Investments (carried at fair value through profit and loss)					
Mutual Funds:					
Unquoted Fully Paid Up					
a. ICICI Prudential Flexible Income Plan - Growth	-	552,795	100.00	-	1,842.56
b. ICICI Prudential Flexible Income Plan - Direct Growth	116,697	361,505	100.00	411.99	1,211.33
c. Aditya Birla Sun Life Liquid Fund - Growth-Direct Plan	1,212,711	-	100.00	3,578.05	-
d. HDFC Liquid Fund - Direct Plan - Growth Option	158,380	-	1,000.00	5,722.44	-
Total	**1,487,788**	**914,299.48**		**9,712.48**	**3,053.89**

Note - 11 Current Financial Assets - Trade Receivables

(Rs. in Lakhs)

Particulars	As at 31st December, 2018		As at 31st March, 2018	
Unsecured :				
Considered Good	1,936.48		2,445.22	
Considered Doubtful	13.05		23.61	
	1,949.53		2,468.83	
Less : Provision for Doubtful Debts	13.05	1,936.48	23.61	2,445.22
Total		**1,936.48**		**2,445.22**

Note - 12 Cash and Cash Equivalents

(Rs. in Lakhs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Balances with Banks in current accounts	121.81	36.24
Cash on Hand	11.59	16.14
Total	**133.40**	**52.38**

Note - 13 Bank Balances Other than Cash and Cash Equivalents

(Rs. in Lakhs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Earmarked Balances with bank :		
Fixed deposit with Banks - Pledged as Margin Money	525.21	112.56
Total	**525.21**	**112.56**

Note 14 Current Financial Assets - Loans

(Rs. in Lakhs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Unsecured, Considered Good :		
Loan to Employees	19.44	7.25
Total	**19.44**	**7.25**

Note - 15 Current Financial Assets - Others

(Rs. in Lakhs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Unsecured, Considered Good :		
Interest Receivables	17.12	14.03
Security Deposits	2.58	2.72
Others	7.00	2.10
Total	**26.70**	**18.85**

Note - 16 Other Current Assets

(Rs. in Lakhs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Unsecured, Considered Good :		
Export Incentives Receivable	76.45	79.94
Advances against supplies	267.36	148.20
Balance with Government Authorities	28.01	20.21
Prepaid Expenses	113.79	55.31
Others	75.43	47.74
Total	**561.04**	**351.40**

16.1 Others Includes mainly VAT Refund and other receivables.

Note - 17 Equity Share Capital

(Rs. in Lakhs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Authorised		
12,00,00,000 (Previous Year :- 12,00,00,000) Equity Shares of Rs. 5/- each	6,000.00	6,000.00
Preference Share Capital		
90,00,000 - 9% Non-Cumulative Non Convertible Redeemable Preference Shares of Rs. 100/- each (Previous Year :- 90,00,000)	9,000.00	9,000.00
Total	**15,000.00**	**15,000.00**
Issued, Subscribed & Fully paid-up		
6,82,07,500 (Previous Year :- 6,82,07,500) Equity Shares of Rs. 5/- each fully paid up	3,410.38	3,410.38
Total	**3,410.38**	**3,410.38**

Note - 18 Other Equity

(Rs. in Lakhs)

Particulars	As at 31st December, 2018		As at 31st March, 2018	
Equity Component of Preference shares issued (Net of Tax)				
Balance as per last Balance Sheet		2,504.31		2,504.31
Capital Reserve				
Balance as per last Balance Sheet		32.02		32.02
Securities Premium Reserve				
Balance as per last Balance Sheet		57.71		57.71
Surplus arising on giving effect to BIFR Order				
Balance as per last Balance Sheet		1,996.41		1,996.41
Retained Earnings				
Balance as per last Balance Sheet	(1,088.69)		(1,780.62)	
Transitional impact of Ind AS 115 (net of Tax)	(115.07)		-	
Add: Profit for the period	916.45	(287.31)	691.93	(1,088.69)
Other Comprehensive Income (OCI)				
Balance as per last Balance Sheet	(21.00)		(25.24)	
Add: Movement in OCI (Net) during the period	3.45	(17.55)	4.24	(21.00)
		4,285.59		**3,480.76**

Note - 19 Non Current Financial Liabilities - Borrowings

(Rs. in Lakhs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Unsecured		
Liability component of compound financial instrument		
90,00,000 - 9% Non-Cumulative Non Convertible Redeemable Preference Share of Rs. 100 each	11,521.82	-
Loans from related parties	12,500.00	-
Total	**24,021.82**	**-**

Note - 20 Non Current Financial Liabilities - Provisions

(Rs. in Lakhs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Provisions for Employee Benefits		
Leave Encashment	100.46	91.11
Total	**100.46**	**91.11**

Note - 21 Income Tax

21.1 Current Tax :-

(Rs. in Lakhs)

Particulars	For the Period Ended 31st December, 2018	For the Year Ended 31st March, 2018
Current Tax for the year	780.90	235.03
Income tax for the earlier year	89.29	109.14
MAT credit entitlement	-	(312.88)
Total Current Tax	**870.19**	**31.29**

21.2 The major components of Tax Expense for the period/year ended 31st December, 2018 and 31st March, 2018 are as follows:

(Rs. in Lakhs)

Particulars	For the Period Ended 31st December, 2018	For the Year Ended 31st March, 2018
Recognised in Statement of Profit and Loss:		
Current Tax (Refer note no. 22.1)	870.19	31.29
Deferred Tax:-Relating to origination and reversal of temporary differences	(499.03)	(55.10)
Total Tax Expenses	**371.16**	**(23.81)**

21.3 Deferred tax relates to the following:

(Rs. in Lakhs)

Particulars	Balance Sheet		Statement of profit and loss	
	As at 31st December, 2018	As at 31st March, 2018	As at 31st December, 2018	As at 31st March, 2018
Property, Plant and Equipment, Intangible Assets and Assets Held for Sale	1,309.87	1,556.52	(246.65)	(224.75)
Financial Instruments-Assets	56.20	9.39	46.81	9.39
Provision for doubtful debts/Ind AS 115 impact	(287.92)	(6.88)	(281.04)	(2.36)
Inventories	211.49	(5.01)	216.50	0.95
Disallowance Under the Income Tax Act, 1961	(54.49)	(51.23)	(3.26)	(4.62)
Non-Cumulative Non Convertible Redeemable Preference Share	78.35	365.62	(287.27)	(474.03)
Financial Instruments-Liabilities	(10.63)	(20.67)	10.04	50.15
Unabsorbed depreciation utilised	-	-	-	592.42
Deferred Tax Liabilities / (Assets)	**1,302.87**	**1,847.74**	**(544.87)**	**(52.85)**
Transitional impact of Ind AS 115 adjusted against Retained Earning	-	-	(47.26)	-
	1,302.87	**1,847.74**	**(497.61)**	**(52.85)**

Note - 22 Current Financial Liabilities - Borrowings

(Rs. in Lakhs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Secured Loan from Bank		
Buyer's Credit	576.73	947.31
Working Capital Facility	803.15	48.16
Total	**1,379.88**	**995.47**

Note - 23 Current Financial Liabilities - Trade Payables

(Rs. in Lakhs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Micro, Small and Medium Enterprises	-	-
Others	1,244.21	1,101.48
Total	**1,244.21**	**1,101.48**

Note - 24 Current Financial Liabilities - Others

(Rs. in Lakhs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
-Liability component of compound financial instrument		
90,00,000 - 9% Non-Cumulative Non Convertible Redeemable Preference Share	-	10,535.30
Interest Accrued but not Due on Borrowing	355.14	0.66
Creditors for Capital Goods	331.54	346.25
Security Deposits	52.05	52.06
Other Payables	655.92	430.87
Total	**1,394.65**	**11,365.14**

Note - 25 Other Current Liabilities

(Rs. in Lakhs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Advance from Customers	267.89	153.54
Statutory liabilities	40.75	228.84
Export Obligation Liability	-	39.97
Total	**308.64**	**422.35**

Note - 26 Current Provisions

(Rs. in Lakhs)

Particulars	As at 31st December, 2018	As at 31st March, 2018
Provisions for Employee Benefits		
Gratuity (Funded)	19.83	12.81
Leave Encashment	6.61	5.99
Total	**26.44**	**18.80**

KEYNOTE

Date: 29th June 2018

The Board of Directors
Vyline Glass Works Limited
107, Famous Cine Studio Building,
20, Dr. E. Moses Road,
Mahalaxmi, Mumbai - 400 011
Maharashtra, India

Dear Sir/Madam,

Ref: Abridged Prospectus of Vyline Glass Works Limited

Subject: Due Diligence Certificate for the Abridged Prospectus of Vyline Glass Works Limited

Composite Scheme of Amalgamation and Arrangement under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 amongst Vyline Glass Works Ltd ("VGWL"), Fennel Investment and Finance Private Limited ("FIFPL"), Gujarat Borosil Limited (GBL), Borosil Glass Works Limited ("BGWL") and Hopewell Tableware Private Limited ("HTPL") and their respective shareholders in terms of requirement specified in SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular").

This is with reference to our engagement with VGWL for *inter-alia* certifying the accuracy and adequacy of disclosures pertaining to VGWL made in the abridged prospectus dated 29th June 2018, prepared by the Company to be sent to the shareholders and creditors (both secured as well as unsecured) of VGWL, pursuant to the Scheme.

We, as SEBI registered Merchant Banker(s) state and confirm as follows in respect of above proposed Scheme:

(1) We have examined various documents including those relating to outstanding litigation, claims and regulatory actions and other material in connection with the finalization of the Abridged Prospectus as mentioned above;

(2) On the basis of such examination and the discussions with VGWL, its directors and other officers, other agencies, and independent verification of the statements concerning the objects of the Composite Scheme and the contents of the documents and other papers furnished by VGWL, WE CONFIRM that:

   (a) the Abridged Prospectus filed with the Board is in conformity with the documents, materials and papers relevant to the Composite Scheme;

   (b) all the legal requirements relating to the Composite Scheme as also the regulations guidelines, instructions, etc. framed/issued by the Board, the Central Government and any other competent authority in this behalf have been duly complied with; and

Keynote Corporate Services Limited
The Ruby, 9th Floor, Senapati Bapat Marg, Dadar (West), Mumbai - 400028
Tel.: 91 22 3026 6000 • Fax: 91 22 3026 6088 Email: info@keynoteindia.net • Website: www.keynoteindia.net
CIN-L67120MH1993PLC072407

(c) the disclosures made in the Abridged Prospectus are true, fair and adequate to enable the investors to make a well informed decision as to the proposed Composite Scheme and such disclosures are in accordance with the requirements of the Companies Act, 2013, Securities and Exchange Board of India (the "SEBI") Circular Number CFD/DIL3/CIR/2017/21 dated March 10, 2017, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable provisions / legal requirements.

The above confirmation is based on the information furnished and explanations provided to us by the management of VGWL assuming the same is complete and accurate in all material aspects on an as is basis. We have relied upon financials, information and representations furnished to us on an as is basis and have not carried out an audit of such information. Our scope of work does not constitute an audit of financial information and accordingly we are unable to and do not express an opinion on the fairness of any such financial information referred to in the Abridged Prospectus. This certificate is based on the information as at June 29th, 2018. This certificate is a specific purpose certificate issued in terms of the SEBI Circular and hence, it should not be used for any other purpose or transaction. The certificate is not, nor should it be construed to be, a certification of compliance of the Composite Scheme with the provisions of the applicable Law including company, taxation and securities markets related laws or as regards to any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all as to the Company's underlying decision to effect the Composite Scheme or as to how the holders of equity shares are secured or unsecured creditors of Company should vote at their respective meetings held in connection with the Proposed Composite Scheme. We do not express and should not be deemed to have expressed any views on any other terms of the Scheme or its success. We also express no opinion, and accordingly, accept no responsibility for or as to the price at which the equity shares of Company will trade following the Composite Scheme or as to the financial performance of VGWL following the consummation of the Composite Scheme. We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/ investors should buy, sell or hold any stake in the Company or any of its related parties (holding company/ subsidiaries/ associates etc.)

For **Keynote Corporate Services Limited**

Name: Mr. Uday Patil
Designation: Director – Investment Banking
SEBI Registration Number: INM000003606

Keynote Corporate Services Limited
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CIN-L67120MH1993PLC072407

KEYNOTE

Date: 29th June 2018

The Board of Directors
Fennel Investment and Finance Private Limited
1101, Crescenzo, G-Block,
Opp. MCA Club, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
Maharashtra, India

Dear Sir/Madam,

Ref: Abridged Prospectus of Fennel Investment and Finance Private Limited

Subject: Due Diligence Certificate for the Abridged Prospectus of Fennel Investment and Finance Private Limited

Composite Scheme of Amalgamation and Arrangement under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 amongst Vyline Glass Works Ltd ("VGWL"), Fennel Investment and Finance Private Limited ("FIFPL"), Gujarat Borosil Limited (GBL), Borosil Glass Works Limited ("BGWL") and Hopewell Tableware Private Limited ("HTPL") and their respective shareholders in terms of requirement specified in SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular").

This is with reference to our engagement with FIFPL for *inter-alia* certifying the accuracy and adequacy of disclosures pertaining to FIFPL made in the abridged prospectus dated 29th June 2018, prepared by the Company to be sent to the shareholders and creditors (both secured as well as unsecured) of FIFPL, pursuant to the Composite Scheme.

We, as SEBI registered Merchant Banker(s) state and confirm as follows in respect of above proposed Scheme:

(1) We have examined various documents including those relating to outstanding litigation, claims and regulatory actions and other material in connection with the finalization of the Abridged Prospectus as mentioned above;

(2) On the basis of such examination and the discussions with FIFPL, its directors and other officers, other agencies, and independent verification of the statements concerning the objects of the Composite Scheme and the contents of the documents and other papers furnished by FIFPL, WE CONFIRM that:

  (a) the Abridged Prospectus filed with the Board is in conformity with the documents, materials and papers relevant to the Composite Scheme;

  (b) all the legal requirements relating to the Composite Scheme as also the regulations guidelines, instructions, etc. framed/issued by the Board, the Central Government and any other competent authority in this behalf have been duly complied with; and

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CIN-L67120MH1993PLC072407

(c) the disclosures made in the Abridged Prospectus are true, fair and adequate to enable the investors to make a well informed decision as to the proposed Composite Scheme and such disclosures are in accordance with the requirements of the Companies Act, 2013, Securities and Exchange Board of India (the "SEBI") Circular Number CFD/DIL3/CIR/2017/21 dated March 10, 2017, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable provisions / legal requirements.

The above confirmation is based on the information furnished and explanations provided to us by the management of FIFPL assuming the same is complete and accurate in all material aspects on an as is basis. We have relied upon financials, information and representations furnished to us on an as is basis and have not carried out an audit of such information. Our scope of work does not constitute an audit of financial information and accordingly we are unable to and do not express an opinion on the fairness of any such financial information referred to in the Abridged Prospectus. This certificate is based on the information as at June 29th, 2018. This certificate is a specific purpose certificate issued in terms of the SEBI Circular and hence, it should not be used for any other purpose or transaction. The certificate is not, nor should it be construed to be, a certification of compliance of the Composite Scheme with the provisions of the applicable Law including company, taxation and securities markets related laws or as regards to any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all as to the Company's underlying decision to effect the Composite Scheme or as to how the holders of equity shares are secured or unsecured creditors of Company should vote at their respective meetings held in connection with the Proposed Composite Scheme. We do not express and should not be deemed to have expressed any views on any other terms of the Scheme or its success. We also express no opinion, and accordingly, accept no responsibility for or as to the price at which the equity shares of Company will trade following the Composite Scheme or as to the financial performance of FIFPL following the consummation of the Composite Scheme. We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/ investors should buy, sell or hold any stake in the Company or any of its related parties (holding company/ subsidiaries/ associates etc.)

For **Keynote Corporate Services Limited**

KEYNOTE CORPORATE SERVICES LTD. ★ MUMBAI

Name: Mr. Uday Patil
Designation: Director – Investment Banking
SEBI Registration Number: INM000003606

Keynote Corporate Services Limited
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CIN-L67120MH1993PLC072407

Private and Confidential

KEYNOTE

Date: 29th June 2018

The Board of Directors
Hopewell Tableware Private Limited
1101, Crescenzo, G-Block,
Opp. MCA Club, Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
Maharashtra, India

Dear Sir/Madam,

Ref: Abridged Prospectus of Hopewell Tableware Private Limited

Subject: Due Diligence Certificate for the Abridged Prospectus of Hopewell Tableware Private Limited

Composite Scheme of Amalgamation and Arrangement under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 amongst Vyline Glass Works Ltd ("VGWL"), Fennel Investment and Finance Private Limited ("FIFPL"), Gujarat Borosil Limited (GBL), Borosil Glass Works Limited ("BGWL") and Hopewell Tableware Private Limited ("HTPL") and their respective shareholders in terms of requirement specified in SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ("SEBI Circular").

This is with reference to our engagement with HTPL for *inter-alia* certifying the accuracy and adequacy of disclosures pertaining to HTPL made in the abridged prospectus dated 29th June 2018, prepared by the Company to be sent to the shareholders and creditors (both secured as well as unsecured) of the Company pursuant to the Composite Scheme.

We, as SEBI registered Merchant Banker(s) state and confirm as follows in respect of above proposed Composite Scheme:

(1) We have examined various documents including those relating to outstanding litigation, claims and regulatory actions and other material in connection with the finalization of the Abridged Prospectus as mentioned above;

(2) On the basis of such examination and the discussions with HTPL, its directors and other officers, other agencies, and independent verification of the statements concerning the objects of the Scheme and the contents of the documents and other papers furnished by HTPL, WE CONFIRM that:

(a) the Abridged Prospectus filed with the Board is in conformity with the documents, materials and papers relevant to the Composite Scheme;

(b) all the legal requirements relating to the Composite Scheme as also the regulations guidelines, instructions, etc. framed/issued by the Board, the Central Government and any other competent authority in this behalf have been duly complied with; and

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CIN-L67120MH1993PLC072407

(c) the disclosures made in the Abridged Prospectus are true, fair and adequate to enable the investors to make a well informed decision as to the proposed Scheme and such disclosures are in accordance with the requirements of the Companies Act, 2013, Securities and Exchange Board of India (the "SEBI") Circular Number CFD/DIL3/CIR/2017/21 dated March 10, 2017, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and other applicable provisions / legal requirements.

The above confirmation is based on the information furnished and explanations provided to us by the management of HTPL assuming the same is complete and accurate in all material aspects on an as is basis. We have relied upon financials, information and representations furnished to us on an as is basis and have not carried out an audit of such information. Our scope of work does not constitute an audit of financial information and accordingly we are unable to and do not express an opinion on the fairness of any such financial information referred to in the Abridged Prospectus. This certificate is based on the information as at June 29th, 2018. This certificate is a specific purpose certificate issued in terms of the SEBI Circular and hence, it should not be used for any other purpose or transaction. The certificate is not, nor should it be construed to be, a certification of compliance of the Composite Scheme with the provisions of the applicable Law including company, taxation and securities markets related laws or as regards to any legal implications or issues arising thereon, except for the purpose expressly mentioned herein.

We express no opinion whatsoever and make no recommendation at all as to the Company's underlying decision to effect the Composite Scheme or as to how the holders of equity shares are secured or unsecured creditors of Company should vote at their respective meetings held in connection with the Proposed Composite Scheme. We do not express and should not be deemed to have expressed any views on any other terms of the Scheme or its success. We also express no opinion, and accordingly, accept no responsibility for or as to the price at which the equity shares of Company will trade following the Composite Scheme or as to the financial performance of HTPL following the consummation of the Composite Scheme. We express no opinion whatsoever and make no recommendations at all (and accordingly take no responsibility) as to whether shareholders/ investors should buy, sell or hold any stake in the Company or any of its related parties (holding company/ subsidiaries/ associates etc.)

For **Keynote Corporate Services Limited**

KEYNOTE CORPORATE SERVICES LTD. MUMBAI

Name: Mr. Uday Patil
Designation: Director – Investment Banking
SEBI Registration Number: INM000003606

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CIN-L67120MH1993PLC072407

PROXY FORM

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

Borosil Glass Works Limited

CIN: L99999MH1962PLC012538

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

Tel. No. (022) 67406300 **Fax No.** (022) 67406514 **Website:** www.borosil.com **Email:** borosil@borosil.com

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH
COMPANY SCHEME APPLICATION NO 1524 OF 2018

In the matter of Companies Act, 2013;

AND

In the matter of Sections 230 to 232 of the Companies Act, 2013 and other applicable Provisions of the Companies Act, 2013;

AND

In the matter of Composite Scheme of Amalgamation and Arrangement amongst Vyline Glass Works Limited ('the Transferor Company 1' or 'VGWL'), Fennel Investment and Finance Private Limited ('the Transferor Company 2' or 'FIFPL') and Gujarat Borosil Limited ('the Transferor Company 3' or 'GBL') and Borosil Glass Works Limited ('the Transferee Company' or 'the Demerged Company' or 'BGWL') and Borosil Limited ('the Resulting Company' or 'BL') and their respective shareholders

AND

BOROSIL GLASS WORKS LIMITED .... **Applicant Company**

Name of the Member(s): ____________________

Registered address: ____________________

E-mail ID: ____________________ Folio No. /*Client ID: ____________ *DP ID: ____________

I / We being the member(s) of ____________shares of Borosil Glass Works Limited, hereby appoint -

1) Name ____________________

Address ____________________

Email id ____________ Signature: ____________ Or failing him/ her ____________

2) Name ____________________

Address ____________________

Email id ____________ Signature: ____________ Or failing him/ her ____________

3) Name ____________________

Address ____________________

Email id ____________ Signature: ____________

as my / our proxy and whose signature(s) are appended above to attend and vote (on Poll) for me/ us and on my/ our behalf at the Meeting of the Company to be held on Textiles Committee Auditorium, Textiles Committee Building, P. Balu Road, Near Tata Press, Prabhadevi Chowk, Mumbai – 400 025 on Tuesday, May 14, 2019 at 01:30 p.m. and at any adjournment or adjournments thereof in respect of such resolutions and in such manner as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Sr. No.	**Resolution**	**For**	**Against**
1	Approval of Composite Scheme of Amalgamation and Arrangement amongst Vyline Glass Works Limited and Fennel Investment and Finance Private Limited and Gujarat Borosil Limited and Borosil Glass Works Limited and Borosil Limited and their respective shareholders (the "Scheme")		

* Applicable for investors holding shares in electronic form.

Signed this ____________ day of __________ 2019.

Signature of Shareholder ____

Signature of Proxy holder(s) ____

(Signature across the stamp)

Please affix Revenue Stamp of ₹ 1

NOTES:

1. This form in order to be effective should be duly completed and deposited at the Registered Office of the Company at *1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra,* not less than 48 hours before the commencement of the Meeting.
2. Please affix revenue stamp before putting signature.
3. Alterations, if any, made in the Form of Proxy should be initialed.
4. In case of multiple proxies, the proxy later in time shall be accepted.
5. Proxy need not be the shareholder of the Company.
6. Body Corporate and FPI/FII Equity Shareholder(s) would be required to deposit certified copies of Board/ Custodial Resolutions/Power of Attorney in original, as the case may be, authorizing the individuals named therein, to attend and vote at the meeting on its behalf. These documents must be deposited at the Registered Office of Company at *1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra* at least 48 hours before the time of holding the meeting.

**7. This is only optional, please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

8. In case of joint holders, the signature of any one holder will be sufficient, full name of all the joint holders should be stated.

Borosil Glass Works Limited

(**CIN:** L99999MH1962PLC012538)
Registered office: 1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai – 400 051, Maharashtra, **Tel.** No. +91 22 6740 6300, **Fax No.** +91 22 6740 6514
Website: www.borosil.com **Email:** borosil@borosil.com

ATTENDANCE SLIP

MEETING OF THE EQUITY SHAREHOLDERS ON TUESDAY, MAY 14, 2019 AT 01:30 P.M.

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Name of shareholder	
Address	
Folio No. / DP ID No. #	
Client ID No. #	
No. of Equity Shares held	
Name of the Proxy holders / Authorised Representative*	

#Applicable for shareholders holding shares in dematerialized form
* To be filled in by the Proxy in case he/she attends instead of the equity shareholder

I/We hereby record my/our presence at the NCLT Convened Meeting of the Equity Shareholders of Borosil Glass Works Limited, the Applicant Company, convened at Textiles Committee Auditorium, Textiles Committee Building, P. Balu Road, Near Tata Press, Prabhadevi Chowk, Mumbai – 400 025 on Tuesday, May 14, 2019 at 01:30 p.m. pursuant to the Order dated March 29, 2019 of the Hon'ble Tribunal.

Signature of Member / Proxy / Authorised Representative

NOTE:

1) Shareholders attending the meeting in person or by proxy or through authorised representative are requested to complete and bring the attendance slip with them and hand it over at the entrance of the meeting hall.
2) Shareholder/proxy holder who desire to attend the meeting should bring his / her copy of the Notice for reference at the meeting.
3) Members are informed that no duplicate slips will be issued at the venue of the meeting and they are requested to bring this slip for the meeting.

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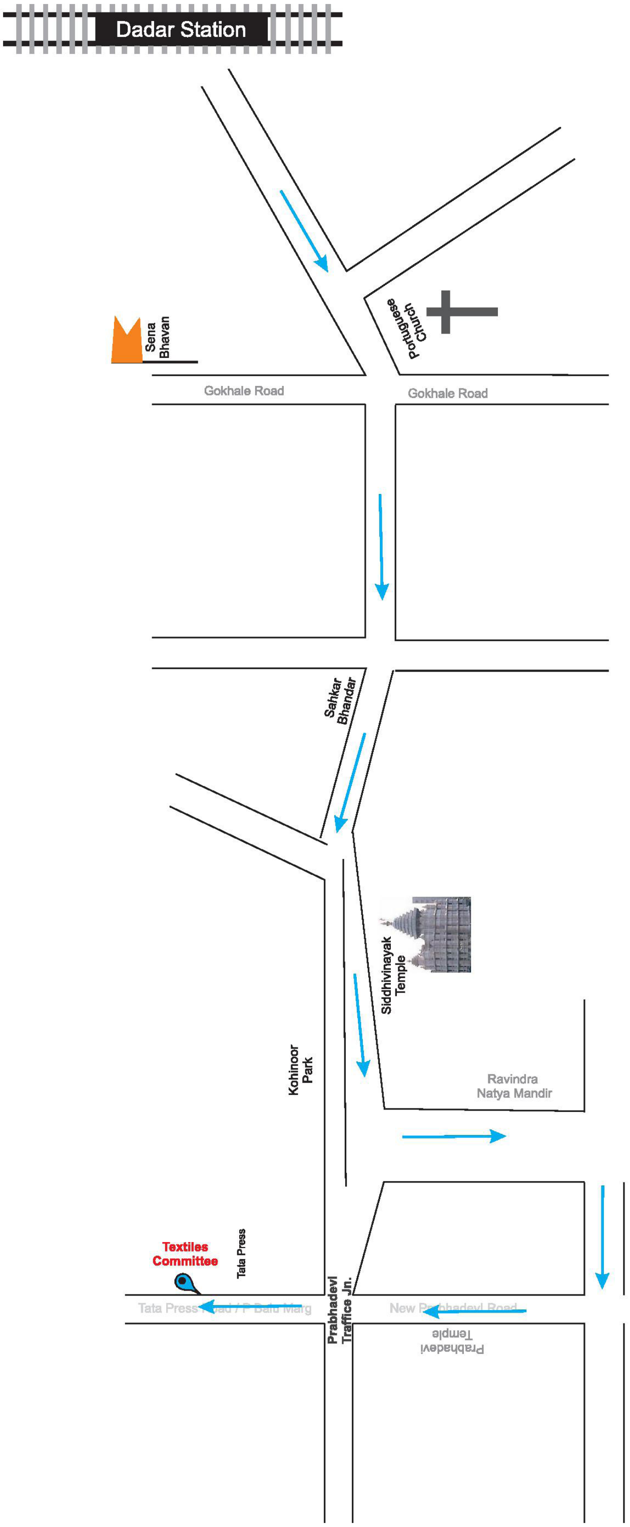
ROUTE MAP TO THE MEETING VENUE



If, undelivered return to:
BOROSIL GLASS WORKS LIMITED
Registered Office:
1101, Crescenzo, G-Block,
Opp. MCA Club, Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051