



**SWISS
GLASCOAT**
EQUIPMENTS.LIMITED



ANNUAL
REPORT

2018-19



Corporate Identity Number (CIN)

L26100GJ1991PLC016173

Board of Directors

Mr. Himanshu Patel	Chairperson and Managing Director
Mr. Aalap Patel	Executive Director (Technical)
Mr. Sudarshan Amin	Non-Executive Director
Mr. Nilesh Patel	Non-Executive Director
Mr. Harsh Patel	Non-Executive Director
Ms. Vijayanti Punjabi	Independent Director
Mr. Mahesh Kabutarwala	Independent Director (resigned w.e.f. 10.05.2019)
Mr. Yatish Parekh	Independent Director
Mr. Sandeep Randery	Independent Director
Mr. Jayesh Shah	Additional Director (Independent) (appointed w.e.f. 03.11.2018)

Company Secretary & Compliance Officer

Ms. Dhvani Shah

Chief Financial Officer

Mr. Bipin Thakkar (01.04.2018 to 03.08.2018)
Mr. Mahesh Bhavne (01.09.2018 to 09.03.2019)

Statutory Auditors

M/s. M. M. Nissim & Co.
Mumbai

Internal Auditor

CNK & Associates LLP, Chartered Accountants
Vadodara

Bankers

State Bank of India

Secretarial Auditor

D. G. Bhimani & Associates
Anand

Registered Office

H – 106, Phase – IV, G.I.D.C. Estate,
Vitthal Udyognagar – 388121.
Dist. Anand, Gujarat

Registrar & Share Transfer Agent

Link Intime India Pvt Limited
B-102 & 103, Shangrila Complex, First Floor,
Opp. HDFC Bank, Nr. Radhakrishna Char Rasta,
Akota, Vadodara - 390 020



NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of SWISS GLASCOAT EQUIPMENTS LIMITED will be held on 27th day of July, 2019 at 12.00 p.m. at the Registered Office of the Company situated at H-106, G.I.D.C. Estate, Vitthal Udyognagar - 388 121 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss Account and Cash Flow Statement for the year ended on that date, together with the Reports of the Board and Auditors thereon.
2. To appoint Director in place of Mr. Harsh Patel (DIN 00141863), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

3. Limits of Borrowing u/s Section 180(1)(c) of the Companies Act, 2013

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

"RESOLVED THAT-

- (i) in supersession of the earlier resolution passed under Section 180(1)(c) of the Companies Act, 2013 at the 23rd Annual General Meeting of the Members of the Company held on 11th September, 2014, subject to the provisions of Section 180(1)(c), 180(2) and other applicable provisions and Rules, if any, of the Companies Act, 2013 (including any amendments/ enactments/ re-enactments thereof), the consent of the Members of the Company be and is hereby accorded to the Board of Directors to borrow from time to time such sum or sums of money, with or without security, as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed, together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained or to be obtained from company's bankers in the ordinary course of business) and remaining outstanding at any point of time, may exceed the aggregate of the paid-up share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose; provided that the total outstanding amount borrowed shall not at any time exceed the limit of Rs. 150 crores (Rupees One Hundred Fifty Crore) (both funded and non-funded) at any given point of time over and above the aggregate of the paid-up capital and free reserves of the Company;
 - (ii) the Board of Directors is authorised to take such actions and steps, including delegation of authority, as may be necessary and to settle all matters arising out of and incidental thereto, and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may necessary, proper, expedient or incidental for giving effect to this Resolution."
4. Appointment of Mr. Jayesh Shah (DIN 03570056) as the Independent Director of the Company

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

"RESOLVED THAT-

- (i) pursuant to the provisions of Sections 149, 152, 160 and any other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Regulations 17 and 25 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Members of the Company hereby accept the recommendation of the Board of Directors of the Company and give consent for appointment of Mr. Jayesh Shah (DIN 03570056), who was appointed as an Additional Director (Independent) of the Company on 3rd November, 2018 pursuant to Section 161 of the Companies Act, 2013 and who holds office up to this Annual General Meeting, as an Independent Director of the Company, not liable to retire by rotation, and to hold the office for a term upto five consecutive years commencing from the date of this 28th Annual General Meeting;
 - (ii) the Board of Directors is authorised to take such steps and to do all such acts, deeds, matters and things as may necessary, proper, expedient or incidental for giving effect to this Resolution."
5. Acceptance of Deposits from Members under Section 73 of the Companies Act, 2013

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

"RESOLVED THAT-

- (i) pursuant to the provisions of Section 73 of the Companies Act, 2013 read with the provisions of the Companies (Acceptance of Deposits) Rules, 2014, and other applicable provisions, if any, and subject to such conditions and approval and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to invite /accept /renew /receive money by way of unsecured / secured, or in any other form, deposits from the Members of the Company, through circular, advertisement or any other permissible mode, up to the permissible limits prescribed under the applicable provisions of law and on the terms and conditions as the Board of Directors may in its sole discretion deem fit and necessary;



- (ii) for the purpose of giving effect to this Resolution, Mr. Himanshu Patel, Chairperson and Managing Director and/ or Mr. Aalap Patel, Executive Director (Technical) are hereby severally authorized to do all such acts, deeds, matters and things as may necessary, proper, expedient or incidental for giving effect to this Resolution."

6. Approval / Ratification of remuneration payable to Cost Auditors for financial year 2019-20

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration as recommended by the Audit Committee, and approved by the Board of Directors and set out in the Explanatory Statement annexed to the Notice, to be paid to the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of cost records of the Company for the financial year ending March 31, 2020, be and is hereby approved / ratified."

7. Approval for transactions with HLE Engineers Private Limited in financial year 2019-20

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

"RESOLVED THAT-

- (i) pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder including any modification or amendments or clarifications thereon, if any, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including modifications/amendments thereto as are made from time to time) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the Members be and is hereby accorded to the Board of Directors to enter into contract(s)/ arrangement (s)/ transaction(s) with HLE Engineers Private Limited, a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, for a value not exceeding 20% of the annual turnover of the Company for the financial year 2019-20, provided that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business;
- (ii) the Board of Directors of the Company is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to this Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard;
- (iii) the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

8. Approval for remuneration in financial year 2019-20 to the Managing Director and Whole- time Director of the Company exceeding 5% of the net profits of the Company.

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

"RESOLVED THAT-

- (i) pursuant to the provisions of Regulation 17(6)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in continuation of the resolutions passed at the 26th Annual General Meeting convened on 28th August, 2017 for the appointment and payment of remuneration of Managing Director/s, Whole Time Director/s ("Executive Directors") under the provisions of Section 197 and 198 read with Schedule V thereto and other applicable provisions, if any of the Companies Act, 2013 [including any statutory modification(s) or re-enactment thereof], the Company do hereby accords its approval to the payment of remuneration in excess of 5% of the Net Profit in aggregate to all its Executive Directors, who are promoters or members of promoter group, for the financial year 2019-20, provided the remuneration payable to each of the Executive Director shall not exceed the individual permissible limits under the applicable provisions of the Companies Act, 2013 and as approved by the Members of the Company in General Meeting at the time of approving their current tenure of appointment and remuneration;
- (ii) the Board of Directors of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may consider necessary, expedient or incidental for giving effect to this Resolution."

**By the Order of the Board of
Swiss Glascoat Equipments Limited**

Sd/-

Ms. Dhvani Shah
Company Secretary

Date: 17th May, 2019
Place: Maroli Udyognagar



NOTES:

- (A) **The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the business under Item Nos. 3 to 8 of the accompanying notice is annexed hereto.**
- (B) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER.** A person can act as proxy on behalf of Members not exceeding Fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other Member.
- (C) **AN INSTRUMENT OF PROXY TO BE EFFECTIVE, MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF THE MEETING. A BLANK PROXY FORM IS ANNEXED HERETO.**
- (D) An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamps have not been cancelled will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such multiple proxies shall be treated as invalid.
- (E) A Proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on poll.
- (F) Corporate/ Society Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send a certified copy of the Board Resolution/ Authority letters together with specimen signature of their representative(s), who are authorized to attend and vote on their behalf at the Meeting.
- (G) Members, Proxies and Authorized Representatives are requested to bring to the Meeting, the attendance slips enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID/ Folio No.
- (H) In case of joint holders attending the meeting, only that joint-holder who is highest in the order of names shall be entitled to vote.
- (I) The relevant information of the Director seeking re-appointment, as required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the revised Secretarial Standard-2 (SS-2) on General Meetings, is provided in the section relating to the Corporate Governance.
- (J) Members desirous of any relevant information or clarifications on the accounts at the Annual General Meeting are requested to write to the Company at least ten days before the date of the Annual General Meeting so as to enable the Management to keep the information ready at the Meeting.
- Relevance of question and order of speakers at the Meeting shall be decided by the Chairperson.
- (K) The Register of Members and Share Transfer Books of the Company, for the shares held in physical form, will remain closed from Sunday, 21st July, 2019 to Wednesday, July 24th July, 2019 (both days inclusive).
- (L) Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013, dividends which remain unpaid or unclaimed for a period of 7 years, will be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Shareholders who have not encashed the dividend warrant(s) so far for the financial year ended 31st March, 2012 or any subsequent financial years, are requested to make their claims to the Company at the earliest. It may be noted that once the unclaimed dividend is transferred, on the expiry of seven years, to the Investor Education and Protection Fund, as stated herein, no claim with the Company shall lie in respect thereof. The due date for closure of the unpaid dividend account for financial year 2011-12 is 15th October, 2019. Hence, Members are requested to realise their unpaid dividend amount atleast one month before the due date.
- (M) In accordance with the Investor Education and Protection Fund (Uploading of Information regarding Unpaid and Unclaimed Amounts lying with the Companies) Rules, 2012, the Company has uploaded the information, in respect of Unclaimed Dividends related to financial year 2010-11 to 2016-17 as on the date of the 27th Annual General Meeting of the Company i.e. 3rd August, 2018, on the Company's website: www.glascoat.com in Investors Guide/ Unclaimed and Unpaid Dividend Details-Form IEPF-2 and IEPF website: www.iepf.gov.in
- A separate reminder was also sent to those Shareholders having unclaimed dividends related to financial year 2010-11 to 2016-17.
- (N) Members holding shares in their single name are advised to make a nomination in respect of their shareholding in the Company. Nomination facility is available to -
- Members holding shares in physical form by filing Form SH-13 with the Company's Registrar and Share Transfer Agent. Form SH-13 is available on the Company's website and shall also be provided on request.
 - Members holding shares in dematerialized form by lodging their request with their DPs.



- (O) In order to avoid any loss/ interception in postal transit and also to get prompt credit of dividend through Electronic Clearing Service (ECS), Members are requested to provide their ECS details viz bank name and account no., branch name and code, account type, MICR no., etc. quoting their folio nos. along with a cancelled blank cheque and self-attested PAN card copy to Link Intime India Pvt. Ltd., Vadodara, Registrar and Share Transfer Agent of the Company. (Form for availing ECS facility is available on the Company's website: www.glascoat.com in Investors Guide/ Investors Information).
- (P) Members holding shares in electronic form may note that the bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in electronic form for any change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participants of the Members.
- (Q) In view of the circular issued by SEBI dated 20th April, 2018 ref: SEBI/HO/MIRSD/DOP1/CIR/P/2018/73, it is also mandatory to provide the Bank Mandate (Beneficiary Bank name and Beneficiary account number) on the face of the Warrant/ DD for all warrant printing cases/ DD cancellation and reissuance/ initial DD issuance/ DD issuance against electronic payment rejects.
- (R) Members are requested to notify immediately:
- Any change in their residential address.
 - Income-tax Permanent Account Number (PAN).
 - Bank details - Name and address of the bank; A/c No.; type of A/c
- (S) In view of the gazette/ circular/ press releases/ notifications issued by the SEBI dated 08.06.2018, 30.11.2018 and 27.03.2019, Members are requested to note that the Securities and Exchange Board of India (SEBI) has mandated that with effect from 1st April, 2019, transfer of securities, would be carried out in dematerialized form only. Accordingly, the Company through its RTA, had sent letters dated 07.12.2018 and 02.02.2019 to its shareholders related to intimation about the said amendment and to sensitise them about the impact of said regulation on the transfer of shares held by them in physical shares. Hence, Members are requested to take note that the Company or its RTA, with effect from 01.04.2019, shall not accept any request related to transfer of physical shares, except requests related to transposition or transmission of physical shares.
- (T) Shareholders holding shares in more than one folios are requested to write to the Registrar and Share Transfer Agent of the Company, enclosing their Share Certificates, for consolidation of their folios.
- (U) Members are requested:-
- to bring their copies of Annual Report, Notice and Attendance Slip duly filled in at the time of the Meeting.
 - to quote their Folio Nos./ DP ID Nos. in all correspondence.
- (V) Non-resident members are requested to inform their Depository Participants/ Link Intime India Pvt. Ltd., immediately of-
- change in their residential status to India for permanent settlement;
 - particulars of their bank account(s) maintained in India with complete name, branch, account type, account number and address of bank, with pin code number.
- (W) Members who have not registered their e-mail addresses so far are requested to register the same with the Company or Link Intime India Pvt. Ltd. for receiving all communication electronically from the Company. (Form for registering e-mail IDs is available on the Company's website: www.glascoat.com in Investors Guide/ Investors Information).
- (X) Electronic copy of the Annual Report 2018-19 is being sent to all the Members who have registered their e-mail ids with the Company/ Depository Participants except to those who have specifically requested hard copy of the same. For the Members who have not registered their e-mail ids, physical copy of the Annual Report 2018-19 is being sent in permitted mode.

The 28th Annual Report for financial year 2018-19 of the Company is also available on the Company's website: www.glascoat.com in Investors Guide/ Financial Information/ Yearly Reports and on the BSE website: www.bseindia.com

(Y) Voting through electronic means

- In accordance with Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (as amended to date) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering Remote E-voting facility as an alternate, to all the Members of the Company, to cast their votes electronically on all resolutions set forth in the Notice herein.
- For this purpose, the Link Intime (India) Pvt. Ltd. (LIPL) shall provide facility for Remote E-voting to enable the Members to cast their votes electronically. Remote E-voting is optional.



- (3) Facility of voting through ballot paper shall be made available at the AGM to those Members who have not used Remote E-voting facility to cast their votes.
- (4) The Members who have cast their votes electronically prior to the AGM may attend the AGM but shall not be entitled to cast their vote again.
- (5) Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Member(s) on the cut-off date. Votes once cast shall not be allowed to change subsequently.
- (6) The instructions and other information relating to Remote E-voting are as under:
 - i. The remote e-voting period commences on Wednesday, 24th July, 2019 (9:00 a.m. IST) and ends on Friday, 26th July, 2019 (5:00 p.m. IST). During this period, Members, holding shares either in physical form or dematerialised form, as on cut-off date Sunday, 21st July, 2019, may cast their vote electronically. Thereafter, the Remote E-voting module shall be disabled by LIPL at 5.00 p.m. IST on the last day i.e. Friday, 26th July, 2019.
 - ii. Log-in to e-Voting website of Link Intime India Private Limited (LIPL)
 - a. Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 - b. Click on "Login" tab, available under 'Shareholders' section.
 - c. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 - d. Your User ID details are given below:
 - Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
 - e. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

For Members holding shares in Demat Form and Physical Form	
PAN	Enter 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Address Slip.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> • Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address.



Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

iii. Cast your vote electronically

- a. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "**EVENT NO. 190085**" of the Company, you choose to vote.
- b. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- c. Cast your vote by selecting appropriate option i.e. Favour/ Against as desired.
- d. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/ Against'.
- e. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- f. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- g. **Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.**
- h. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

iv. General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'.
They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

- v. Mr. D. G. Bhimani, Proprietor of M/s. D. G. Bhimani & Associates, practicing company secretaries, Anand is appointed as the Scrutinizer to scrutinise the remote e-voting process and voting at AGM in a fair and transparent manner.
- vi. The Chairperson of the AGM, after the end of the discussions on the resolutions on which voting is to be held, with the assistance of the Scrutinizer shall allow the voting by use of ballot paper to those Members attending the AGM and who have not cast their votes through remote e-voting.
- vii. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count votes cast in the AGM and then unlock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company. Thereafter, he shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and within a period not exceeding two (2) working days from the conclusion of the AGM, forward to the Chairperson or any person authorised by him in writing, who shall countersign the same.



(Z) Transfer of share certificates to the Company's Unclaimed Suspense Demat A/c and IEPF Suspense Demat A/c:

In accordance with the provisions of Regulation 39 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has transferred the unclaimed physical share certificates lying with it to the Demat A/c namely- "Swiss Glascoat Equipments Limited - Unclaimed Suspense Account" after sending three reminders at regular intervals at the last available address of the concerned Shareholders in the records of the Company/ Depository database. The details of the number of shares transferred to and from the said account have been provided in the Corporate Governance Report as an annexure to the Board Report.

Kindly note that the said Suspense Account is maintained by the Company purely on behalf of those Shareholders whose share certificates have been transferred to the said Demat A/c and the concerned Shareholders are entitled to approach the Company for possession of the shares entitled to them. After due legal formalities, the Company shall transfer the entitled shares to the respective Shareholder applicant.

Further, pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the IEPF Rules") notified by the Ministry of Corporate Affairs effective from 7th September, 2016 and amended from time to time, the Company has communicated individually and a notice was published in the newspapers in English and the local language to the concerned Shareholders whose shares are liable to be transferred to IEPF Suspense Account under the said IEPF Rules for taking appropriate actions(s).

The Company has also uploaded full details of such Shareholders and shares were due to transfer and were transferred to IEPF Suspense Account on its website: www.glascoat.com in Investors Guide/ Details related to shares/ dividend transferred to IEPF Authority. The said shares have been transferred to IEPF Authority after completion of due legal formalities by the Company in December 2018.

Further, in the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

**By the Order of the Board of
Swiss Glascoat Equipments Limited**

Sd/-

Ms. Dhvani Shah
Company Secretary

Date: 17th May, 2019

Place: Maroli Udyognagar

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

Item No. 3

In terms of the resolution passed by the Members of the Company at the 23rd Annual General Meeting held on September 11, 2014, the Board of Directors were entrusted with the powers to borrow money from time to time not exceeding Rs. 50 crores at any point of time over and above the aggregate of the paid-up capital and free reserves of the Company and the Board was authorised to create security for the said borrowings in accordance with Section 180(1)(c) of the Companies Act, 2013. Considering the plans for growth, the Company may need more funds and thus the consent of the Members is being sought in accordance with the provisions of Section 180(1)(c) of the Act to increase the said limits and to enable the Board of Directors to borrow monies, provided that the total amount so borrowed by the Board shall not at any time exceed Rs. 150 Crores over and above the aggregate of the paid-up capital and free reserves of the Company.

None of the Directors or the Key Managerial Personnel or their respective relatives are interested, financially or otherwise in the said proposal and the Board recommends the special resolution setout at Item No. 3 for approval of the Members.

The Explanatory Statement is and should be treated as an abstract as per applicable provisions of the Companies Act, 2013, as amended.

Item No. 4

The Board of Directors of the Company had appointed Mr. Jayesh Shah as an Additional Director (Independent) of the Company with effect from 3rd November, 2018. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Jayesh Shah shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. A brief profile of Mr. Jayesh Shah, including nature of his expertise, is provided in the Annexure hereto, which forms part of this Explanatory Statement. The Company has received a declaration of



independence from Mr. Jayesh Shah. In the opinion of the Board, Mr. Jayesh Shah fulfils the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, and recommends his appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company between 2.00 p.m. to 5.00 p.m. on all working days (except Saturdays, Sundays and Public Holidays) up to the date of the 28th Annual General Meeting of the Company. The said Terms and Conditions are available on the website of the Company www.glascoat.com in Investors Guide/Terms and Conditions of Appointment of the Independent Directors.

Except Mr. Jayesh Shah, none of the Directors or Key Managerial Personnel and their respective relatives, are concerned or interested, either financially or otherwise, in this Resolution. The Board recommends the Ordinary Resolution set out at Item no. 4 for approval of the Members.

The Explanatory Statement is and should be treated as an abstract as per applicable provisions of the Companies Act, 2013, as amended.

Item No. 5

The Company had accepted deposits from the directors and the Members in accordance with the terms and conditions as specified in the circular in form of an advertisement as approved in the 23rd Annual General Meeting of the Company held on 11th September, 2014, which was published in the newspapers and circulated amongst the Members in compliance with Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014, for a tenure of 3 years with effect from 1st April, 2015. The term of said deposits has matured on 31st March, 2018. Accordingly, a resolution in the general meeting is required to be passed by the Company to enable the Company to invite / accept / renew deposits from the Members of the Company. The Board recommends the Ordinary resolution set out at Item no. 5 for approval of the Members.

None of the Directors or the Key Managerial Persons and their relatives are in any way interested or concerned, either financially or otherwise, in the resolution except to the extent of their deposit holding/ shareholding in the Company, if any.

The Explanatory Statement is and should be treated as an abstract as per applicable provisions of the Companies Act, 2013, as amended.

Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of Rs. 50,000/- only plus applicable tax and out-of-pocket expenses of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be approved / ratified by the Members of the Company.

Accordingly, approval / ratification by the Members is sought to the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020 by passing an Ordinary Resolution as set out at Item No. 6 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the members.

The Explanatory Statement is and should be treated as an abstract as per applicable provisions of the Companies Act, 2013, as amended.

Item No. 7

The Company in its ordinary course of business and on arm's length basis buys / sells from / to HLE Engineers Private Limited ("HLE") engineering goods for furthering its business interests. HLE is one of the largest manufacturer of Hastelloy and stainless steel reactors, filters, dryers and specialize process equipments.

HLE falls under the category of a related party of the Company in terms of the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("the Listing Regulations").

The provisions of the Listing Regulations consider a transaction with a related party material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual consolidated turnover of the company as per the last audited financial statements of the company. Further, the Listing Regulations require all material related party transactions to be approved by the Members through a special resolution and the related parties shall abstain from voting on such resolutions. The Company envisages that the transaction(s) entered into with HLE, whether individually and/or in aggregate would exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited and financial statements of the Company during a financial



year 2019-20. The Company therefore requires approval of the Members through a special resolution for entering into contract(s)/ arrangement (s)/ transaction(s) with HLE upto a maximum amount as mentioned in the the said resolution for the financial year 2019-20.

All related parties shall abstain from voting on this resolution.

The relevant information is as follows:

(a) Name(s) of the related party and nature of relationship	:	HLE Engineers Private Limited ("HLE") HLE is a promoter of the Company; Mr. Himanshu Patel - Chairperson and Managing Director, Mr. Nilesh Patel and Mr. Harsh Patel - Non-Executive Directors of the Company are the Directors of HLE; Mr. Aalap Patel - Executive Director (Technical), is the shareholder of HLE.
(b) Nature of contracts/ arrangements/ transactions	:	Purchase/ Sales of Goods and/ or Services (net of sales returns and purchase return)
(c) Duration of the contracts/ arrangements/ transactions	:	12 months
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	:	Period of Transactions: 1st April, 2019 to 31st March, 2020 The maximum value of purchase/ sales of goods/ and/ or services (net of purchase return/ sales return, if any) shall not exceed 20% of the annual consolidated turnover of the Company in financial year 2018-19, as approved by the Members in the 28th Annual General Meeting. Approval given as the frequency of purchase/ sales depends on the orders received by the Company from its customers.
(e) Date(s) of approval by the Audit Committee / Board, if any	:	17th May, 2019
(f) Amount paid as advances, if any	:	None

The Audit Committee and the Board of the Directors of the Company have considered these proposed arrangements and limits at their respective meetings held on 17th May, 2019 and have decided to seek approval of Members by way of special resolution pursuant to section 188 of the Companies Act 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Listing Regulations.

Mr. Himanshu Patel, Mr. Nilesh Patel, Mr. Harsh Patel and Mr. Aalap Patel and their relatives, who directly/ indirectly hold in aggregate 33,06,243 equity shares of the Company, are concerned or interested in the special resolutions at Item No. 7. None of the other Directors and Key Managerial Personnel or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors recommends the above Special resolution for your approval.

The Explanatory Statement is and should be treated as an abstract as per applicable provisions of the Companies Act, 2013, as amended.

Item No. 8

As per SEBI Circular No. SEBI/LAD-NRO/GN/2018/10 dated 9th May, 2018, upon insertion of Regulation 17(6)(e) in SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the total remuneration payable to all Executive Directors, who are promoters or members of promoter group, shall not exceed 5% of the net profits of the Company calculated as per provisions laid down in Section 198 of the Companies Act, 2013.

Hence, it is necessary for the Company to pass the Special resolution for payment of remuneration to all Executive Directors above the limits prescribed in the said Regulation inserted by the said SEBI Circular dated 9th May, 2018. The Board recommend the Special Resolution setout at Item no. 8 for approval for the Members.

None of the Directors, except, Mr. Himanshu Patel, Mr. Nilesh Patel, Mr. Harsh Patel and Mr. Aalap Patel and their relatives, or the Key Managerial Persons and their relatives are in any way interested or concerned, either financially or otherwise, in the said resolution.

The Explanatory Statement is and should be treated as an abstract as per applicable provisions of the Companies Act, 2013, as amended.

**Annexure to the Explanatory Statement**

Details of personnel seeking appointment at the 28th Annual General Meeting as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as follows:

Particulars	Mr. Harsh Patel	Mr. Jayesh Shah
Date of Birth	9th September, 1977	6th April, 1964
Date of Appointment on the Board	31st December, 2016	3rd November, 2018
Qualifications	B. E. (Chemical Engineering), M.B.A.	--
Expertise	More than 12 years of experience in the business of chemicals and engineering.	Marketing and Administration.
Directorships held in other public companies	None	None
No. of shares held in the Company	10,290	None
Relations with Other Directors	He is son of Mr. Himanshu Patel, First Cousin of Mr. Aalap Patel and Nephew of Mr. Nilesh Patel, who are the Directors of the Company w.e.f. 31st December, 2016.	None
Pecuniary Relations with the Company	Yashashvi Rasayan Private Limited, in which he is a Director, is an existing customer of the Company before the date of his appointment as the Director in the Company.	None



BOARD REPORT

Dear Members,

Your Directors are pleased to present the 28th Annual Report together with the Audited Financial Statements for the Financial Year ended on 31st March, 2019.

➤ FINANCIAL HIGHLIGHTS*

(Rs. in lakhs)

PARTICULARS	2018-19	2017-18
Revenue from Operations	12,506.98	9,876.29
Other Income	100.84	101.13
Profit before Finance costs, Depreciation, Exceptional items and Tax	1,415.51	1,122.35
Less: Finance Costs	182.09	144.12
Profit before Depreciation, Exceptional items and Tax	1,233.42	978.23
Less: Depreciation/ Amortisation/ Impairment	277.35	303.56
Profit before Exceptional items and Tax	956.07	674.67
Less: Exceptional items	-	-
Profit before Tax	956.07	674.67
Less: Current Tax	192.88	193.27
Less: Deferred Tax	68.44	(54.51)
Profit for the financial year 2018-19 (A)	694.75	535.91
Other Comprehensive Income/ loss (B)	(26.52)	23.34
Total Comprehensive income for the financial year 2018-19 (A+B)	668.23	559.25
Earnings Per Share (EPS)	10.69	8.24

* The figures are regrouped, rearranged and recast, wherever considered necessary.

➤ BUSINESS OVERVIEW

The overall economic scenario during financial year 2018-19 was robust and the Indian Engineering Sector has also witnessed an encouraging growth over the last few years driven by increased investments in infrastructure and industrial capacities. The growth of the Engineering Sector is an important barometer of the country's progress and trends appear to be positive. Your Company achieved an enhanced sales turnover of Rs. 12,506.98 lakhs as against Rs. 9,876.29 lakhs during the previous year (growth of 27%) and earned a Net Profit after Tax of Rs. 694.75 lakhs as against Rs. 535.91 lakhs during the previous year (growth of 30%). Your Directors attribute this improved performance, apart from the external factors, to various steps taken by the Management in multiple facets of the business, viz. production processes, improved planning, focus on timely delivery and better marketing coverage.

During the latter part of the year, your Company increased the installed capacity by almost 40% by implementing a capex program and has added an additional manufacturing line along with all the critical equipment. The expansion program was commercialized in the last quarter of the financial year. The Company expects the overall performance and profitability to improve further as a result of its increased capacity, manufacturing process improvements and operational efficiency during the coming financial year. The improvement in the economic outlook for the Chemicals (speciality, fine chemical and agrochemicals) sector which is the key customer segment of your Company, also enhances the optimism for the coming years.

➤ SCHEME OF ARRANGEMENT

The Board of Directors of the Company at its meeting held on 16th January, 2019, approved Scheme of Arrangement between your Company, HLE Engineers Private Limited and Yashashvi Agrochemical Private Limited providing for (i) the Demerger of the Operating Business of HLE Engineers Private Limited and vesting of the same into your Company; (ii) the Amalgamation of Yashashvi Agrochemical Private Limited with HLE Engineers Private Limited; and (iii) various other matters consequential or otherwise integrally connected therewith, with effect from April 1, 2018.

The above Scheme is subject to approval from the concerned regulatory authorities and the Hon'ble National Company Law Tribunal, Ahmedabad Bench. .

The Scheme and other related documents as submitted to the regulatory authorities are available on the Company's website: www.glascoat.com in Investors Guide/ Details of Scheme of Arrangement.

Pending approval of the regulatory authorities, no effect has been given in the Annual Accounts and other relevant business information in this Annual Report.

➤ DIVIDEND

The Board of Directors of your Company, after considering the relevant circumstances, has decided that it would be prudent, not to make any dividend payment for the year under review at this stage. The Directors may consider the payment of dividend during the course of the year.



➤ **TRANSFER TO RESERVES**

The Board of Directors of your Company has decided to transfer Rs. 100 lakhs to General Reserve for the year under review.

➤ **SHARE CAPITAL**

Your Company's paid-up Equity Share Capital as on 31st March, 2019 was Rs. 6.50 crore, comprising of 65,00,000 Equity Shares of Rs.10 each, fully paid up.

Your Company has not issued any shares with differential rights and hence no information as per the provisions of Section 43(a)(ii) of the Companies Act, 2013 ("Act") read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

Your Company has not issued any sweat equity shares during the financial year under review and hence no information as per the provisions of Section 54(1)(d) of the Act read with Rule 8(13) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

Your Company has not issued any equity shares under Employees Stock Option Scheme during the financial year under review and hence no information as per the provisions of Section 62(1)(b) of the Act read with Rule 12(9) of the Companies (Share Capital and Debenture) Rules, 2014 has been furnished.

During the financial year under review, there were no instances of non-exercising of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 and hence no information has been furnished.

➤ **DEPOSITS**

Your Company has not accepted/ renewed any deposits from the public or the Members, within the meaning of Section 73 of the Act read with Chapter V of the Act and the Companies (Acceptance of Deposits) Rules, 2014, during the financial year 2018-19, and as such no amount of principal or interest on deposit from public or Members, was outstanding as of the Balance Sheet date.

➤ **CREDIT RATING**

Your Company enjoys a good reputation for its sound financial management and the ability to meet its financial obligations. ICRA, a reputed Rating Agency, has rated the banking facilities enjoyed by your Company from its Bankers as "BBB+" for the long term and fund-based limits and A2 for the non-fund based limits.

The details of credit ratings obtained by the Company are placed on the Company's website: www.glascoat.com in Investors Guide/ Credit Rating details of the Company.

➤ **PARTICULARS OF LOANS, GUARANTEES, INVESTMENTS AND SECURITIES**

The particulars of loans, guarantees, investments and securities provided during the financial year under review, covered under the provisions of Section 186 of the Act have been provided in the notes to the Financial Statements. Your Company has complied with the provisions of Sections 185 and 186 of the Act to the extent applicable, with respect to the loans and investments made.

➤ **TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND**

During the financial year 2018-19, in accordance with the provisions of Sections 124 and 125 of the Companies Act, 2013 and the Rules made thereunder:

- Dividend amount of Rs. 4.10 lakhs pertaining to the financial year 2010-11, which remained unclaimed and unpaid for a period of seven years from the date of its transfer to the Unpaid Dividend Account, has been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.
- Rs. 2.14 lakhs have been transferred in the name of the IEPF Authority towards the dividend @ Rs. 2.00 per equity share of Rs. 10 each declared for financial year 2017-18 in the AGM held on 3rd August, 2018, for 1,07,004 shares transferred to the IEPF Authority in financial year 2017-18.
- 17,800 shares have been transferred to the IEPF Authority after compliance of due procedures as prescribed.

The year wise details of date of dividend declaration and due date for transfer of unpaid/ unclaimed dividend amount lying in unpaid dividend accounts are as under:

YEAR	DIVIDEND DECLARATION DATE	IEPF TRANSFER DUE DATE	YEAR	DIVIDEND DECLARATION DATE	IEPF TRANSFER DUE DATE
2011-12	17th September, 2012	14th November, 2019	2015-16	25th July, 2016	22th September, 2023
2012-13	19th September, 2013	16th November, 2020	2016-17	28th August, 2017	25th October, 2024
2013-14	11th September, 2014	8th November, 2021	2017-18	3rd August, 2018	1st October, 2025
2014-15	10th September, 2015	7th November, 2022			



Kindly note that in accordance with Section 124 of the Companies Act, 2013, the Dividend amount(s) unclaimed / unpaid for a period of 7 years are required to be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Thereafter, no claim shall lie against the Fund or Company for the amount(s) of Dividend so transferred. Also, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company in the name of IEPF along with a statement containing such details as may be prescribed. Accordingly, shareholders are requested to take immediate action in this matter and approach the Company to claim the dividend amount unrealised by them as soon as possible before the same are transferred to the IEPF.

The statements of unpaid/ unclaimed dividend amount as on the date of Annual General Meeting- Form IEPF-2, shares transferred to IEPF authority- Form IEPF-7, dividend amount on share transferred to IEPF- Form IEPF-4 are uploaded on the Company's website: www.glascoat.com in Investors Guide and are also available on the IEPF website: www.iepf.gov.in.

The details of nodal officer appointed by the Company in accordance with the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 are available on the Company's website: www.glascoat.com in Investors Guide/ Contact details Designated Officer, Compliance Officer, Nodal Officer and Share Transfer Agent for any assistance related to transfer of shares/ dividend to IEPF.

➤ **RELATED PARTY TRANSACTIONS**

Your Company has implemented a policy related to Related Party Transactions and the said Policy is available on the Company's website: www.glascoat.com in Investors Guide/ Company Policies.

During the financial year under review, your Company has entered into related party transactions on an arm's length basis in accordance with Section 188 of the Act and the Rules thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The details of the same are provided in Form AOC-2 annexed hereto, which forms part of this Report.

Further, all such contracts/ arrangements/ transactions were placed before the Audit Committee and Board, for their approval. Prior approval/s of the Audit Committee/ Board is obtained on an annual basis, which is reviewed and updated on quarterly basis.

➤ **PARTICULARS RELATING TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars as required under the provisions of Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in the Annexure, which forms part of this Report.

➤ **PARTICULARS OF REMUNERATION OF DIRECTORS AND EMPLOYEES**

A. The details of the ratio of the remuneration of each director to the median remuneration of the employees and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed hereto and form part of this Report.

B. The details of the top 10 employees of the Company in terms of remuneration drawn as required under Section 134 of the Act and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are annexed hereto and form part of this Report.

C. None of the employees of the Company are drawing remuneration of Rs. 1,02,00,000/- or more per annum or Rs. 8,50,000/- or more per month or for any part of the year and hence the particulars required to be disclosed under Section 134 of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are not required to be furnished.

D. None of the employees of the Company, employed throughout the year under review or part thereof, was in receipt of remuneration which is in excess of that drawn by the Managing Director or Whole-time Director or Manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the Company.

➤ **EXTRACT OF ANNUAL RETURN**

An extract of the Annual Return for the financial year 2018-19 in Form MGT-9 pursuant to the provisions of Section 92 of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014 as required under Section 134 of the Act is annexed hereto and forms part of this Report. Also, Annual Return for the financial year 2017-18 has been uploaded on the Company's website: www.glascoat.com in Investors Guide/ Annual Return u/s 92 of the Companies Act, 2013, in accordance with the provisions of Section 134 of the Act.

➤ **CORPORATE GOVERNANCE**

Pursuant to the provisions of Regulation 34(3) read with Schedule V(C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Report on Corporate Governance is annexed hereto and forms part of this Report. Your Company is committed to transparency in all its dealings and places high emphasis on business ethics. The requisite Compliance Certificate as required under Part E of Schedule V of the Listing Regulations, issued by Mr. D. G. Bhimani (C P No. 6628), proprietor of M/s. D. G. Bhimani & Associates, Secretarial Auditor of the Company, Anand pertaining to the compliance of the conditions of Corporate Governance, is also annexed hereto which forms part of this Report.

➤ **MANAGEMENT DISCUSSION AND ANALYSIS**

Pursuant to Regulation 34(3) read with Schedule V(B) of the Listing Regulations, the Report on Management Discussion and Analysis is annexed hereto and forms part of this Report.



➤ **RISK MANAGEMENT**

Your Company recognizes the importance of managing risk in the business to sustain growth. The Board of Directors, along with the senior management of your Company, has developed and approved the Risk Management Policy, wherein all material risks faced by your Company are identified and assessed. The Risk Management Policy adopted by your Company lays down the systematic approach adopted by your Board to mitigate various risks viz. operational risk, financial risk, regulatory risk, reputational risk, etc. Your Company has entrusted the Audit Committee with the responsibility of implementing and monitoring of the Risk Management Policy on periodic basis.

Some of the risks that the Company is exposed to are given below:

Financial risks:

Some of these risks include the ability to get loans from the bank, which depends on credit history, or funding from other sources; interest costs, etc. The Company has adopted suitable strategy to minimise the impact of interest rate fluctuations, including maintaining an optimal balance of different loan types and maturities for mitigating the interest rate risk.

Regulatory risks:

The Company is exposed to risks attached to various statutes, laws and regulations. The Company is mitigating these risks through regular review of legal compliances carried out through internal as well as external compliance audits. The Company has implemented a compliance management system for effective tracking and managing regulatory and internal compliance requirements.

Human resource risks:

Retaining the existing talent pool and attracting new talent are major risks. The Company has an effective system in place related to recruitment and retention of the personnel.

Strategic risks:

Increasing competition, capital expenditure for capacity expansion etc, are normal strategic risks faced by the Company. However, the Company has well-defined processes and procedures for obtaining approvals for investments in new businesses and capacity expansions.

Technology Risk:

There is the risk that the technology may become outdated or its patent protection expires, permitting new entrants into the market and provide tough competition to the Company since the Company relies on certain technologies for its central operations,. However, your Company is in constant process of staying ahead of the curve.

Cyber Risk:

There is always a risk that of catastrophic information system failure or other operational failure or malfunction. The Company do maintain a cyber security infrastructure. The Company uses standardised backup tools, services and procedures to ensure that information and data are stored at two or more diverse locations.

➤ **INDIAN ACCOUNTING STANDARDS (IND AS) - IFRS CONVERGED STANDARDS**

Pursuant to the notification, issued by the Ministry of Corporate Affairs dated February 16, 2015 relating to the Companies (Indian Accounting Standard) Rules, 2015, your Company has adopted "IND AS" with effect from 1st April, 2017 with the comparatives for the periods commencing from 1st April, 2016.

➤ **DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(3)(c) read with 134(5) of the Act, your Directors confirm that:

- (a) the applicable accounting standards had been followed along with proper explanation relating to material departures, if any, in the preparation of the annual accounts;
- (b) appropriate accounting policies have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- (c) proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the annual accounts have been prepared on a going concern basis;
- (e) proper internal financial controls have been laid down and followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- (f) proper systems to ensure compliance with the provisions of all the applicable laws have been devised and that such systems were adequate and are working effectively.

➤ **DIRECTORS AND KEY MANAGERIAL PERSONS**

The Directors of your Company are well experienced with expertise in their respective fields of manufacture, finance, strategic and operational management and administration. None of the Directors of your Company is disqualified under the provisions of Section 164(2)(a) and (b) of the Act. During the period under review, no Non-Executive Director of your Company had any pecuniary relationship or transactions with the Company except as stated elsewhere in this Report.



During the year under review, Mr. Janardan Shukla (DIN 00906146) has resigned as the Director of the Company with effect from 12th September, 2018. Further, Mr. Mahesh Kabutarwala (DIN 00110317) has tendered his resignation as the Director of the Company with effect from 10th May, 2019. The Board places on record its sincere appreciation for their services and expert inputs provided during their tenure as the Directors of your Company.

Mr. Jayesh Shah (DIN 03570056) has been appointed as Additional Director (Independent), on recommendation of the Nomination and Remuneration Committee, in the Board Meeting convened on 3rd November, 2018 and is proposed to be appointed as the Independent Director of the Company for a tenure of 5 years from the conclusion of the ensuing Annual General Meeting of the Company, subject to the approval of the Members in the ensuing Annual General Meeting.

Mr. Jayesh Shah possesses rich working experience of over 30 years in Marketing and Administration. His experience will be of great benefit to the Company and thus the Nomination and Remuneration Committee of the Company and the Board of Directors recommend his appointment as an Independent Director of the Company to hold office for a term up to 5 (five) consecutive years effective from the conclusion of the ensuing Annual General Meeting. Brief profile of Mr. Jayesh Shah has been given in the Notice convening the Annual General Meeting.

Mr. Harsh Patel (DIN 00141863), Non-Executive Director, is retiring by rotation and being eligible, has offered himself for re-appointment at the ensuing Annual General Meeting. Brief profile of Mr. Harsh Patel has been given in the Notice convening the Annual General Meeting.

The day-to-day operations of your Company are managed by its Key Managerial Persons ("KMP") viz. the Managing Director, Executive Director (Technical), the Chief Financial Officer and the Company Secretary. As required under the provisions of Section 203 of the Act, Mr. Himanshu Patel (DIN 00202312), Managing Director, Mr. Aalap Patel (DIN 06858672), Executive Director (Technical), Ms. Dhvani Shah, Company Secretary are the Key Managerial Personnel of your Company as on the date of this Report. During the year under review, Mr. Bipin Thakkar and Mr. Mahesh Bhawe, who had been appointed by the Board of Directors, on recommendation of the Nomination and Remuneration Committee, as the Chief Financial Officer of the Company have resigned from the Company with effect from 3rd August, 2018 and 9th March, 2019 respectively.

The Nomination and Remuneration Committee has formulated the Policies relating to the appointment and remuneration of the Directors of your Company, laying down criteria for determining qualification, positive attributes, independence of directors, etc. Salient features of the said Policies are provided as an annexure hereto which forms part of this Report. The same are also available on the Company's website: www.glascoat.com in Investors Guide/ Company Policies.

➤ **BOARD OF DIRECTORS AND COMMITTEES FORMED THEREUNDER**

The Board of Directors has constituted following Committees:

1. Audit Committee
2. Stakeholders Relationship Committee
3. Nomination and Remuneration Committee
4. Corporate Social Responsibility Committee

The details related to the composition of the Board of the Company and the Committees formed by it and meetings conducted during the year under review are given in the Corporate Governance Report annexed hereto forming part of this Report.

➤ **DECLARATIONS BY INDEPENDENT DIRECTORS**

Pursuant to the provisions of Section 149(7) of the Act and Regulation 16(1)(b) of the Listing Regulations, your Company has received individual declarations from all the Independent Directors, confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and the Rules made thereunder.

The Independent Directors have also confirmed that there has been no change in the circumstances which may affect their status as Independent director and they are not aware of any circumstance or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge duties with an objective independent judgment and without any external influence and that they are independent of the management.

A Statement by the Managing Director regarding the said affirmation by the Independent Directors is annexed hereto and forms part of this Report.

➤ **PERFORMANCE EVALUATION OF THE DIRECTORS**

During the financial year 2018-19, the Board of Directors of your Company has carried out an Annual Performance Evaluation of the Board, its Committees and all the individual Directors as per the Company's Policy for Performance Evaluation of Directors. Performance evaluation sheets were distributed before the Meeting dates. The outcome of the above exercise of performance evaluation of all the Directors collectively and individually and the Board/ Committees was announced in the respective Meetings.

- (i) The Board, in its Meeting held on 11th February, 2019, has carried out the evaluation task of the Committees formed by the Board and the Independent Directors individually for the period from 1st January, 2018 to 31st December, 2018. In accordance with the provisions of the Section 149 of the Act read with Schedule IV, annual performance evaluation of the Independent Directors was carried out by the entire Board of Directors, excluding the Directors being evaluated.

The performance of each Independent Director has been evaluated on various parameters like ethics/ values, inter-personal skills, competence and general administration, liaison skills, participation in meetings, etc. The Board was satisfied that every Independent Director was acting professionally and has brought his/ her rich experience in the deliberations of the Board.



- (ii) The Independent Directors, in their separate Meeting held on 11th February, 2019, carried out the performance evaluation of all the non-Independent Directors and the Board as a whole, with special attention to the performance of the Chairperson of the Company for the period from 1st January, 2018 to 31st December, 2018. The various criteria considered for purpose of evaluation included composition of the board, ethics/ values, inter-personal skills, competence and general administration, liaison skills, participation in meetings, etc. The Independent Directors were of the view that all the non-Independent Directors were competent and the results of the evaluation were satisfactory and adequate to meet your Company's requirements.
- (iii) The Nomination and Remuneration Committee, in its Meeting held on 11th February, 2019, has reviewed the performance of the Executive Directors of the Company with special attention to the leadership criteria for the Managing Director and the Executive Director for the period from 1st January, 2018 to 31st December, 2018. The various criteria considered for purpose of evaluation included ethics/ values, inter-personal skills, competence and general administration, liaison skills, participation in meetings, etc. The Committee was of the view that the Executive Directors were capable and the results of the evaluation were satisfactory and adequate to meet your Company's requirements.

The Board also expressed its satisfaction over the process of evaluation.

➤ **CORPORATE SOCIAL RESPONSIBILITY [CSR]**

Your Company has formed a CSR Committee in accordance with the provisions of Section 135 of the Act, details of which are provided in the Corporate Governance Report annexed hereto forming part of this Report. The CSR Policy of your Company as approved by the Board of Directors is hosted on the Company's website: www.glascoat.com in Corporate Social Responsibility.

The Annual Report on CSR activities as required under Sections 134 and 135 of the Act read with the Companies (Corporate Social Responsibility) Rules, 2014, including a brief outline of the Company's CSR Policy, total amount to be spent under the CSR Policy for the financial year 2018-19, amount unspent and the reason for the unspent amount, is annexed hereto and forms part of this Report.

➤ **VIGIL MECHANISM/ WHISTLE BLOWER POLICY**

The Board, pursuant to the provisions of Section 177(9) of the Act read with Rule 7 of the Companies (Meetings of Board and its Powers), 2014, has formulated and implemented a Whistle Blower Policy for Directors and employees incorporating the Vigil Mechanism with a view to provide a mechanism which ensures adequate safeguards from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

The Policy covers malpractices and/ or events related to all issues that could have grave impact on the operations and performance of the business of your Company. The concerned matters are to be reported to the Compliance Officer and/ or the Chairperson of the Audit Committee. The Audit Committee monitors the Vigil Mechanism of your Company.

During the financial year 2018-19, no employee has been denied access to the Compliance Officer/ the Chairperson of the Audit Committee, who have been appointed as the Whistle Blower Officers of the Company.

An extract of the Whistle Blower Policy incorporating the Vigil Mechanism and the contact details of the relevant Officers are available on the Company's website: www.glascoat.com in Investors Guide/ Whistle Blower/ Vigil Mechanism.

➤ **PREVENTION OF SEXUAL HARASSMENT AT THE WORKPLACE**

Your Company has framed a Policy against sexual harassment and a formal process for dealing with complaints of harassment or discrimination. The said Policy is in line with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder. As per the provisions of Section 4 of the said Act, the Board of Directors has constituted the Internal Complaints Committee ('ICC') at the Registered Office and Works of your Company to deal with the complaints received by your Company pertaining to gender discrimination and sexual harassment at workplace.

Following is a summary of sexual harassment complaints and disposed off during the financial year 2018-19.

No. of complaints not resolved as on 1st April, 2018	:	Nil
No. of Complaints received in financial year 2018-19	:	Nil
No. of Complaints resolved in financial year 2018-19	:	Nil
No. of Complaints not resolved as on 31st March, 2019	:	Nil

➤ **MATERIAL CHANGES AND COMMITMENT AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

Except as disclosed elsewhere in the Annual Report, there have been no material changes and commitments, affecting the financial position of your Company which have occurred during the period between the end of the financial year to which the financial statements relate and the date of this Report.

➤ **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

Your Company has strong integrated systems for internal controls commensurate with the size and nature of its business.

Investment decisions involving capital expenditure are subject to detailed appraisal and review by appropriate levels of authority. Capital and revenue expenditure are monitored and controlled with reference to pre-approved budgets and forecasts.

Your Company has established effective internal control systems to ensure accurate, reliable and timely compilation of financial statements, to safeguard assets of your Company and to detect and mitigate irregularities and frauds. Your Company's management has established adequate internal control procedures over financial reporting.

In accordance with the requirements of Section 143(3)(i) of the Act, the Statutory Auditors have confirmed the adequacy and operating effectiveness of the internal financial control systems over financial reporting.



➤ **STATUTORY AUDITORS AND INDEPENDENT AUDITORS' REPORT**

M/s. M. M. Nissim & Co., Chartered Accountants (Firm Registration No. 107122W) have been appointed as the Statutory Auditors of your Company for a tenure of 5 (Five) years from 28th August, 2017.

The Auditor's report given by M/s. M. M. Nissim & Co, Statutory Auditors, on the Financial Statements of your Company, for the year ended March 31, 2019, forms part of the Annual Report. There is no qualification, reservation or adverse remark or any disclaimer in their Report.

In accordance with the Section 40 of the Companies (Amendment) Act, 2017 (corresponding to Section 139 of the Act), the requirement of ratification of the appointment of the Statutory Auditor in every Annual General Meeting of the Company during the tenure of appointment has been dispensed with. Hence, the matter has not been placed as an agenda item in the AGM Notice for the approval of the shareholders.

➤ **REPORTING OF FRAUDS**

There have been no frauds reported under sub-section (12) of Section 143 of the Act, during the financial year under review, to the Audit Committee or the Board of Directors.

➤ **SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT**

The Company has appointed M/s. D. G. Bhimani and Associates, Practising Company Secretaries (C P No. 6628) as the Secretarial Auditors for the financial year 2018-19 in accordance with Section 204 of the Act. The Report on Secretarial Audit for the financial year 2018-19 in Form MR-3 is annexed hereto and forms part of this Report. There is no qualification, reservation or adverse remark or any disclaimer in the said Report.

In terms of Section 204 of the Act, on the recommendation of the Audit Committee, the Board has appointed Mr. D. G. Bhimani (C P No. 6628), proprietor of M/s. D. G. Bhimani and Associates, Practising Company Secretaries, as the Secretarial Auditors for the financial year 2019-20. The Company has received the consent for the said appointment.

➤ **COMPLIANCE WITH SECRETARIAL STANDARDS ON BOARD AND GENERAL MEETING**

The Directors of your Company confirm that the applicable Secretarial Standards prescribed for the Board and General Meetings by the Institute of Company Secretaries of India and notified by the Central Government have been complied with during the financial year under review. The Company has also voluntarily adopted other applicable Secretarial Standards issued and made effective by the Institute of Company Secretaries of India.

➤ **INTERNAL AUDITORS**

CNK & Associates LLP, Chartered Accountants (Firm Registration No. 101961W) have conducted the internal audit of your Company for the financial year 2018-19. Further, CNK & Associates LLP, Chartered Accountants have been appointed as the Internal Auditors for the financial year 2019-20 and the Company has received their consent for the appointment.

➤ **COST RECORDS AND AUDIT**

Pursuant to Section 148 of the Act read with the Companies (Cost Record and Audit) Rules, 2014, your Company has duly maintained the cost records as prescribed. During the year under review, audit of the Cost Records is not prescribed or mandatory.

➤ **GENERAL**

- During the year under review, there was no change in nature of business of the Company.
- During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and your Company's operations in future.
- Your Company does not have any subsidiaries, joint ventures or associate companies.

➤ **ACKNOWLEDGEMENTS**

Your Directors and Management take this opportunity to thank your Company's customers, vendors, investors, business associates, bankers and other stakeholders for their continued support. Your Directors also take this opportunity to applaud the contributions made by all the employees to the operations of your Company for its continued growth and success.

**By the Order of the Board of
Swiss Glascoat Equipments Limited**

Sd/-

Mr. Himanshu Patel

Chairperson and Managing Director

(DIN : 00202312)

Date : 17th May, 2019

Place: Maroli Udyognagar



ANNEXURE TO THE BOARD REPORT

STATEMENT ON DECLARATION BY THE INDEPENDENT DIRECTORS UNDER SECTION 134 OF THE COMPANIES ACT, 2013

In accordance with Section 134(3) of the Companies Act, 2013, I hereby confirm that the Independent Directors of the Company have affirmed their compliance with the criteria of independence as stipulated in Section 149 of the Companies Act, 2013 and Schedule IV - Code of Independence to the said Act (as amended from time to time) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time).

For **Swiss Glascoat Equipments Limited**

Sd/-

Mr. Himanshu Patel

Chairperson and Managing Director

Date : 17th May, 2019

CERTIFICATION BY THE CEO AND CFO AS REQUIRED UNDER REGULATIONS 17(8) AND 33(2)(a) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Board of Directors,
Swiss Glascoat Equipments Limited,
H-106, GIDC Estate,
Vithal Udyognagar - 388121
Dist. Anand, Gujarat.

Dear Sir(s),

I, Mr. Himanshu Patel, Managing Director of the Company, certify to the Board that -

- A. I have reviewed the Audited Financial Statements for the year ended on 31st March, 2019 and the cash flow statement for the year and to the best of our knowledge and belief:
- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) these statements together present a true and fair view of the Company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
- B. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.
- D. I have indicated to the Auditors and the Audit Committee:
- (1) any significant changes in internal control over financial reporting during the year, if any;
 - (2) all significant changes in accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements; and
 - (3) any instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **Swiss Glascoat Equipments Ltd**

Sd/-

Mr. Himanshu Patel
Managing Director

Date: 17th May, 2019

**ANNEXURE TO THE BOARD REPORT**

INFORMATION AS PER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE BOARD REPORT FOR THE YEAR ENDED 31ST MARCH, 2019

(A) Conservation of Energy

The Company is continuously making efforts to improve Energy Management by way of monitoring energy related parameters on a regular basis. The Company is committed to transform energy conservation into a strategic business goal fully along with the technological sustainable development of Energy Management Systems. It is making best endeavours to reduce energy consumption in all its operations and activities.

(i) To achieve the above objectives the following steps are being undertaken by the Company:

- I. Continuously monitoring the energy parameters such as maximum demand, power factor, load factor, TOD tariff utilization on regular basis.
- II. Continuously replacing the inefficient equipment with latest energy efficient technology and upgradation of equipment continually.
- III. Increasing the awareness of energy saving within the organization to avoid wastage of energy.
- IV. To enhance utilization of Renewable Energy Resources.
- V. Achieving the power factor closer to unity in the Plant by effective reactive energy management.
- VI. To reduce the Green House Emission by improving energy efficiency at the Plant.

(ii) Steps taken by the Company for utilising alternate sources of energy:

As a measure to encourage Green Energy, the Company has installed a Windmill with an installed capacity of 1.25 MW at Baradiya in Jamnagar in Financial Year 2009-10 and it has generated over 21 lakhs units in Financial Year 2018-19 which has been fully utilised during the period under review.

(iii) Capital investment on energy conservation equipment

Installation of gas operated furnace for efficient consumption of energy.

(B) Technology Absorption, Adaption and Innovation- None**(C) Foreign Exchange Earnings and Outgo**

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual are as under:

		(Rs. in lakhs)
1.	Total foreign exchange outgo	Rs. 323.45
2.	Total foreign exchange earned	Rs. 130.27

**By the Order of the Board of
Swiss Glascoat Equipments Ltd**

Sd/-

Mr. Himanshu Patel
Chairperson and Managing Director
(DIN: 00202312)

Date : 17th May, 2019

Place : Maroli Udyognagar



ANNEXURE TO THE BOARD REPORT

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN
for the Financial year ended on 31st March, 2019**

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i)	CIN	L26100GJ1991PLC016173
ii)	Registration Date	26 th August, 1991
iii)	Name of the Company	Swiss Glascoat Equipments Limited
iv)	Category / Sub-Category of the Company	Public Company/ Limited by Shares
v)	Address of the Registered office and contact details	H-106, GIDC Estate, V. U. Nagar - 388121 Dist. Anand, Gujarat Ph. No.: (02692) 236842 to 236845 e-mail id: share@glascoat.com
vi)	Whether listed company Yes / No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Link Intime India Pvt Limited B-102 & 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Nr. Radhakrishna Char Rasta, Akota, Baroda - 390020 C. No.: 0265-2356573 e-mail id: vadodara@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:

Sr. No.	Name and Description of main products	NIC Code of the Product*	% to total turnover of the Company
1	Glass-lined Equipment	28299 - Manufacture of other Special Purpose Machinery	100.00

* As per National Industrial Classification 2008 (NIC 2008) - Ministry of Statistics & Programme Implementation

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

The Company doesn't have any holding, subsidiary or associate company.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year*
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	40000	-	40000	0.6154	40290	-	40290	0.6198	0.0045
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	3225953	-	3225953	49.6300	3266243	-	3225953	49.6300	0.00
e) Banks / FI	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	3265953	-	3265953	50.2454	3266243	-	3266243	50.2499	0.0045
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total share-holding of Promoter (A)=(A)(1)+(A)(2)	3265953	-	3265953	50.2454	3266243	-	3266243	50.2499	0.0045



	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year*
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	0	0	0	0.00	0	0	0	0.00	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	236030	600	236630	3.6405	308657	700	309357	4.7593	1.1189
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	991090	434000	1425090	21.9245	1085670	358200	1443870	22.2134	0.2889
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	799528	-	799528	12.3004	694649	-	694649	10.6869	-1.6135
c) Others									
i) NBFCs registered with RBI	-	-	-	-	1000	-	1000	0.0154	0.0154
ii) HUFs	102363	-	102363	1.5748	95441	-	95441	1.4683	-0.1065
iii) NRIs	50132	15000	65132	1.0020	52936	13500	66436	1.0221	0.0201
iv) OCB	-	497400	497400	7.6523	-	497400	497400	7.6523	0.00
v) Transfer to IEPF Authority	107004	-	107004	1.6462	124804	-	124804	1.9201	0.2738
vi) Unclaimed Shares	900	-	900	0.0138	800	-	800	0.0123	-0.0015
Sub-total (B)(2)	2287047	947000	3234047	49.7546	2363957	869800	3233757	49.7501	-0.0045
Total Public Shareholding (B)=(B)(1)+(B)(2)	2287047	947000	3234047	49.7546	2363957	869800	3233757	49.7501	-0.0045
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	5553000	947000	6500000	100.00	5630200	869800	6500000	100.00	0.00

(i) Shareholding of Promoters

Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year*
	No. of Shares	% of total Shares of company	%of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of company	%of Shares Pledged / encumbered to total shares	
HLE Engineers Private Limited	3225953	49.6300	-	3225953	49.6300	-	0.00
Himanshu Patel	10000	0.1538	-	10000	0.1538	-	0.00
Nilesh Patel	10000	0.1538	-	10000	0.1538	-	0.00
Harsh Patel	10000	0.1538	-	10290	0.1583	-	0.0045
Aalap Patel	10000	0.1538	-	10000	0.1538	-	0.00
Total	3265953	50.2454	-	3266243	50.2499	-	0.0045



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

Sr. No.	Particulars	Shareholding of Promoter Group at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of company	No. of Shares	% of total Shares of company
	At the beginning of the year	3265953	50.2454		
Add	Changes during the year	290	0.0045	3266243	50.2499
	At the end of the year	-	-	3266243	50.2499

(iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	Name	Shareholding at the beginning of the year		Date/ Benpos date	Increase/ (Decrease) in share-holding	Reason	Cumulative Shareholding during the year		
		No. of Shares	% of total Shares of co.				No. of Shares	% of total Shares of co.	
1	Overseas Pearl Limited	497400	7.65	01.04.18	0	Nil movement during the year			
				31.03.19			497400	7.65	
2	Patel Shashikant Purshottam Das	353100	5.43	01.04.18	0	Nil movement during the year			
				31.03.19			353100	5.43	
3	Banco Products India Limited	132700	2.04	01.04.18	0	Nil movement during the year			
				31.03.19			132700	2.04	
4	Investor Education and Protection Fund Authority- Ministry of Corporate Affairs	107004		01.04.18					
				11.12.18	17800		Transfer of Shares vide Operation of Law	124804	1.92
				31.03.19				124804	1.92
5	IIFL Securities Limited	0	0.00	01.04.18		Purchase/ Sale through Open Market			
				30.06.18	10			10	0.0002
				06.07.18	740			750	0.0115
				13.07.18	-700			50	0.0008
				20.07.18	-50			0	0.0000
				24.08.18	40			40	0.0006
				31.08.18	-40			0	0.0000
				21.09.18	51			51	0.0008
				29.09.18	-51			0	0.0000
				05.10.18	1			1	0.0000
				12.10.18	-1			0	0.0000
				16.11.18	1			1	0.0000
				23.11.18	-1			0	0.0000
				14.12.18	85			85	0.0013
				21.12.18	-85			0	0.0000
				31.12.18	125			125	0.0019
				18.01.19	465			590	0.0091
29.03.19	66651		67,241	1.0345					
			31.03.19		67,241	1.0345			
6	Purshottam Karsandasji Tank	31,700	0.49	01.04.18					
				31.03.19			31,700	0.49	



7	Openxcell Technolabs Pvt. Ltd.	0	0.00	01.04.18				
				21.12.18	5629	Purchase through Open Market	5629	0.09
				28.12.18	9730		15359	0.24
				31.12.18	2965		18324	0.28
				04.01.19	3942		22266	0.34
				11.01.19	311		22577	0.35
				18.01.19	722		23299	0.36
				01.02.19	2000		25299	0.39
				22.02.19	3000		28299	0.44
				01.03.19	1000		2999	0.45
				08.03.19	1885		31184	0.48
				31.03.19			31184	0.48
		8	Lincoln Coelho	30000	0.46	01.04.18	0	Nil movement during the year
				31.03.19			30000	0.46
9	Vasant Purshottamdas Patel	22300	0.34	01.04.18			0	0.00
				31.03.19			22300	0.34
10	Patel Harshikaben Shantilal	36900	0.57	01.04.18	0			
				08.03.19	-15000	Sale through Open Market	21900	0.34
				31.03.19			21900	0.34
11	Hasumati Kanubhai Patel	71000	1.09	01.04.18	0			
				15.02.19	-2654	Sale through Open Market	68346	1.05
				22.02.19	-19324		49022	0.75
				01.03.19	-7385		41637	0.64
				08.03.19	-18925		22712	0.35
				15.03.19	-4486		18226	0.28
				22.03.19	-1134		17092	0.26
				31.03.19			17092	0.26
12	Neepa K. Shah	44341	0.68	01.04.18	0			
				29.03.19	-44341	Sale through Open Market	0	0.00
				31.03.19			0	0.00
13	Kamlesh Navinchandra Shah	39500	0.61	01.04.18				
				29.03.19	-39500	Sale through Open Market	0	0.00
				31.03.19			0	0.00


(iii) Shareholding of Directors and Key Managerial Personnel (KMP):

Sr. No.	Name	Shareholding of Promoter Group at the beginning of the year		Date / Benpos date	Increase/ (Decrease) in shareholding	Reason	Cumulative Shareholding	
		No. of Shares	% of total Shares of co.				No. of Shares	% of total Shares of co.
1	Himanshu Patel	10000	0.15	01.04.18	-			
				31.03.19	-	Nil movement during the year	10,000	0.15
2	Aalap Patel	10000	0.15	01.04.18	-			
				31.03.19	-	Nil movement during the year	10,000	0.15
3	Nilesh Patel	10000	0.15	01.04.18	-			
				31.03.19	-	Nil movement during the year	10,000	0.15
4	Harsh Patel	10000	0.15	01.04.18	-			
				13.07.18	290	Purchase from open market		
				31.03.19	-		10,290	0.16
5	Sudarshan Amin	-	-	01.04.18	-			
				31.03.19	-	Nil movement during the year	-	-
6	Janardan Shukla (01.04.18 to 12.09.18)	-	-	01.04.18	-			
		-	-	12.09.18	-	Nil movement during the period	-	-
7	Vijyanti Punjabi	-	-	01.04.18	-			
				31.03.19	-	Nil movement during the year	-	-
8	Yatish Parekh	-	-	01.04.18	-			
				31.03.19	-	Nil movement during the year	-	-
9	Mahesh Kabutarwala	-	-	01.04.18	-			
				31.03.19	-	Nil movement during the year	-	-
10	Sandeep Randery	-	-	01.04.18	-			
				31.03.19	-	Nil movement during the year	-	-
11	Jayesh Shah	-	-	03.11.18	-			
				31.03.19	-	Nil movement during the period	-	-
12	Dhwani Shah Company Secretary	10	0.0001	01.04.18				
				31.03.19	-	Nil movement during the year	10	0.0001
13	Mahesh Bhave Chief Financial Officer (01.09.18 to 09.03.19)	0	0	01.04.18				
		-	-	09.03.19	-	Nil movement during the period	0	0.000
14	Bipin Thakkar Chief Financial Officer (01.04.18 to 03.08.18)	110	0.002	01.04.18				
		-	-	03.08.18	-	Nil movement during the period	0	0.000


V. INDEBTEDNESS
(Rs. in lakhs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-			
i) Principal Amount	590.23	-	-	590.23
ii) Interest due but not over due	2.26	-	-	2.26
iii) Interest accrued but not due	0.00	-	-	0.00
Total (i+ii+iii)	592.49	0.00	0.00	592.49
Change in Indebtedness during the financial year				
• Addition	902.00	-	-	902.00
• Reduction	-99.96	-	-	-99.96
Net Change	802.04	0.00	0.00	802.04
Indebtedness at the end of the financial year				
i) Principal Amount	1950.87	-	-	1950.87
ii) Interest due but not over due	9.08	-	-	9.08
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	1959.95	-	-	1959.95

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director (MD) and Whole-time Director (WTD):
(Rs.in lakhs)

Sr. no.	Particulars of Remuneration	Name of MD/ WTD/ Manager		Total
		Himanshu Patel (MD)	Aalap Patel (WTD)	
1.	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	49.05	29.48	78.53
	(b) Value of perquisites under Section 17(2) of the Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-
2.	Stock Options	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission as % of profit	10.27	-	10.27
5.	Others - Bonus	0.11	0.11	0.22
	Total (A)	59.43	29.59	89.02
	Ceiling as per the Act			103.21

* The Remuneration to the Managing Director(s) and the Whole time Director(s) has been paid in accordance with the provisions of Section 198 of the Companies Act, 2013 read with Schedule V to the Act and the Rules made there under.

B. Remuneration to Non-Executive and Independent Directors

The Non-Executive Directors do not receive any remuneration except sitting fees of Rs. 15000 per Board Meeting of the Company attended by them. The details of the sitting fees paid to the Non-Executive Directors for attending the Board Meetings have been disclosed in this Report. The sitting fees paid to the Non-Executive Directors for attending the Board Meetings are within the limits specified by the Companies Act, 2013. Except the above, the Non-Executive Directors do not have any other pecuniary relationship with the Company.

(Rs.in lakhs)

Sr. no.	Particulars of Remuneration	Name of Directors					Total
		Vijayanti Punjabi	Mahesh Kabutar-wala*	Yatish Parekh	Sandeep Randery	Jayesh Shah	
1.	Independent Directors						
	Fee for attending board/ committee meetings	0.60	0	0.75	0.75	0.15	
	Independent Directors	Janardan Shukla					
	Fee for attending board/ committee meetings	0.15					2.40
2.	Other Non - Executive Directors	Nilesh Patel	Harsh Patel	Sudarshan Amin			
	Fee for attending board/ committee meetings	0.60	0.60	0.45			1.65
	Total (B) = (1+2)						4.05

*waived his right to claim sitting fees for attending board meetings



C. Remuneration to Key Managerial Personnel Other Than Manager/ WTD

(Rs. in lakhs)

Sr. no.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Company Secretary	Chief Financial Officer		
		Dhwani Shah	Bipin Thakkar (01.04.18 to 03.08.18)	Mahesh Bhave (01.09.18 to 09.03.19)	
1. Gross salary					
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act,1961	6.42	5.06	13.37	24.85
	(b) Value of perquisites under Section 17(2) of the Income-tax Act,1961	-	-	-	-
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	-	-	-	-
2. Stock Options		-	-	-	-
3. Sweat Equity		-	-	-	-
4. Commission		-	-	-	-
5. Bonus		0.11	0.15	-	0.26
Total		6.53	5.21	13.37	25.11

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act, 2013	Brief Description	Details of Penalty / Punishment/Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any
A. COMPANY					
Penalty			-- None --		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			-- None --		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			-- None --		
Punishment					
Compounding					

By the Order of the Board of
Swiss Glascoat Equipments Ltd
Sd/-

Mr. Himanshu Patel
Chairperson and Managing Director
(DIN: 00202312)

Date : 17th May, 2019
Place : Maroli Udyognagar



ANNEXURE TO THE BOARD REPORT

FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

A. Details of contracts or arrangements or transactions not at arm's length basis

During the year, the Company hasn't entered into any contracts/ arrangements with any of the related party which are not on arm's length basis.

B. Details of material contracts or arrangement or transactions at arm's length basis

(I)	Purchase/ Sales of Goods and/ or Services	
(a)	Name(s) of the related party and nature of relationship	: HLE Engineers Private Limited ("HLE") HLE is a promoter of the Company; Mr. Himanshu Patel - Chairperson and Managing Director, Mr. Nilesh Patel and Mr. Harsh Patel - Non-Executive Directors of the Company are the Directors of HLE; Mr. Aalap Patel - Executive Director (Technical) of the Company, is the shareholder of HLE.
(b)	Nature of contracts/ arrangements/ transactions	: Purchase/ Sales of Goods and/ or Services (including sales returns and purchase return)
(c)	Duration of the contracts/ arrangements/ transactions	: 12 months
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	: Period of Transactions: 1st April, 2018 to 31st March, 2019 The maximum value of purchase/ sales of goods/ and/ or services (net of purchase return/ sales return, if any) is within the limits as permissible and approved by the Audit Committee/ Board Approval given as the frequency of purchase/ sales depends on the orders received by the Company from its customers.
(e)	Date(s) of approval by the Audit Committee/ Board, if any	: 19th May, 2018
(f)	Amount paid as advances, if any:	: None
(II)	Purchase/ Sales of Goods and/ or Services	
(a)	Name(s) of the related party and nature of relationship	: Yashashvi Rasayan Private Limited ("YRPL") Mr. Himanshu Patel - Chairperson and Managing Director, Mr. Nilesh Patel and Mr. Harsh Patel - Non-Executive Directors of the Company are the Directors of YRPL; Mr. Aalap Patel - Executive Director (Technical) of the Company is son of Mr. Nilesh Patel
(b)	Nature of contracts/ arrangements/ transactions	: Purchase/ Sales of Goods and/ or Services (including sales returns and purchase return)
(c)	Duration of the contracts/ arrangements/ transactions	: 12 months
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	: Period of Transactions: 1st April, 2018 to 31st March, 2019 The maximum value of purchase/ sales of goods/ and/ or services (net of purchase return/ sales return, if any) is within the limits as permissible and approved by the Audit Committee/ Board Approval given as the frequency of purchase/ sales depends on the orders received by the Company from its customers.
(e)	Date(s) of approval by the Audit Committee/ Board, if any	: 19th May, 2018
(f)	Amount paid as advances, if any:	: None
(III)	Purchase/ Sales of Goods and/ or Services	
(a)	Name(s) of the related party and nature of relationship	: M/s. Chemfilt Mr. Sudarshan Amin - Non-Executive Director of the Company is a partner of M/s. Chemfilt
(b)	Nature of contracts/ arrangements/ transactions	: Purchase/ Sales of Goods and/ or Services (including sales returns and purchase return)
(c)	Duration of the contracts/ arrangements/ transactions	: 12 months
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any	: Period of Transactions: 1st April, 2018 to 31st March, 2019 The maximum value of purchase/ sales of goods/ and/ or services (net of purchase return/ sales return, if any) is within the limits as permissible and approved by the Audit Committee/ Board Approval given as the frequency of purchase/ sales depends on the orders received by the Company from its customers.



FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

B. Details of material contracts or arrangement or transactions at arm's length basis

	(e) Date(s) of approval by the Audit Committee/ Board, if any	:	19th May, 2018
	(f) Amount paid as advances, if any:	:	None
(IV)	Purchase/ Sales of Goods and/ or Services		
	(a) Name(s) of the related party and nature of relationship	:	HLE Engineers Private Limited ("HLE") HLE is a promoter of the Company; Mr. Himanshu Patel - Chairperson and Managing Director, Mr. Nilesh Patel and Mr. Harsh Patel - Non-Executive Directors of the Company are the Directors of HLE; Mr. Aalap Patel - Executive Director (Technical) of the Company, is the shareholder of HLE.
	(b) Nature of contracts/ arrangements/ transactions	:	Purchase/ Sales of Goods and/ or Services (including sales returns and purchase return)
	(c) Duration of the contracts/ arrangements/ transactions	:	12 months
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	:	Period of Transactions: 1st April, 2018 to 31st March, 2019 Increase in the maximum value of purchase/ sales of goods/ and/ or services (net of purchase return/ sales return, if any) within the limits as permissible and approved by the Audit Committee/ Board Approval given as the frequency of purchase/ sales depends on the orders received by the Company from its customers.
	(e) Date(s) of approval by the Audit Committee/ Board, if any	:	3rd November, 2018
	(f) Amount paid as advances, if any:	:	None
(V)	Purchase/ Sales of Goods and/ or Services		
	(a) Name(s) of the related party and nature of relationship	:	Yashashvi Rasayan Private Limited ("YRPL") Mr. Himanshu Patel - Chairperson and Managing Director, Mr. Nilesh Patel and Mr. Harsh Patel - Non-Executive Directors of the Company are the Directors of YRPL; Mr. Aalap Patel - Executive Director (Technical) of the Company is son of Mr. Nilesh Patel
	(b) Nature of contracts/ arrangements/ transactions	:	Purchase/ Sales of Goods and/ or Services (including sales returns and purchase return)
	(c) Duration of the contracts/ arrangements/ transactions	:	12 months
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	:	Period of Transactions: 1st April, 2018 to 31st March, 2019 Increase in the maximum value of purchase/ sales of goods/ and/ or services (net of purchase return/ sales return, if any) within the limits as permissible and approved by the Audit Committee/ Board Approval given as the frequency of purchase/ sales depends on the orders received by the Company from its customers.
	(e) Date(s) of approval by the Audit Committee/ Board, if any	:	3rd November, 2018
	(f) Amount paid as advances, if any:	:	None
(VI)	Purchase/ Sales of Goods and/ or Services		
	(a) Name(s) of the related party and nature of relationship	:	M/s HL Equipments ("HL") Mr. Himanshu Patel - Chairperson and Managing Director, Mr. Aalap Patel- Executive Director (Technical) and Mr. Harsh Patel - Non-Executive Director of the Company are the partners of HL ; Mr. Nilesh Patel - Non-Executive Director of the Company is father of Mr. Aalap Patel
	(b) Nature of contracts/ arrangements/ transactions	:	Purchase/ Sales of Goods and/ or Services (including sales returns and purchase return)
	(c) Duration of the contracts/ arrangements/ transactions	:	12 months



FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

B. Details of material contracts or arrangement or transactions at arm's length basis

(d) Salient terms of the contracts or arrangements or transactions including the value, if any	:	Period of Transactions: 3rd November, 2018 to 31st March, 2019 The maximum value of purchase/ sales of goods/ and/ or services (net of purchase return/ sales return, if any) within the limits as permissible and approved by the Audit Committee/ Board Approval given as the frequency of purchase/ sales depends on the orders received by the Company from its customers.
(e) Date(s) of approval by the Audit Committee/ Board, if any	:	3rd November, 2018
(f) Amount paid as advances, if any:	:	None
(VII) Contract for Lease		
(a) Name(s) of the related party and nature of relationship	:	M/s. Chemfilt Mr. Sudarshan Amin - Non-Executive Director of the Company is a partner of M/s. Chemfilt
(b) Nature of contracts/ arrangements/ transactions	:	Lease Agreement
(c) Duration of the contracts/ arrangements/ transactions	:	36 months
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	:	Period of Transactions: 11th February, 2019 to 10th February, 2022 The Company entered into a new lease agreement with M/s. Chemfilt on the basis of the same terms and conditions, including lease rent that was executed for a period of 1 year starting from 11th September, 2017 and expired on 10th September, 2018, for taking on its lease its state-of-art production set-up.
(e) Date(s) of approval by the Audit/ Committee/ Board, if any	:	11th February, 2019
(f) Amount paid as advances, if any:	:	None
(VIII) Purchase/ Sales of Goods and/ or Services		
(a) Name(s) of the related party and nature of relationship	:	HLE Engineers Private Limited ("HLE") HLE is a promoter of the Company Mr. Himanshu Patel - Chairperson and Managing Director, Mr. Nilesh Patel and Mr. Harsh Patel - Non-Executive Directors of the Company are the Directors of HLE; Mr. Aalap Patel - Executive Director (Technical) of the Company, is the shareholder of HLE.
(b) Nature of contracts/ arrangements/ transactions	:	Purchase/ Sales of Goods and/ or Services (including sales returns and purchase return)
(c) Duration of the contracts/ arrangements/ transactions	:	12 months
(d) Salient terms of the contracts or arrangements or transactions including the value, if any	:	Period of Transactions: 1st April, 2019 to 31st March, 2020 The maximum value of purchase/ sales of goods/ and/ or services (net of purchase return/ sales return, if any) is within the limits as permissible and approved by the Audit Committee/ Board Approval given as the frequency of purchase/ sales depends on the orders received by the Company from its customers.
(e) Date(s) of approval by the Audit Committee/ Board, if any	:	11th February, 2019
(f) Amount paid as advances, if any:	:	None
(IX) Purchase/ Sales of Goods and/ or Services		
(a) Name(s) of the related party and nature of relationship	:	Yashashvi Rasayan Private Limited ("YRPL") Mr. Himanshu Patel - Chairperson and Managing Director, Mr. Nilesh Patel and Mr. Harsh Patel - Non-Executive Directors of the Company are the Directors of YRPL; Mr. Aalap Patel - Executive Director (Technical) of the Company is son of Mr. Nilesh Patel
(b) Nature of contracts/ arrangements/ transactions	:	Purchase/ Sales of Goods and/ or Services (including sales returns and purchase return)
(c) Duration of the contracts/ arrangements/ transactions	:	12 months



FORM NO. AOC-2

(Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/ arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

B. Details of material contracts or arrangement or transactions at arm's length basis

	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	:	Period of Transactions: 1st April, 2019 to 31st March, 2020 The maximum value of purchase/ sales of goods/ and/ or services (net of purchase return/ sales return, if any) is within the limits as permissible and approved by the Audit Committee/ Board
			Approval given as the frequency of purchase/ sales depends on the orders received by the Company from its customers.
	(e) Date(s) of approval by the Audit Committee/ Board, if any	:	11th February, 2019
	(f) Amount paid as advances, if any:	:	None
(X)	Purchase/ Sales of Goods and/ or Services		
	(a) Name(s) of the related party and nature of relationship	:	M/s HL Equipments ("HL") Mr. Himanshu Patel - Chairperson and Managing Director, Mr. Aalap Patel- Executive Director (Technical) and Mr. Harsh Patel - Non-Executive Director of the Company are the partners of HL ; Mr. Nilesh Patel - Non-Executive Director of the Company is father of Mr. Aalap Patel
	(b) Nature of contracts/ arrangements/ transactions	:	Purchase/ Sales of Goods and/ or Services (including sales returns and purchase return)
	(c) Duration of the contracts/ arrangements/ transactions	:	12 months
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	:	Period of Transactions: 1st April, 2019 to 31st March, 2020 The maximum value of purchase/ sales of goods/ and/ or services (net of purchase return/ sales return, if any) is within the limits as permissible and approved by the Audit Committee/ Board Approval given as the frequency of purchase/ sales depends on the orders received by the Company from its customers.
	(e) Date(s) of approval by the Audit Committee/ Board, if any	:	11th February, 2019
	(f) Amount paid as advances, if any:	:	None
(XI)	Purchase/ Sales of Goods and/ or Services		
	(a) Name(s) of the related party and nature of relationship	:	M/s. Chemfilt Mr. Sudarshan Amin - Non-Executive Director of the Company is a partner of M/s. Chemfilt
	(b) Nature of contracts/ arrangements/ transactions	:	Purchase/ Sales of Goods and/ or Services (including sales returns and purchase return)
	(c) Duration of the contracts/ arrangements/ transactions	:	12 months
	(d) Salient terms of the contracts or arrangements or transactions including the value, if any	:	Period of Transactions: 1st April, 2019 to 31st March, 2020 The maximum value of purchase/ sales of goods/ and/ or services (net of purchase return/ sales return, if any) is within the limits as permissible and approved by the Audit Committee/ Board Approval given as the frequency of purchase/ sales depends on the orders received by the Company from its customers.
	(e) Date(s) of approval by the Audit/ Committee/ Board, if any	:	11th February, 2019
	(f) Amount paid as advances, if any:	:	None

**By the Order of the Board of
Swiss Glascoat Equipments Ltd**

Sd/-

Mr. Himanshu Patel
Chairperson and Managing Director
(DIN: 00202312)

Date : 17th May, 2019
Place : Maroli Udyognagar



ANNEXURE TO THE BOARD REPORT

Statement of Disclosure of Remuneration in accordance with Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Directors and KMPs	% Increase in remuneration in 2018-19	Ratio of Remuneration to MRE [^] for financial year 2018-19	
		Excl. KMP	Incl. KMP
Managing Director	12.14	24.51	24.20
Executive Director (Technical)	9.13	12.20	12.05
Company Secretary	12.34	2.69	2.66
Chief Financial Officer*	73.45	-	-

Median remuneration of employee	% change in median remuneration in 2018-19
Excl. Remuneration of KMPs	-7.80%
Incl. Remuneration of KMPs	-6.88%

* Mr. Bipin Thakkar had resigned w.e.f. from 03.08.2018; while Mr. Mahesh Bhawe had been appointed w.e.f. 01.09.18 and resigned w.e.f. 09.03.19. Hence, the total percentage increase in the remuneration of the Chief Financial Officer in the financial year 2018-19 has been stated accordingly and individual change values have not been provided.

[^] Median Remuneration of Employees

Notes:

The aforesaid ratios and % change figures are rounded off to two decimals.

The aforesaid remuneration of KMPs and employees is based on the annualised cost to the Company.

The Managing Director is paid commission @ 1% of the net profits of the Company as per the Agreement executed with him.

The Non-Executive and Independent Directors do not receive remuneration except sitting fees for attending the Board Meetings.

During the financial year 2018-19, no employee received remuneration in excess of the highest paid directors.

The Company pays remuneration to the Executive Directors, Key Managerial Personnel and other employees in accordance with its Remuneration Policy.

Other Disclosures

Total no. of Permanent Employees on Company's roll as on 31.03.2019	Excl. KMPs	Incl. KMPs
		133

Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Particulars	average percentile change in salary in the financial year 2018-19
Average Salary of the employees (excl KMP)	12.12%
Average Salary of KMPs	41.72%
Justification/ information of exceptional circumstances for increase in managerial remuneration	Change in Key Managerial Personnel [CFO] during the year

By the Order of the Board of
Swiss Glascoat Equipments Ltd

Sd/-

Mr. Himanshu Patel
Chairperson and Managing Director
(DIN: 00202312)

Date : 17th May, 2019

Place : Maroli Udyognagar



ANNEXURE TO THE BOARD REPORT

Details of the top 10 employees (apart from Key Managerial Personnel) of the Company in terms of remuneration drawn as required under with Section 134 of the Companies Act, 2013 and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Sr. No.	Names of Employees	Designation	Remuneration (Rs.)	Nature of Employment Contractual or otherwise	Qualifications & Experience	Date of Commencement of employment	Age (Yrs.)	Last employment before joining the Company	% of shares held in the Company	Relationship with any Director or manager of the Company
1	BHARAT DHANAK	GM (Marketing)	2462240	Permanent	B.com , PG (IT)	5th October, 2011	48	Standard Radiator Pvt Ltd	-	None
2	HARSHAL BAROT	Executive Assistant to Director	1976328		BE Mechanical	18th January 2018	39	GE Power India Ltd	-	
3	ASHLEY P. LEMOS	AGM (Marketing)	1965272		BE Mechanical	8th January, 2008	48	Joflow Centrifuges Pvt Ltd	-	
4	RAJESH PRACHCHHAK	SGM (Operations)	1677780		BE Mechanical	1st February 2017	49	HLE Engineers Pvt. Ltd	-	
5	AMIT A. SINHA	GM (Works)	1484387		BE Mechanical	11th February, 2013	42	Standard Radiator Pvt Ltd	-	
6	SUDESH BANIK	AGM (Lining)	1482960		B.Sc	9th August, 1995	67	BRB Cable	-	
7	MAYURKUMAR RATHOD	Sr. Manager	1418604		BE Mechanical	1st February 2018	36	GE Power India Ltd	-	
8	URVI SHAH	AGM (F&A)	1196880		CA	31st August 2018	38	HNG Float Glass Ltd	-	
9	DIVYESH CHAPLA	AGM (Design)	1160324		Diploma Civil	1st March, 1994	45	N.A.	0.01	
10	NARESH PRAJAPATI	Manager	784476		BE Mechanical	21st May 2018	37	Praj India LitLtd	-	

**By the Order of the Board of
Swiss Glascoat Equipments Ltd
Sd/-**

Mr. Himanshu Patel
Chairperson and Managing Director
(DIN: 00202312)

Date : 17th May, 2019
Place : Maroli Udyognagar



ANNEXURE TO THE BOARD REPORT

DETAILS RELATED TO CORPORATE SOCIAL RESPONSIBILITY [CSR] OF THE COMPANY FOR THE FINANCIAL YEAR 2018-19

1. The Company believes in enriching the Society and the surrounding environment and it has accordingly formulated a policy related to CSR and an extract of the CSR Policy is available on the Company's website: www.glascoat.com in Corporate Social Responsibility section. The website also provides details related to the Composition of the CSR Committee and the CSR activity.

The following are the areas of emphasis for CSR activities under the CSR Policy:

- The activities carried out under this CSR policy will be in the areas as per Schedule VII to the Companies Act, 2013.
 - These activities will be carried out directly and through implementing agencies.
 - Surplus arising out of the CSR Projects/ programs/ activities, if any, shall not form part of business profits.
2. The composition of the CSR Committee during the Financial Year 2018-19 was as under:

Sr. No.	Name of Committee Member	Designation
1.	Mr. Sandeep Randery, Independent Director	Chairperson
2.	Ms. Vijayanti Punjabi, Independent Director	Member
3.	Mr. Aalap Patel, Executive Director (Technical)	Member

3. Average Net Profit for last 3 financial years Rs. 591.55 lakhs

4. Prescribed CSR amount to be spent for the 2017-18 Rs. 11.83 lakhs
(2% of the average net profit)

5. Details of CSR spent during 2018-19:

(a) Total amount to be spent during 2018-19 Rs. 11.83 lakhs

(b) Amount unspent, if any: Rs. --

(c) Manner in which amount spent:

Sr. No.	Particulars	Details related to CSR Project
1	CSR Project or Activity Identified	construction of homes for financially backward classes
2	Sector in which the Project is covered	rural development projects
3	Projects or Programs	Gram Aavas Yojna
4	Amount Budget Project-wise	Rs. 11.83 lakhs
5	Actual Amount Spent	Rs. 11.83 lakhs
6	Cumulative Expenditure up to the Reporting Period	Rs. 11.83 lakhs
7	Amount Spent: Direct or through Implementing Agency	Yashaswati Foundation*

*Note: Yashaswati Foundation is a recently incorporated company under Section 8 of the Companies Act, 2013, founded by the promoters of the Company for the purpose of implementing identified corporate social responsibility projects.

6. Reasons of not expending allocated CSR fund for the financial year 2018-19 in full: Not Applicable
7. The implementation and monitoring of the CSR Policy is in compliance with the CSR Objectives of the Company.

For Swiss Glascoat Equipments Limited

Date : 17th May, 2019
Place : Maroli Udyognagar

Sd/-
Mr. Sandeep Randery
Chairperson -
CSR Committee
(DIN: 07663581)

Sd/-
Mr. Himanshu Patel
Chairperson and
Managing Director
(DIN: 00202312)



ANNEXURE TO THE BOARD REPORT

SALIENT FEATURES OF THE POLICY GOVERNING APPOINTMENT OF THE DIRECTORS

A. OBJECTIVE:

The operations of the Company are managed under the direction of the Board and within the framework set by the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with Stock Exchanges and the Articles of Association of the Company. The Directors are also governed by Internal codes / procedures prescribed within the Company from time to time.

This Policy lays down the framework (formulated in accordance with the applicable laws of land) which acts as a guide for the appointing authority for appointment of the Directors on the Board.

This Policy shall be framed and implemented by the Nomination & Remuneration Committee, subject to approval by the Board

B. GUIDING PRINCIPLES FOR APPOINTMENT OF THE DIRECTORS:

The Nomination & Remuneration Committee (NRC) has been constituted by the Board so as to fulfill the aforesaid purpose. One of the main role of the said Committee as stated in its Charter, is to identify the persons who are qualified to become Directors in accordance with the criteria laid down herein and recommend their appointment to the Board.

The Company's Board shall comprise of Directors possessing diverse background and experience in business, government, academics, technology and in areas that are relevant for the Company's operations.

The Committee shall select those persons as the Directors of the Company who have willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively. They must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust.

A Director shall possess the highest personal and professional ethics, integrity and values. They shall be able to balance the legitimate interests and concerns of all the Company's stakeholders in arriving at decisions, rather than advancing the interests of a particular constituency.

C. APPOINTMENT OF DIRECTORS:

At any point of time, the Board Composition of the Company shall be in accordance with the Charter of the Board of Directors formulated as per the provisions of the Companies Act, 2013 and rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 executed with the BSE Ltd.

The person appointed/ to be appointed as a Director shall perform his duties in accordance with that stated in the Charter of the Board of Directors and shall act within the framework of that Charter, the Act and other applicable laws.

1. Criteria for Appointment of Directors:

A Director should possess few Basic Qualities stated as follows:

- | | |
|-------------------------|-----------------------------------|
| i) Emotional Balance | iv) Representational Qualities |
| ii) Business Judgement | v) Problem Solving and Innovation |
| iii) Business Awareness | |

A person to be appointed as a Director shall not possess any Disqualifications as stipulated in Section 164 of the Companies Act, 2013

2. Manner of Appointment/ Re-appointment/ Resignation/ Removal of Directors:

The Committee shall appoint/ re-appoint the Director on the Board in accordance with the provisions of Sections 152 to 169 and other applicable provisions of the Companies Act, 2013 and the Rules made there under.

D. APPOINTMENT OF EXECUTIVE (MANAGING/ WHOLE-TIME) DIRECTORS

1. Criteria for Appointment of Executive Directors:

The Policy reiterated the definitions of the Managing Director and Whole-time Director as stated in the Companies Act, 2013. Thereafter it specifies the scope of work and additional criteria for appointment of a person as the Managing Director/ Executive Director.

2. Manner of Appointment of the Executive Directors:

Section 196 of the Companies Act, 2013 along with Part I of the Schedule V thereto govern the provisions relating to the appointment of the Executive Directors. In line with the provisions of sections 196 to 200 and Schedule V, a managing director, whole-time director or manager shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the Company and by the Central Government in case such appointment is at variance to the conditions specified in that Schedule.

E. APPOINTMENT OF INDEPENDENT DIRECTORS

1. Criteria for Appointment of Independent Directors:

Criteria for appointment of an Independent Director are specified in accordance with Section 149(6) of the Companies Act, 2013 and the Rules made there under and the SEBI *Listing Obligations and Disclosure Rwequirements0 Regulations, 2015. It also specifies additional qualifications required for a person to be appointed as an Independent Director.

2. Manner of Appointment/ Re-appointment/ Resignation/ Removal of the Independent Directors:

- o Sub-sections (10) to (13) of Section 149 of the Companies Act, 2013, Schedule IV thereto applicable Rules framed there under govern the manner of appointment of the Independent Directors.
- o The terms and conditions of appointment of independent directors shall be open for inspection at the registered office of the Company by any member during normal business hours.
- o The Letter of appointment along with detailed profile of the independent directors shall also be disclosed on the Company's website and the Stock Exchange not later than one working day from date of appointment.



3. **Re-appointment:**

The re-appointment of independent director shall be on the basis of report of performance evaluation and in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

4. **Resignation or removal:**

The resignation or removal of an independent director shall be in the same manner as is provided in sections 168 and 169 of the Act.

In general, the Managing Director/ Executive Directors and Independent Directors are appointed vide agreement designed within the aforesaid framework between the individual and the Company. Further, such Directors cannot be appointed for more than 5 consecutive years at a time.

F. **DISCLOSURES**

The Company shall provide following information to shareholders:

1. Appointment of a new director or re-appointment of a director.
2. Non-executive directors shall be required to disclose their shareholding (both own or held by/ for other persons on a beneficial basis) in the listed Company in which they are proposed to be appointed as directors, prior to their appointment. These details should be disclosed in the notice to the general meeting called for appointment of such director.
3. Disclosure of resignation of directors

G. **AMENDMENT**

The Nomination & Remuneration Committee reserves its right to amend or modify this Policy in whole or in part, subject to approval by the Board, at any time consequent upon any amendment to applicable laws of land.

Aforesaid Policy is available on the Company's website: www.glascoat.com in Investors Guide section

SALIENT FEATURES OF THE REMUNERATION POLICY FOR THE BOARD OF DIRECTORS

OBJECTIVE

The object of this Remuneration Policy is to make Swiss Glascoat Equipments Limited a desirable workplace for competent employees and thereby secure the Company's competitiveness, future development and acceptable profitability.

The Remuneration Policy for the Board Members reflects the interests of the shareholders and the Company, taking into consideration any specific matters, including the level in comparable companies, the assignments and the responsibility undertaken, Board Members' required competencies, effort and the scope of the board work, including the number of meetings the remuneration of other employees of the Company and thereby aim to secure coordinated and fair Remuneration Policy for the Company.

This Policy shall be framed and implemented by Nomination & Remuneration Committee, subject to approval by the Board.

The policy is built on the following principles:

Transparent - the policy and its execution are clear and practical

Alignment - the remuneration policy is aligned with the policy for other employees of the Companies

Long-term - the incentives focus on long-term value creation

Compliant -the standards of good corporate governance has been adopted

Simple - the policy and its execution are as simple as possible and easily understandable to all stakeholders

The Committee takes cognizance of market norms and practices, as well as the additional responsibilities placed on Board members by new legislation and corporate governance principles.

This Policy delineating the structure of Remuneration package including the basic salary, allowances, bonus and perquisites to the Directors and the Board shall be in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the BSE Ltd as amended from time to time.

GUIDELINES FOR REMUNERATION TO THE DIRECTORS:

The total managerial remuneration payable by Swiss Glascoat Equipments Limited to its directors, including managing director and whole-time director, is payable in accordance with Sections 197 and 198 of the Companies Act, 2013.

REMUNERATION TO THE EXECUTIVE DIRECTORS:

The Executive Management of the Company includes the Executive Directors- Managing & Whole-time Directors who are employed under executive service contracts as set by the Board of Directors.

The Nomination & Compensation Committee submits proposals concerning the remuneration of the Senior Management Executives and ensures that the remuneration is in line with the conditions in comparable companies. The proposals are submitted for approval in a Board Meeting.

1. **Remuneration to Managing Director/ Whole-time Directors:**

Executive directors are subject to the Company's standard terms and conditions of employment. A written employment contract shall be prepared between the Company and the Managing Director/ Whole-time Directors, containing details of his main duties and responsibilities. The amount of basic salary and other remuneration shall take into account his education, working experience and previous employment. Other details of his remuneration, such as bonus, allowances and perquisites, terms of notice and all payments due to the Managing Director/ Whole-time Directors upon termination of the contract, etc., shall be mentioned in the employment contract.



The basic salary of the Managing Director/ Whole-time Directors may be revised annually considering their performance, the development of salaries for similar positions in comparable and the general performance and operations of the Company. The Nomination & Remuneration Committee recommends any revision in remuneration to the Board.

The Executive Directors may be paid remuneration either by way of a monthly payment or at a specified percentage of the net profits of the Company or partly by one way and partly by the other.

2. Bonuses and Incentives

The Executive Directors may be paid cash bonuses or incentives directly related to the working performance of the individual employees, their status and responsibility, the economic performance of the Company, the achievements of certain operational goals, including reaching certain budget targets. Such bonuses or incentives can only be offered to employees who are still working for the Company at the time when the bonuses are due for payment. Bonus payments are always subject to the applicable laws of land.

3. Personal benefits

Executive Directors have access to a number of work-related benefits, including Company car, free telephony, broadband at home, and work-related newspapers and magazines. The extent of individual benefits is negotiated with each individual member of the Executive Management.

Where any insurance is taken by a Company on behalf of its Executive Directors for indemnifying any of them against any liability in respect of any negligence, default, misfeasance, breach of duty or breach of trust for which they may be guilty in relation to the Company, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. However, if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

REMUNERATION TO THE NON-EXECUTIVE AND INDEPENDENT DIRECTORS

The Company's policy on remuneration for non-executive directors is that, as a general guideline, shall:

- be performance-related and market-related (having regard to number of meetings attended by non-executive directors of companies of similar size and structure to the Company and operating in similar sectors); and
- not linked to Company's share price or the Company's performance.

All fees /compensation, if any paid to Non-Executive Directors, including Independent Directors, shall be fixed by the Board of Directors within the limits stipulated by law.

The Company shall pay for all travel and accommodation expenses incurred by directors on official visits for Company purpose.

No severance fees is paid to the Non-Executive Directors on consequent to retirement or resignation or any other circumstances.

The Companies Act, 2013 expressly disallows independent directors from obtaining stock options and remuneration other than sitting fees and reimbursement of travel expenses for attending the board and other meetings. However, the Company may pay to them any Profit-related Commission, subject to the approval of the shareholders. The reason behind it to prevent personal financial nexus with the Company and to safeguard their independence.

APPROVAL OF THE REMUNERATION

The remuneration payable to the directors of a Company, including any managing or whole-time director or manager, shall be determined, in accordance with and subject to the provisions of this section, either by the articles of the Company, or by a resolution or, if the articles so require, by a special resolution, passed by the Company in general meeting and the remuneration payable to a director determined aforesaid shall be inclusive of the remuneration payable to him for the services rendered by him in any other capacity as stipulated in the Companies Act, 2013.

The remuneration payable to the Senior Management Executives shall be approved by the Board of Directors, on recommendation of the Nomination & Remuneration Committee.

COMPENSATION FOR LOSS OF OFFICE

In line with the Companies Act, 2013, a Company may make payment to a managing or whole-time director or manager, but not to any other director, by way of compensation for loss of office, or as consideration for loss of office of for retirement from office or in connection with such loss or retirement.

No Senior Management Executive shall be paid by the Company either by way of compensation for loss of office, or as consideration for loss of office of for retirement from office or in connection with such loss or retirement.

RECOVERY OF REMUNERATION IN CERTAIN CASES

Without prejudice to any liability incurred under the provisions of the Companies Act, 2013 or any other law for the time being in force, where a Company is required to re-state its financial in certain cases, statements due to fraud or non-compliance with any requirement under this Act and the rules made there under, the Company shall recover from any past or present managing director or whole-time director or

manager or Chief Executive Officer (by whatever name called) who, during the period for which the financial statements are required to be re-stated, received the remuneration (including stock option) in excess of what would have been payable to him as per restatement of financial statements.

DISCLOSURES

A notice convening Board or general meeting for considering the appointment of the Directors & Key Managerial Persons shall include the terms and conditions of such appointment, remuneration payable and such other matters including interest, of a director or directors in such appointments, if any.

- The Company shall provide disclosures as required by the applicable provisions of the Companies At, 2013 and Rulles made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

AMENDMENT

The Nomination & Remuneration Committee reserves its right to amend or modify this Policy in whole or in part, subject to approval by the Board, at any time consequent upon any amendment to applicable laws of land.

Aforesaid Policy is available on the Company's website: www.glascoat.com in Investors Guide section



ANNEXURE TO THE BOARD REPORT

CORPORATE GOVERNANCE REPORT

Forming part of the Board Report

COMPANY PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

At Swiss Glascoat Equipments Limited (the "Company"), Corporate Governance is viewed as ethics and moral duty. Your Company believes that the corporate governance is a system of structuring, operating and controlling a company with a view to achieve long term strategic goals and ensuring interest of all the stakeholders. Your Company firmly believes in core ethical values based on transparency, integrity, professionalism and accountability. The Company adheres to these ethical values by ensuring transparency in all its operations, making timely disclosures and enhancing stakeholders' value. Your Company believes that the good governance process has a positive impact on the Company's reputation, employees, customers and stakeholders at large.

Your Company has adopted best of corporate governance practices and is based on following principles:

- Strong, professional, independent Board with vast knowledge and varied experience.
- Accountability for functioning and transparency in conduct.
- Compliance with applicable laws and regulations.
- Independent verification of financial reporting.
- Value creation and wealth maximization for stakeholders.

The Report on Corporate Governance, as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is given as under:

BOARD OF DIRECTORS AND BOARD MEETINGS

The Company has a balanced structure of the Board which is in conformity with Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As on March 31, 2019, the Board comprises of ten Directors (eight being Non-Executive Directors, of which five Directors are Independent Directors). The Non-Independent Directors include the Chairperson & Managing Director and the Whole-time Director. The number of Directorships, Committee Membership(s)/ Chairmanship(s) of all Directors is within respective limits prescribed under the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

➤ Detailed information on the Board of Directors and their directorships held in other companies and other details during the year under review is as under:

Name of Directors	Category of Director-ship	Inter-se relation with other Directors	No. of Public & Private Companies# in which Directorships held##	Names of Listed Companies (excluding your company) in which Directorships held		No. of Committees ^ in which appointed as a Member (M)/ Chairperson (C)	Committee Details* in other Public Listed Companies in which Member (M) or a Chairperson (C)
				Names of other Listed Companies	Category of Director-ships		
A	B	C	D	E	F	G	H
Mr. Himanshu Patel	CMD (P)**	Father of Harsh Patel, Brother of Nilesh Patel, Uncle of Aalap Patel	5	-	-	-	-
Mr. Aalap Patel	ED (Technical) (P) **	Son of Nilesh Patel, Nephew of Himanshu Patel, First cousin of Harsh Patel	4	-	-	3 (M)	-
Mr. Nilesh Patel	NED (P) **	Father of Aalap Patel, Brother of Himanshu Patel, Uncle of Harsh Patel	5	-	-	-	-
Mr. Harsh Patel	NED (P) **	Son of Himanshu Patel, Nephew of Nilesh Patel, First cousin of Aalap Patel	5	-	-	1 (M)	-
Mr. Sudarshan Amin	NED**	None	1	-	-	-	-
Mr. Janardan Shukla®	NED (I) **	None	2	-	-	2 (M)	-
Ms. Vijayanti Punjabi	NED (I) **	None	1	-	-	1 (C)	1 (M) -
Mr. Yatish Parekh	NED (I) **	None	2	Garden Silk Mills Limited	Independent Director	1 (C) 1 (M)	4 (C)
Mr. Mahesh Kabutarwala	NED (I) **	None	6	-	-	1 (C)	-
Mr. Sandeep Randery	NED (I) **	None	1	-	-	1 (C) 2 (M)	-
Mr. Jayesh Shah*	NED (I) **	None	1	-	-	2 (M)	-



@ resigned with effect from 12th September, 2018

* Appointed with effect from 3rd November, 2018

**CMD (P) - Chairperson and Managing Director (Promoter), ED (Technical) (P) - Executive Director (Technical) (Promoter), NED (P) - Non-Executive Director (Promoter), NED (I) - Non-Executive Director (Independent), NED -Non-Promoter, Non-Independent, Non-Executive Director.

none of the Directors are the Chairperson in any of the companies, except mentioned above.

no. of companies in which directorships is held is considered after including your Company, and excluding companies incorporated under Section 8 of the Companies Act, 2013 and foreign companies.

^ includes Audit and Stakeholders Relationship, Nomination & Remuneration and Corporate Social Responsibility Committees of the Company.

+ includes Audit, Stakeholders Relationship, Nomination & Remuneration and Corporate Social Responsibility Committees of other public companies.

➤ **Information related to the Board Meetings with regards to their dates and attendance of each of the Directors thereat and in last Annual General Meeting held on 3rd August, 2018:**

The Board of Directors met 5 (five) times during the year on the following dates in accordance with the provisions of the Companies Act, 2013 and the Rules made there under and the Listing Regulations: 19th May, 2018, 3rd August, 2018, 3rd November, 2018, 16th January, 2019 and 11th February, 2019.

Names of Directors	No. of Board Meetings attended	Sitting Fees paid (Rs. in lakhs)	Whether Attended Last AGM
Mr. Himanshu Patel	5	-	Yes
Mr. Aalap Patel	5	-	Yes
Mr. Nilesh Patel	4	0.60	No
Mr. Harsh Patel	4	0.60	Yes
Mr. Sudarshan Amin	3	0.45	Yes
Mr. Janardan Shukla (01.04.18 to 12.09.18)	1	0.15	No
Ms. Vijayanti Punjabi	4	0.60	Yes
Mr. Yatish Parekh	5	0.75	Yes
Mr. Mahesh Kabutarwala [§]	1	N.A.	No
Mr. Sandeep Randery	5	0.75	Yes
Mr. Jayesh Shah (w.e.f. 03.11.2018)	1	0.15	N.A.

§ waived his right to claim sitting fees for attending board meetings

The Company provides the information as set out in Regulation 17 read with Part A of Schedule II of the Listing Regulations to the Board and the Board Committees to the extent it is applicable and relevant. A notice of the Board Meeting is circulated well in advance with the agenda, including detailed explanation to be discussed, to enable the Board to take an informed decision. The Company Secretary attends the Board Meetings and advises the Board on Compliances with applicable laws and governance.

➤ **Equity Shareholding of the Non-Executive Directors in the Company as on 31st March, 2019 is as under:**

Name of the Non-Executive/ Independent Director	Number of shares held	Name of the Non-Executive/ Independent Director	Number of shares held
Mr. Nilesh Patel	10000	Ms. Vijayanti Punjabi	Nil
Mr. Harsh Patel	10290	Mr. Yatish Parekh	Nil
Mr. Sudarshan Amin	Nil	Mr. Mahesh Kabutarwala	Nil
Mr. Sandeep Randery	Nil	Mr. Jayesh Shah	Nil

➤ **Details of Familiarisation Programmes Imparted to Independent Directors**

A formal letter of appointment is issued to the Independent Director at the time of his appointment is given to him, which inter alia explains the role, function, duties and responsibilities expected from him as a Director of the Company. The Independent Director is also explained in detail the Compliance required from him under Companies Act, 2013, the Listing Regulations and other various statutes as a Director and Independent Director and an affirmation is also obtained.

The Independent Director is also informed about the business model, nature of industry, operations and working of the Company as a whole.

Further, on an ongoing basis as a part of Agenda of Board/ Committee Meetings, presentations are regularly made to the Independent Directors on various matters covering the Company's businesses and operations, industry and regulatory updates, strategy, finance, risk management framework, and significant changes that may affect the Company, so that the Board can take informed decision and contribute significantly..

The details are available on our website: www.glascoat.com in Investors Guide/Familiarisation Programmes for Independent Directors.

➤ **Key Skills, Competency and Expertise of the Board**

The Board of the Company comprises of qualified members who bring in required skills, competency and expertise that allow them to make effective contribution to the Board and its Committee. Considering the business of the Company, the Company requires skills, expertise and competency in the areas of Engineering, Finance, Strategy, Innovation, Business Leadership, Sales and Marketing, Administration and Risk and Governance.

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, diversity and independence required for it to function effectively.



INDEPENDENT DIRECTORS

All the Independent Directors on the Board are highly experienced, competent and renowned persons in their respective fields. They actively participate in the Board and Committee Meetings which is a great value addition in the decision making process.

Independent Directors Meeting

The Independent Directors Meeting was held on 11th February, 2019 to review:

- the performance of Non-Independent Directors and the Board as a whole;
- the performance of the Chairperson of the Company, taking into account the views of the Executive Director and the Non-Executive Director;
- the quality, quantity and functions of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- the compliance of the Code of Conduct framed by the Company.

Mr. Yatish Parekh - the Lead Independent Director was the Chairperson of the Meeting of Independent Directors.

Attendance of Independent Directors in Independent Directors Meeting held on 11th February, 2019:

Independent Directors	No. of Meetings held	Meetings attended
Mr. Yatish Parekh	1	1
Ms. Vijayanti Punjabi	1	1
Mr. Mahesh Kabutarwala	1	0
Mr. Sandeep Randery	1	1
Mr. Jayesh Shah	1	0

> The Board further confirms that the Independent Directors fulfill the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

> Reason for resignation of Independent Director in detail, before expiry of his term

Mr. Janardan Shukla, erstwhile Independent Director of the Company resigned from the Board of the Company as the Director due to personal reasons with effect from 12th September, 2018. Further, the erstwhile Director has provided a confirmation to the Board related to existence of no other material circumstances except that cited in the said resignation letter.

COMMITTEES AND COMMITTEE MEETINGS

Audit Committee

The Audit Committee of the Company comprises of three Independent Directors and one Executive Director. All the Members of the Audit Committee are financially literate and Mr. Yatish Parekh, Independent Director of the Company is the Chairperson of the Committee and is a qualified Chartered Accountant and has relevant accounting and financial management expertise and experience.

The Company Secretary acts as the Secretary of the Audit Committee.

The Committee acts as a link between the management, external and internal auditors and the Board of Directors of the Company. The terms of reference of the Audit Committee complies with the requirements of Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177 of the Companies Act, 2013, and those as may be referred by the Board of Directors. The brief terms of reference of the Audit Committee includes:

- To oversee the financial reporting process and disclosure of its financial information;
- To review the quarterly, half-yearly and annual financial results and the auditor's report thereon before submission to the Board;
- Recommendation for appointment, remuneration and terms of appointment of the Auditors of the Company;
- Review the adequacy of internal financial controls and risk management systems, including cyber security, the scope and performance of the internal audit function;
- Review of related party transactions;
- Reviewing with management performance of internal and statutory auditors and fixing their remuneration;
- Holding discussions with Statutory Auditors on the nature and scope of audit, ensure compliance with all the applicable Accounting Standards;
- Compliance with the listing and other legal/ statutory requirements and the Company's financial and risk management policies;
- Review the functioning of the Whistle Blower/ Vigil mechanism;
- Review and suggest changes in the Risk Management Policy and also to oversee the functioning of the Risk Management Policy;
- Investigate into any matters referred to by the Board.

During the financial year, the Audit Committee has been re-constituted and it has met 5 (five) times during the year on the following dates in accordance with the provisions of the Companies Act, 2013 and the Rules made there under and the Listing Regulations: 19th May, 2018, 3rd August, 2018, 3rd November, 2018, 16th January, 2019 and 11th February, 2019 and the attendance of the Members at the Meetings was as follows:

Name of Member	Category	Designation	Attendance
Mr. Yatish Parekh	Independent Director	Chairperson	5
Mr. Aalap Patel	Executive Director (Technical)	Member	5
Mr. Janardan Shukla@	Independent Director	Member	1
Mr. Sandeep Randery	Independent Director	Member	5
Mr. Jayesh Shah*	Additional Director (Independent)	Member	1

@resigned with effect from 12th September, 2018

* Appointed as Director and Committee member with effect from 3rd November, 2018

All the recommendations made by the Audit Committee during the financial year under review were accepted by the Board.



Stakeholders Relationship Committee

Stakeholders' Relationship Committee is entrusted with responsibilities to resolve grievances of the stakeholders including but not limited to the suppliers, customers, shareholders or any party dealing with the Company. The Stakeholders Relationship Committee comprises of two Independent Directors, one Non-Executive Director and one Executive Director.

The brief terms of reference of the Stakeholders Relationship Committee includes:

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

During the financial year, the Stakeholders Relationship Committee has met 4 (Four) times on 19th May, 2018, 3rd August, 2018, 3rd November, 2018 and 11th February, 2019 and the attendance of the Members at the Meetings was as follows:

Name of Member	Category	Designation	Attendance
Mr. Mahesh Kabutarwala	Independent Director	Chairperson	1
Mr. Sandeep Randery	Independent Director	Member	4
Mr. Aalap Patel	Executive Director (Technical)	Member	4
Mr. Harsh Patel	Non-Executive Director	Member	3

M/s Link Intime India Private Limited, the Registrar and Share transfer Agent of the Company attend to day-to-day requests and the grievances of the shareholders under due supervision of Ms. Dhvani Shah, the Company Secretary and Compliance Officer of the Company. The Stakeholders Relationship Committee regularly oversees the functions of the Compliance Officer and systems and manner of investor grievance handling and resolving the same expeditiously.

The Company as on 31st March, 2019 had 4749 members. The status of the complaints received by the Company during the year under review is as under:

As on 1st April, 2018: Nil

Received during the year: 04

Resolved during the year: 04

Outstanding as on 31st March, 2019: Nil

During financial year 2018-19, the Company has satisfactorily responded and resolved the various requests of the shareholders.

Nomination and Remuneration Committee

The terms of reference of the Nomination and Remuneration Committee in compliance with the requirements of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013, and those as may be referred by the Board of Directors. The Nomination and Remuneration Committee comprises of three Independent Directors.

Brief terms of reference of the Nomination and Remuneration Committee are as under:

- To formulate criteria for determining qualifications, positive attributes and independence of directors;
- Lay down the policy and criteria for identifying the persons who can be appointed as Directors and Senior Management;
- To carry out evaluation of every Director's performance;
- To lay down policy for diversity of the Board;
- To recommend to the Board the appointment and removal of Directors and Senior Management;
- recommend to the Board, remuneration, in whatever form, payable to senior management; and
- Devise policy relating to remuneration to Directors, Key Managerial Personnel and Senior Management and ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;

During the financial year, the Nomination and Remuneration Committee has been re-constituted and it has met 3 (three) times during the year on 19th May, 2018, 3rd November, 2018 and 11th February, 2019 and the attendance of the Members at the Meetings was as follows:

Name of Member	Category	Designation	Attendance
Ms. Vijayanti Punjabi	Independent Director	Chairperson	3
Ms. Yatish Parekh	Independent Director	Member	3
Mr. Janardan Shukla@	Independent Director	Member	0
Mr. Jayesh Shah*	Additional Director (Independent)	Member	0

@resigned with effect from 12th September, 2018

* Appointed as Director and Committee member with effect from 3rd November, 2018



Performance evaluation criteria for Independent Directors:

Some of the criteria for evaluation of independent directors on basis of which the Board of Directors carries out the annual performance evaluation of the Independent Directors, are as under:

- Attendance and quality and value of contribution of the Independent Directors at the Meetings;
- Awareness about the significant information relating to the Company and the industry in which the Company operates;
- Contribution to development of strategy and risk management;
- Awareness of the latest developments in the areas of corporate governance framework, financial reporting and industry and market conditions; and
- Communication and relations with other Board Members and Senior Management.

Nomination and Remuneration Policy

The Company has framed the Nomination and Remuneration Policy in compliance with Section 178 of the Companies Act, 2013 and salient features of the same is set out as Annexure to the Board Report.

The details relating to the remuneration of Directors are as under:

- The Non-Executive Directors do not receive any remuneration except sitting fees of Rs.15,000 per Board Meeting of the Company attended by them. The details of the sitting fees paid to the Non-Executive Directors for attending the Board Meetings have been disclosed in this Report. The sitting fees paid to the Non-Executive Directors for attending the Board Meetings are within the limits specified by the Companies Act, 2013. Except the above, the Non-Executive Directors do not have any other pecuniary relationship with the Company. The Company has uploaded the extract of the Policy for Remuneration of Directors of the Company: www.glascoat.com in Investors Guide/ Company Policies, which includes the criteria for making payments to the Non-Executive Directors.
- The Company pays remuneration to the Executive Directors within the limits specified in Schedule V and other applicable provisions of the Companies Act, 2013. The details of remuneration (excluding applicable taxes) paid by the Company to the Executive Directors for the year 2018-19 are given below:

(Rs. in lakhs)

Name of Director	Gross Salary Including Allowances	Bonus	Commission	TOTAL
Mr. Himanshu Patel	49.05	0.11	10.27	59.43
Mr. Aalap Patel	29.48	0.11	-	29.59
TOTAL	78.53	0.22	10.27	89.02

Note:

- The abovementioned Directors are entitled to Bonus, Allowances and Perquisites as per the agreements entered into with them.
- The appointment and remuneration of the Directors of the Company is governed by the Company's policies framed in accordance with the provisions of the Companies Act, 2013 and the Rules made thereunder.
- The tenure of the contract of service entered into by the Company with its Executive Directors is for a period of 3 (three) years with effect from 31st December, 2016, which can be terminated by either party with at least 6 (Six) months' notice period in writing to the other party. No severance fee is payable by the Company on termination of the agreement(s).
- The Company does not have any ESOP Scheme.

Corporate Social Responsibility Committee

The Corporate Social Responsibility (CSR) Committee has been constituted with a commitment towards continual improvement of the society at large. The CSR Committee comprises of three Independent Directors:

The Role of the CSR Committee is as under:

- To formulate and recommend to the Board a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013;
- To recommend the amount of expenditure to be incurred on the activities referred to the said Schedule;
- To monitor the Corporate Social Responsibility Policy of the Company from time to time;
- Ensure disclosure of the CSR Policy in the Board Report and on the Website of the Company;
- Ensure activities as included in the CSR Policy are undertaken and are monitored regularly; and
- Ensure the CSR spend is made in terms of Section 135(5) of the Companies Act, 2013.

During the financial year, the CSR Committee has been re-constituted and it has met 3 (three) times during the year on 19th May, 2018, 3rd November, 2018 and 11th February, 2019 and the attendance of the Members at the Meetings was as follows:

Name of Member	Category	Designation	Attendance
Mr. Sandeep Randery	Independent Director	Chairperson	3
Ms. Vijayanti Punjabi	Independent Director	Member	2
Mr. Aalap Patel	Executive Director (Technical)	Member	3

The Policy on Corporate Social Responsibility of the Company is available on Company's website: www.glascoat.com in Corporate Social Responsibility section.



CODES OF CONDUCT

The Board has laid down a Code of Conduct for Professional Ethics for all the Board Members and the Senior Management Personnel of the Company. All the Board Members and the Senior Management Personnel have affirmed their compliance with the Code during the financial year 2018-19. The Managing Director of the Company has given Declaration to the Company regarding the affirmation, which is annexed hereto and forms part of this Annual Report.

The Company has also adopted the Code for Prevention of Insider Trading and Code for Fair Disclosures and Conduct in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015.

All the aforesaid Codes adopted by the Company are available on the Company's website: www.glascoat.com in Investors Guide/ Codes of Conduct.

GENERAL BODY MEETINGS

a. Details of location and time of last three Annual General Meetings (AGM) and Extra-ordinary General Meeting (EGM) of the Company are given below:

Financial Year- Type of General Meeting	Date	Time	Location	Details of Special Resolution Passed which were approved by the Members with requisite majority
2017-18- AGM	03rd August, 2018	02.30 P.M.	Registered Office at H-106, GIDC Estate, Vitthal Udyognagar - 388 121	a. To provide Loan in accordance with Sections 185 and 186 of the Companies Act, 2013
2016-17- AGM	28th August, 2017	10.00 A.M.		a. Appointment of Mr. Himanshu Patel (DIN 00202312) as the Managing Director. b. Appointment of Mr. Aalap Patel (DIN 06858672) as the Executive Director (Technical). c. Re-classification of Promoter and Promoter Group. d. Amendment of Memorandum of Association in accordance with the Companies Act, 2013. e. Adoption of new set of Articles of Association in accordance with the Companies Act, 2013
2015-16 -EGM	21st November, 2016	10.00 A.M.		a. Increase in authorized capital of the Company and consequent amendment to the Memorandum of Association of the Company. b. Issue of 15,00,000 Warrants convertible into equal number of Equity shares of Rs. 10 each to Non-promoters on preferential basis.
2015-16- AGM	25th July, 2016	10.00 A.M.		-

b. Postal Ballot

No business has been transacted using Postal Ballots.

DISCLOSURES

A. Related Party Transactions:

There were no materially significant transactions with related parties i.e. Promoters, Directors or the Management, or relatives conflicting with the Company's interest. All transactions with the related parties are put before the Board for their approval, after getting in-principle approval of the Audit Committee of the Company, as and when required. The prior approvals of Shareholders/ Audit Committee/ the Board of Directors, whenever required, have also been obtained by the Company before entering into any related party transactions.

The Company executes the related party transactions considering business exigencies, including but not limited to, sectoral specialization, operational efficiencies, etc. All the related party transactions are executed on an arm's length basis with an intention to further the Company's interests. The extract of the policy on dealing with the related party transactions is available on the Company's website: www.glascoat.com in Investors Guide/ Company Policies.

Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/promoter group which hold(s) 10% or more shareholding in the listed entity as per IND AS 24 has been provided in the Notes to the Financial Statements.,

B. Disclosure of Accounting Treatment

In the preparation of the financial statements, the Company has followed the Accounting Standards referred to in Section 133 of the Companies Act, 2013. The significant accounting policies which are consistently applied are set out in the Notes to the Financial Statements.

C. Board Disclosures - Risk Management

The Audit Committee is entrusted with the responsibility of implementing and monitoring the risk management plan for the Company and inform the Board Members about the risk assessment and minimization procedures. The same is periodically reviewed to ensure that executive management controls risk through means of a properly defined framework.

D. Management

The Management Discussion and Analysis Report pertaining to external and internal environment of the Company is annexed herewith.

E. Shareholders

Mr. Janardan Shukla - Independent Director of the Company has resigned with effect from 12th September, 2018, while, Mr. Jayesh Shah been appointed as the Additional Director (Independent) in the Board Meeting held on 3rd November, 2018; and has been proposed to be appointed as the Independent Director of the Company for a tenure of 5 years with effect from the conclusion of the ensuing Annual General



Meeting of the Company, subject to approval of the shareholders in the ensuing Annual General Meeting. The Board Committees were re-constituted on 3rd November, 2018. Mr. Harsh Patel, Non-Executive Director, is retiring by rotation and being eligible, has offered himself for re-appointment at the ensuing Annual General Meeting.

The details of the Directors proposed to be appointed / re-appointed in the 28th Annual General Meeting of the Company is annexed to the Notice convening Annual General Meeting.

F. Compliance

There were no instances of non-compliances or any matter viz. imposition of penalties or strictures on the Company by the Stock Exchange or SEBI or any statutory authority, related to the capital markets during the last three financial years.

G. Details of compliance of mandatory requirements and adoption of non-mandatory requirements of applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company has complied with all mandatory requirements stipulated in Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has obtained a Certificate from the Secretarial Auditor regarding compliance of conditions of Corporate Governance as stipulated in Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the same is annexed hereto.

H. The Company has duly complied with all the requirements of para (2) to (10) of Schedule V read with provisions of Regulation 34(3) and of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

I. The Company has complied with all the corporate governance requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

J. Vigil Mechanism and Whistle Blower Policy

The Company has devised a Vigil Mechanism for directors and employees to report genuine concerns and has also formulated a Whistle Blower Policy. The details of the said vigil mechanism is available on the Company's website: www.glascoat.com in Investors Guide/ Whistle Blower -Vigil Mechanism. The Company's personnel have direct access to the Chairperson of the Audit Committee to report concerns about unethical behavior (actual or suspected), frauds and other grievances. During the financial year 2018-19, no employee has been denied access to the Compliance Officer/ the Chairperson of the Audit Committee.

K. Commodity trading/ hedging activities

The Company is not engaged into any commodity trading/ hedging activities.

L. Policy for determining material subsidiary

Since the Company does not have any subsidiary, the need for a policy for determining material subsidiary is not applicable.

M. Mr. D. G. Bhimani, practicing company secretary, has provided a Certificate, in accordance with the provisions of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority, which is annexed hereto and forms part of this Report.

N. The Board has accepted all the recommendations, if any, of any of its Committees, which is mandatorily required, in the financial year 2018-19.

O. Details relating to fees paid to the Statutory Auditors for all the services rendered during the period under review are provided in the Notes to the Financial Statements.

P. Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A).

Not Applicable

Q. Disclosure in relation to Sexual Harassment of Women at work place

The disclosures and details related to sexual harassment of women in workplace have been provided in the Board Report.

R. Extent to which Discretionary requirements as specified in Part E of Schedule II have been adopted.

The Company has developed a system wherein Internal Auditor directly reports to the Audit Committee. Further, the Company shall adopt the remaining discretionary requirements as specified in Part E of Schedule II in due course.

CEO/ CFO CERTIFICATION

The Managing Director of the Company has certified to the Board regarding review of financial statements for the year, compliance with the Accounting Standards, maintenance of internal control for financial reporting, accounting policies, etc. The same is provided in this Annual Report.

MEANS OF COMMUNICATION

The Company believes that all stakeholders should have access to adequate information regarding the Company's position to enable them to accurately assess its future potential.

* **Website:** Your Company's Website www.glascoat.com in Investors Guide/ Financial Information provides comprehensive information on its financial performance, operational performance, announcements and periodical compliances of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

* **Financial Results:** The annual, half-yearly and quarterly results are regularly submitted to the Stock Exchanges in accordance with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and also are published in newspapers, namely, Business Standard and Jaihind/ Jansatta/ Naya Padkar

* **Annual Report:** The Annual Report containing, inter- alia, the Financial Statements, the Board Report, the Independent Auditors' Report and other important information is circulated to the Members and others entitled thereto.

* **Corporate Filing:** Announcements, Periodical Financial Results, Shareholding Pattern, etc. of the Company are regularly filed by the Company and are available on the website of the BSE Ltd.- www.bseindia.com, whereon the shares of the Company are listed.

* **Reminder to Shareholders:** Every year the Company sends a reminder to its shareholders to realise their unclaimed/ unpaid dividends of previous years.



GENERAL SHAREHOLDERS INFORMATION

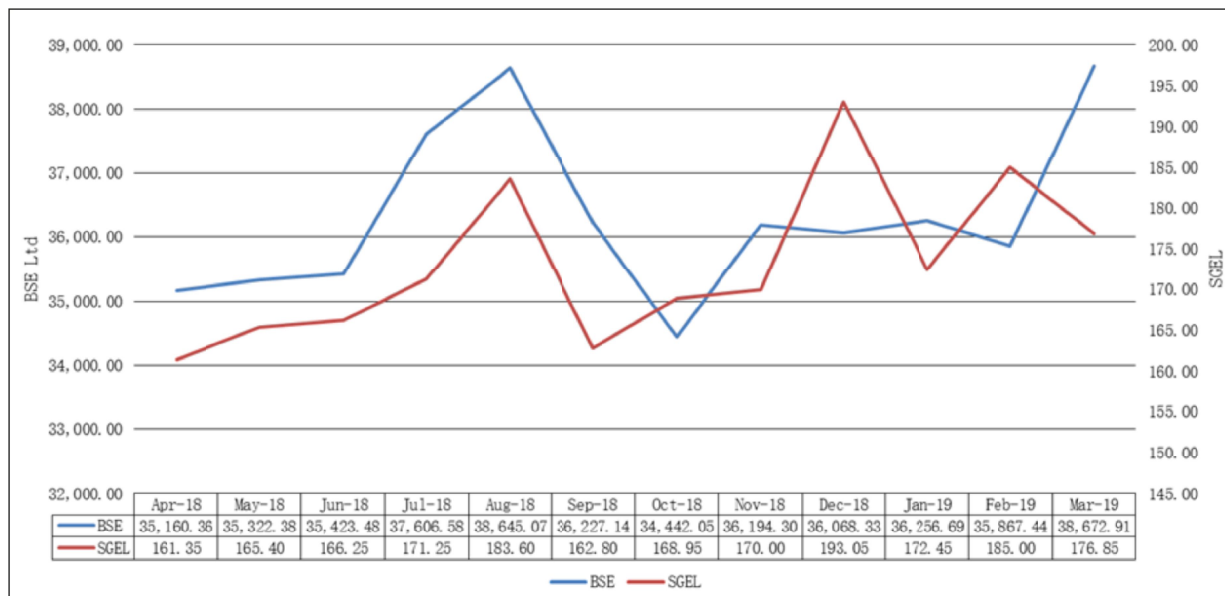
Compliance Officer	:	Ms. Dhvani Shah
Date, Time and Venue of the 28th Annual General Meeting	:	Saturday, 27th July, 2019 at 12.00 p.m. at H-106, GIDC Estate, Vitthal Udyognagar 388121
Financial Year	:	1st April, 2018 to 31st March, 2019
Book Closure Dates	:	Sunday, 21st July, 2019 to Wednesday, 24th July, 2019 (both days inclusive).
Last Date of Receipt of Proxy Forms	:	Thursday, 25th July, 2019 before 12.00 p.m.
Listing on Stock Exchange	:	BSE Limited Annual Listing fees to the BSE Ltd. for the Financial Year 2018-19, as applicable, have been paid well before the due date.
Scrip Code on BSE Limited	:	522215
Registrar and Share Transfer Agents	:	Link Intime India Private Limited B-102 and 103, Shangrila Complex, First Floor, Opp. HDFC Bank, Nr. Radhakrishna Char Rasta, Akota, Vadodara - 390 020 Phone No.: 0265-2356573 Fax no.: 0265-2356791 E-Mail Id: vadodara@linkintime.co.in
ISIN of DEMAT Shares	:	INE461D01010
Credit Rating	:	Provided in the Board Report

Month wise Market price data in FY 2018-19*

Month	High Price	Low Price	Spread High-Low	Month	High Price	Low Price	Spread High-Low
Apr-18	178.80	155.00	23.80	Oct-18	176.50	145.20	31.30
May-18	186.95	150.00	36.95	Nov-18	184.00	160.00	24.00
Jun-18	188.90	155.75	33.15	Dec-18	201.80	156.00	45.80
Jul-18	183.90	157.25	26.65	Jan-19	218.95	160.65	58.30
Aug-18	195.00	162.00	33.00	Feb-19	182.00	148.60	33.40
Sep-18	192.85	161.20	31.65	Mar-19	194.70	170.00	24.70

*(Source: www.bseindia.com)

Company's closing share price movement during the financial year 2018-19 on BSE vis-à-vis S&P BSE Sensex



*(Source: www.bseindia.com)

SHARE TRANSFER SYSTEM

For the financial year 2018-19, the transfer of shares in physical form are processed and completed by Link Intime India Private Limited, within the period specified from the date of receipt thereof, under the supervision of the Compliance Officer and the Stakeholders Relationship Committee of the Company. The shares held in dematerialized form are transferable through the depository system.



DEMATERIALISATION OF SHARES AND LIQUIDITY

The Company's shares are available for dematerialization with both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on 31st March, 2019, 56,30,200 shares (86.62%) of the Company are held in dematerialized form.

The Shareholders holding shares of the Company in physical form are requested to dematerialize their shares for easy and expeditious transfers thereof. Your Company confirms that the promoters their group holdings are fully converted into electronic form and the same is in line with the circulars issued by SEBI.

DISTRIBUTION OF SHAREHOLDING

(A) Distribution of Shares as per Category as on 31st March, 2019

Category Code	Category of Shareholders	No. of Shareholders	Total No. of Shares	% of (A+B)
(A)	Shareholding of Promoter and Promoter Group	5	32,66,243	50.25
(B)	Public Shareholding Institutions	0	0	0.00
(C)	Public Shareholding- Non- Institutions	4744	32,33,757	49.75
	GRAND TOTAL (A+B+C)	4749	65,00,000	100.00

(B) Distribution of Shares by size of holding as on 31st March, 2019

Category of Shares	No. of shareholders	% Holders	No. of Shares	% Shares
1 to 500	4213	87.52%	681151	10.48%
501 to 1,000	311	6.46%	260286	4.00%
1,001 to 2,000	137	2.85%	209276	3.22%
2,001 to 3,000	45	0.93%	111397	1.71%
3,001 to 4,000	25	0.52%	88217	1.36%
4,001 to 5,000	21	0.44%	96693	1.49%
5,001 to 10,000	30	0.62%	218172	3.36%
10,001 and above	32	0.66%	4834808	74.38%
TOTAL	4814	100.00%	6500000	100.00%

Note: As per shareholding pattern filed with BSE Ltd, number of shareholders as on 31st March, 2019 has been clubbed on the basis of PAN of the shareholders of the Company.

DISCLOSURE WITH RESPECT TO UNCLAIMED SUSPENSE ACCOUNT:

In accordance with the provisions of Regulation 39(4) read with Schedule VI of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has opened a demat account namely "Swiss Glascoat Equipments Limited - Unclaimed Suspense Account", wherein it has transferred all the physical share certificates lying unclaimed in its possession after following prescribed procedure as specified in the said provisions.

The details of the shares transferred to the said Unclaimed Suspense Account during the financial year 2018-19 are as under:

Particulars	No. of Shareholders	No. of Shares
Outstanding balance in Unclaimed Suspense Account as on 1st April, 2018	4	900
Request for transfer from Unclaimed Suspense Account received and processed	-1	-100
Outstanding balance in Unclaimed Suspense Account as on 31st March, 2019	3	800

The voting rights on the shares transferred to the Unclaimed Suspense account of the Company shall remain frozen till the rightful owner of such shares claims the shares.

PLANT LOCATION AND ADDRESS FOR CORRESPONDENCE

Plant Location:

Swiss Glascoat Equipments Limited
H-106, G I D C Estate,
Vitthal Udyognagar – 388 121
Dist. Anand, Gujarat

Registered Office:

Swiss Glascoat Equipments Limited
H-106, G I D C Estate,
Vitthal Udyognagar – 388 121
Dist. Anand, Gujarat
E-mail ID: share@glascoat.com
Contact No.: (02692) 236842 to 236845

To allow us to service the Shareholders with greater speed and efficiency, the Company strongly recommends e-mail based correspondence on all issues which do not require signature verification for being processed.

**By the Order of the Board of
Swiss Glascoat Equipments Ltd**

Sd/-

Mr. Himanshu Patel
Chairperson and Managing Director
(DIN: 00202312)

Date : 17th May, 2019

Place : Maroli Udyognagar



DECLARATION BY THE MANAGING DIRECTOR UNDER REGULATION 34(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING ADHERENCE TO THE COMPANY'S CODE OF CONDUCT

In accordance with Regulations 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, I hereby confirm that all Directors and Senior Management personnel of the Company have affirmed their compliance with the Code of Conduct laid down by the Company, as applicable to them for the Financial Year ended March 31, 2019.

Date : 17th May, 2019
Place : Maroli Udyognagar

Swiss Glascoat Equipments Ltd

Sd/-

Mr. Himanshu Patel
Chairperson and Managing Director
(DIN: 00202312)

**CERTIFICATE ON CORPORATE GOVERNANCE
TO THE MEMBERS OF SWISS GLASCOAT EQUIPMENTS LIMITED**

To
The Members of
Swiss Glascoat Equipments Ltd.
Vithal Udyognagar.

1. I, Mr. D. G. Bhimani, proprietor of M/s D. G. Bhimani & Associates, practicing company secretaries, Anand, the Secretarial Auditor of **SWISS GLASCOAT EQUIPMENTS LIMITED** ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31 March 2019, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

MANAGEMENT'S RESPONSIBILITY

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

AUDITORS' RESPONSIBILITY

3. My responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. I have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

OPINION

5. Based on my examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the Listing Regulations during the year ended 31 March 2019.
6. I state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company

Place: Anand
Date : 14th May, 2019

For D G Bhimani & Associates
Dineshkumar G. Bhimani
Company Secretary
CP. No. 6628

**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

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

To,
The Members of
Swiss Glascoat Equipments Limited
H-106 GIDC Estate
Vithal Udyognagar - 388121.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Swiss Glascoat Equipments Limited having CIN L26100GJ1991PLC016173 and having registered office at H-106 GIDC Estate, Vithal Udyognagar - 388121 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Himanshu Khushalbhai Patel	00202312	31/12/2016
2	Aalap Nileshbhai Patel	06858672	31/12/2016
3	Nilesh Khushalbhai Patel	00141873	31/12/2016
4	Harsh Himanshubhai Patel	00141863	31/12/2016
5	Vijayanti Punjabi	07651296	31/12/2016
6	Sudarshan Purushottamdas Amin	01828862	01/10/2011
7	Maheshchandra Dhansukhlal Kabutarwala	00110317	29/05/2017
8	Yatish Chandrakant Parekh	00168488	29/05/2017
9	Sandeep Dipak Randery	07663581	29/05/2017
10	Jayeshbhai Vastupal Shah	03570056	03/11/2018

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Anand
Date : 14th May, 2019

For D G Bhimani & Associates
Dineshkumar G. Bhimani
Company Secretary
CP. No. 6628



ANNEXURE TO THE BOARD REPORT

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Forming part of the Board Report

Economic Overview

India has emerged as one of the fastest growing major economy in the world and is expected to be one of the top three economic powers of the world over the next 10-15 years, backed by its strong democracy and economic growth. Recent estimates as per the Central Statistical Office pegged the GDP growth for FY 2018-19 at 7%. The year 2018-19 was marked by a number of key structural, regulatory and governmental initiatives to build strength across macro-economic parameters for sustainable growth in the future. The Indian economy is projected to grow at the rate of 7.5% during 2019, expanding further to 7.7% during 2020 as per the International Monetary Fund (IMF) World Economic Outlook January update. The growth rates for the economy are pegged much higher than the global growth rates at 3.5% and 3.6% for 2019 and 2020 respectively, thus placing the economy on a solid footing despite growing global uncertainties.

India is currently the world's sixth-largest economy by nominal GDP and the third-largest by purchasing power parity (PPP). This growth has been achieved in a scenario of lower inflation, improved current account balance and reduction in the fiscal deficit to GDP ratio. This year witnessed significant steps being undertaken towards resolution of problems associated with non-performing assets of the banks, further liberalization of FDI, etc., thus strengthening the overall momentum of reforms. Exports from India increased 11.02% from a year earlier to USD 32.55 billion in March 2019, boosted by sales of organic and inorganic chemicals (16.98%), engineering goods (16.27%), drugs and pharmaceuticals (13.59%) in during 2018-19.

Economic Outlook

The economy is expected to maintain momentum this fiscal year, supported by robust government spending, easier monetary policy and greater political certainty anticipated following the elections. Weak public finances and rising global trade protectionism, however, weigh on the prospects. However, much is dependent on the results of the on-going general election.

A) Industry Structure and Development and Outlook

Your Company is engaged in the business of manufacturing/ fabrication of specialized engineered Glass-lined Reactors and Vessels, which are predominantly used by the Pharmaceutical and Chemical (including Agrochemical) manufacturers.

Performance of the Engineering Sector

The Indian economy has witnessed robust industrial growth over the last few years by increased investments in Capital Goods industry (market size USD 43.3 bn). The Capital Goods industry is sub-divided into almost 10 sub segments, which amongst others also includes process plant equipment. The momentum is expected to continue in the next few years as well, thanks to policy support by the Government of India with introduction of the National Policy on Capital Goods-2016, which aims to treble the production of capital goods. India in its quest to become a global superpower has made significant strides towards the development of its engineering sector. The Government of India has appointed the Engineering Export Promotion Council (EEPC) as the apex body in charge of promotion of engineering goods, products and services from India. India exports transport equipment, capital goods, other machinery/ equipment and light engineering products such as castings, forgings and fasteners to various countries of the world. The manufacturing sector is expected to post robust growth with the Sector's Gross Value Added growth estimated at 8.1% in 2018-19 as compared to 5.9% during 2017-18. Growth in India's overall capital goods and manufacturing sector has provided a stimulus for the Engineering Industry to develop capabilities in product development and advanced manufacturing technology. India exports its engineering goods mostly to the US and Europe, which accounts for over 60 per cent of the total exports. Investments in the engineering sector in India attracts immense interest from foreign players as it enjoys a comparative advantage in terms of manufacturing costs, technology and innovation. The above factors, coupled with favorable regulatory policies and growth in the manufacturing and engineering sector, has encouraged several foreign players to invest in India. The long-term future of the Indian Engineering Sector continues to look promising.

Performance of the Pharmaceutical Sector

India is the largest provider of generic drugs globally. Indian pharmaceutical sector industry supplies over 50 per cent of global demand for various vaccines, 40 per cent of generic demand in the US and 25 per cent of all medicines in UK. The market is expected to grow to US\$ 55 billion by 2020, thereby emerging as the sixth largest pharmaceutical market globally by absolute size. Branded generics dominate the pharmaceuticals market, constituting nearly 80 per cent of the market share (in terms of revenues). Increase in the size of middle-class households coupled with the improvement in medical infrastructure and increase in the penetration of health insurance (through Ayushman Bharat Scheme of the Government) in the country will also positively influence the growth of the Pharmaceutical Sector. The Indian government has taken various steps to reduce costs and bring down healthcare expenses. Speedy introduction of generic drugs into the market has been the focus area and is expected to benefit the Indian pharmaceutical companies. In addition, the thrust on rural health programmes, lifesaving drugs and preventive vaccines also augurs well for the pharmaceutical companies and will further give a boost to the Sector.

Performance of the Chemical Industry

The Chemical Industry is not only one of the oldest industries in India but also one of the fastest growing sectors in the economy. India's proximity to the Middle East, the world's source of petrochemicals feedstock, makes for economies of scale. India is a strong global dye supplier, accounting for approximately 16% of the world production of dyestuff and dye intermediates. The Chemicals industry in India has been de-licensed except for few hazardous chemicals. Upcoming Petroleum, Chemicals and Petrochemicals Investment Regions (PCPIRs) and Plastic Parks will provide state-of-the-art infrastructure for the Chemicals and Petrochemicals sector. For years, this industry has played the role of a driving engine for the manufacturing sector in the country. India is the sixth largest producer of chemicals in the world and the third largest producer in Asia in terms of output. India's chemical sector is expected to reach USD 304 bn by 2025, clocking an annual growth rate of 8-10 percent per annum.

The Indian Chemical Industry has always been a multi-product, multi-faceted industry, based on the principle of diversification. The chemicals cover an array of more than 70,000 commercial products. The industry is diversified into a variety of sectors such as inorganic chemicals, drugs and pharmaceutical ingredients, plastics and petrochemicals, pesticides, fertilizers and other agrochemicals, speciality and fine chemicals like dyes and paints, and many more. Speciality chemicals and agrochemicals are the two fastest growing sectors among them.



Glass Lining Industry

Glass-lining is a specialized coating of glass, which is applied on the chemical reactor vessels/ equipment. Glass-lined equipment are used for preventing corrosion caused by reactions of corrosive chemicals by the Pharmaceuticals, Agrochemical and other Chemical Industries. The Glass Lining Industry has gone through tremendous changes during the last two decades. The core element of the Glass Lining Industry lies in the technology used for manufacturing of glass and its application/ lining on the vessels/ equipment.

Company Overview

Swiss Glascoat Equipments Limited ("SGEL") was formed 28 years ago with an objective to serve Indian customers who were exploited by the multinational companies for Glass-lined Equipment. Today, the Company is one of the leading manufacturers of standard and customized glass lined equipment and caters to the Indian and international markets. Your Company embarked upon the technological drive to synthesize the best of engineering practices and technological advancements to come up with superior quality solutions in glass-lined products and services and has emerged as a front-runner in the domestic glass lining fraternity by catering to diverse industries and applications ranging from dyes to pigments; from pharmaceutical to food processing; from chemicals to pesticides; from intermediates to resins and other conceivable corrosion-prone areas in the chemical processing industry. Today, SGEL has demonstrated its capabilities to meet the stringent process requirements of its customers and is known in the market for its high-quality glass lining and commands a good brand recall amongst its customers, which includes most of the large and medium sized players in the pharma, chemical and agrochemical industry. SGEL has a strong presence in the domestic geographical markets through its network of selling agents. SGEL has had an excellent track record of growth and profitability and has emerged as one of the leaders in the Indian marketplace for its sophisticated equipment. SGEL's penetration into the export markets is also gradually improving, being constrained by the large domestic order backlog. With the increase in its manufacturing capacity, your Company is hopeful of increasing the contribution of exports in its total turnover in the coming years. By consolidating quality, performance, engineering design, service and much more, SGEL has established itself as One-Point Solution-Provider for glass-lined products of any type, size, output including a complete range of accessories. Today, with the support of its customers, your Company is marching ahead of most companies in competition in terms of technology, processes and people.

B) Opportunities and Threats

Over the years, your Company has invested in innovating and improvising the glass lining technologies, improving material sourcing and handling capability, strengthening distribution channel and reach, entering new industry segment and geographies (both in domestic and export market). Recently, the Company has undertaken the capex program for capacity expansion and added a new manufacturing line along with all the required critical equipment. Your Directors are confident that this will enable the Company to reduce the delivery period and improve the overall operational productivity leading to improved profitability.

As you are aware, in January, 2019, the Scheme of Arrangement has been announced between SGEL ("Resulting Company") and HLE Engineers Private Limited ("HLE" or "Demerged Company") providing for the demerger of the Operating Business of HLE and vesting of the same into SGEL. As per the draft Scheme, the demerger of the Operating Business of HLE into SGEL will become effective from 1st April, 2018, subject to approval of all regulatory authorities. Both the companies (HLE and SGEL) manufacture and market complementary products for the pharma, chemical and agro-chemical industry, have a long-standing track record and predominant market shares in their respective segments and have common customers and vendors. The Scheme amongst other things, will enable the consolidated business to enhance efficiencies and combine similar business interests into one corporate entity, resulting in operational synergies, simplification, focused management, streamlining and optimization of the business. The Scheme will lead to optimum utilization of various resources being in the similar line of business and enhance shareholder value accruing from consolidation of the business operations, economies of scale, improved allocation of capital, operational efficiency, integration of processes and optimized cash flows.

There are various positive factors which are likely to give further impetus to the Company's growth journey, viz. relaxed RBI norms for FDI in sectors like pharmaceuticals, chemicals and agrochemicals, increased government spend in healthcare (Ayushman Bharat Scheme), moderate interest rates, stable rupee for over a year, etc.. The economy is witnessing an upswing in the capex cycle and industries are undertaking major capex program especially companies engaged in Specialty Chemicals, Dyes and Dyestuffs and Agrochemical segment. The investments in these industries has a direct positive impact on Company's order book. Your Company's equipment has a high brand recall amongst its existing customers as well as generally in the Industry. Now, your Company has intensified its marketing efforts and service network to strengthen its domestic and global presence and is receiving positive, encouraging response.

The threats to your Company are mostly associated with the following factors which are, to an extent, beyond the Company's ability to mitigate.

- (i) Spending on Glass lined Reactors by the Company's customers or prospective customers is subject to fluctuations depending amongst others economic and regulatory environment in which they operate.
- (ii) In the segment in which the Company operates, the customers typically divide their procurement amongst minimum two vendors and this may lead to Company losing customers' wallet share.
- (iii) Competitive pressure could affect the pricing and market share resulting in reduction in revenue and profitability.
- (iv) The nature of the product that the Company manufacture is such that there is no immediate repeat business and is predominantly based on the capex plan of the customers, except for a relatively smaller replacement market need.
- (v) Currency fluctuations, inflation and increase in interest rates.
- (vi) Possibility of an unstable Government getting voted in the on-going general election.
- (vii) Non-availability of adequate skilled manpower, continuous increase in electricity/ fuel costs, cost of wages and salaries and finance cost.

C) Risks and Concerns

The political stability, which is dependent on the results of the on-going general election in the country, is currently the biggest concern area for all the corporates and industries. Higher unemployment rates across sectors is another challenge the Indian economy is experiencing. The World Economic Outlook believes that in India, continued implementation of structural and financial reforms with effort to reduce public debt remains a key challenge to secure economy's growth prospects. Some of the key challenges and concern areas for the country today are (i) Slowdown in consumption (ii) increase in the level of stressed assets with the Banks and NBFCs (iii) Lagging of exports (iv) loss making public sector undertakings and (v) fate of agriculture (dependent on the monsoon this season). Apart from these, the potential risk of certain inherent factors like chances of inflation moving northwards, currency risk, interest rates continue to remain.



D) Internal Control Systems and their adequacy

Your Company is committed to ensuring an effective internal control environment that provides reasonable assurance regarding the effectiveness and efficiency of operations, adequacy of safeguards for assets, reliability of financial controls and compliance with applicable laws and regulations. Towards this end, your Company has laid down standard operating procedures and policies to guide the various business operations. To further strengthen the internal control systems, an independent external professional agency has been appointed as the internal auditor of your Company. The Internal Auditor ensures that internal controls are reviewed through the annual internal audit process in consultation with the Audit Committee. Internal Auditors covers every operational unit and all major corporate functions under the direction of the Audit Committee of the Board. The focus of these reviews is:

- Identification of weaknesses and improvement areas
- Compliance with defined policies and processes
- Compliance with applicable statutes
- Safeguarding tangible and intangible assets
- Managing risk environment, including operational, financial, social and regulatory risks

The Board's Audit Committee oversees the adequacy of the internal control environment through periodic reviews of audit findings and monitoring implementations of internal audit recommendations through compliance reports. The Statutory Auditors have opined in their report that there are adequate internal controls over financial reporting at your Company. The Certification by the Managing Director of the Company has been provided elsewhere in this Annual Report and discusses the adequacy of our internal control systems and procedures.

E) Financial performance vis-à-vis Operational performance

Financial Highlights

Rs. in lakhs

Particulars	2018-19	2017-18
Total Income	12,607.82	9,977.42
Profit Before Interest, Tax, Depreciation and Amortization	1,415.51	1,122.35
Profit Before Tax	956.07	674.67
Profit After Tax	694.75	535.91
Total Assets	13,623.93	9,712.49
Equity Share Capital	650.00	650.00
Other Equity	5,008.39	4,497.68
Total Equity	5,658.39	5,147.68
Borrowings	1,097.85	290.28
Debt: Equity Ratio	0.35	0.11
Book Value per Share of Rs. 10 each – In Rs.	87.05	79.20
Earnings Per Share - Basic and Diluted – In Rs.	10.69	8.24
Dividend proposed Per Share – In Rs.	Nil	2.00

The competitive environment of India's Glass Lining Industry and the growing competition in the business segment pose challenges to your Company. There is a trend towards a strong growth pursuant to your Company's commitment to quality and sustainability. Your Company believes in a philosophy of continuous efforts to perform better operationally, which is expected to translate into better financial performance. Your Company has undertaken a capex program during the year under review to expand capacity. The capex program was partly funded by availing long term debt from the Company's existing banker to retain the long term funds in the business. Your Company's Balance Sheet continues to remain robust and relatively insulated from financial risks. By actively managing utility and other operational costs, payment terms and working capital requirements, your management has influenced the financial performance and achieved significant cost savings. Your Company's revenue from operations for the year 2018-19 was Rs. 12,506.98 lakhs compared to Rs. 9,876.29 lakhs during the previous year. Your Company earned profit after tax during the year of Rs. 694.75 lakhs compared to Rs. 535.91 lakhs during the previous year. Operating Profit/ Earnings before Finance costs, Depreciation and Tax for the year stood at Rs. 1,415.51 lakhs compared to Rs. 1,122.35 lakhs.

F) Material Developments on Human Resources/ industrial relations, including number of people employed

Your Company considers People as the most important asset and backbone of the business for its success. Over the years, your Company has strengthened its HR processes to ensure continual development and growth of its employees. HR processes are fine-tuned and upgraded to attract, recruit and retain talent in your Company. We have been receiving active co-operation and support from the entire hierarchy of personnel, resulting in improvement in productivity and overall growth of your Company. Our staff and workers are our most important assets. The personnel of your Company are efficient and committed to the growth of your Company's business. Your Company has well documented and updated policies in place to prevent any kind of discrimination and harassment, including sexual harassment. The Whistle Blower Policy plays an important role as a watchdog. The total permanent employee strength of your Company as on 31st March, 2019 stands at 136 (excluding trainees). Your Company believes in focusing on development of its existing staff and workers and provides constant training to them so as to make them ready for growth and better positions in your Company. The training is provided internally, and training programmes are also organized by inviting external faculty. Our continuous training programmes have emphasis not only on increasing production of your Company but also on imbibing qualities of commitment and integrity in the attitude of the personnel.



I) Details of significant changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanations therefor

II)

Key Financial Ratios	FY 2018-19	FY 2017-18	Detailed explanation for change of 25% or more, if any
Debtors Turnover (times)	19.44	16.43	-
Inventory Turnover (times)	1.76	1.98	-
Interest Coverage Ratio (times)	6.25	5.68	-
Current Ratio	1.51	1.69	-
Debt Equity Ratio	0.35	0.11	Implementation of the Capex Program for Capacity Expansion and the Term Loan availed from Bank - Rs. 900 lakhs
Operating Profit Margin (%)	9.03%	8.21%	-
Net Profit Margin (%)	5.51%	5.37%	-

J) Details of any change in Return on Net Worth as compared to the immediately previous financial year along with a detailed explanation thereof

Return on Net Worth	FY 2018-19	FY 2017-18	Detailed explanation for change of 25% or more, if any
Return on Net Worth (PAT/ Net Worth)	12.28%	10.41%	-

Cautionary Statement

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations, if any, may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include among others, raw material pricing, climatic conditions, economic conditions affecting demand/ supply and price conditions in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

**By the Order of the Board of
Swiss Glascoat Equipments Ltd**

Sd/-

Mr. Himanshu Patel
Chairperson and Managing Director
(DIN: 00202312)

Date : 17th May, 2019
Place : Maroli Udyognagar



ANNEXURE TO THE BOARD REPORT

Form No. MR-3 SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

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

To,
The Members,
Swiss Glascoat Equipments Limited
Vithal Udyognagar.

We have conducted the Secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Swiss Glascoat Equipments Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minutes, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 Complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and the other records maintained by Swiss Glascoat Equipments Limited for the financial year ended on 31st March, 2019 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. As informed to us, there were no FDI transaction in the Company during the year under review.
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (vi) OTHER APPLICABLE ACTS
 - (a) Factories Act, 1948
 - (b) Payment Of Wages Act, 1936, and rules made there under,
 - (c) The Minimum Wages Act, 1948, and rules made there under,
 - (d) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made there under,
 - (e) The Payment of Bonus Act, 1965, and rules made there under,
 - (f) Payment of Gratuity Act, 1972, and rules made there under,

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.
- (iii) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015.

During the Period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards, etc. mentioned above.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all the directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes on the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For D. G. BHIMANI & ASSOCIATES

Sd/-

DINESH G. BHIMANI
Company Secretary
C P No.: 6628

Place: Anand
Date: 14th May, 2019

Note : This report is to be read with our letter of even date which is annexed as 'ANNEXURE A' and forms an integral part of this report.



ANNEXURE

To,
The Members,
Swiss Glascoat Equipments Limited
Vithal Udyognagar.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For D. G. BHIMANI & ASSOCIATES

Sd/-

DINESH G. BHIMANI
Company Secretary
C P No.: 6628

Place: Anand
Date: 14th May, 2019



INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SWISS GLASCOAT EQUIPMENTS LIMITED

1. OPINION

We have audited the Separate IND AS financial statements (also known as Standalone IND AS Financial Statements) of SWISS GLASCOAT EQUIPMENTS LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March 2019, the Statement of Profit and Loss (including other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone IND AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules, 2015, and amended and other accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at 31st March, 2019, and its profit(financial performance including other comprehensive income), the changes in equity and its cash flows for the year ended on that date.

2. BASIS FOR OPINION

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

3. KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr. No.	Key Audit Matters	Our Response
1	<p>Accuracy of recognition, measurement, presentation and disclosures of revenues and other related balances in view of adoption of Ind AS 115 "Revenue from Contracts with Customers" (new revenue accounting standard)</p> <p>The application of the new revenue accounting standard involves certain key judgements relating to identification of distinct performance obligations, determination of transaction price of the identified performance obligations, effect of variable considerations and the appropriateness of the basis used to recognise revenue at a point in time or over a period of time</p>	<p>Principal Audit Procedures</p> <p>We assessed the Company's process to identify the impact of adoption of the new revenue accounting standard.</p> <p>Our audit approach consisted testing of the design and operating effectiveness of the internal controls and substantive testing as follows:</p> <ol style="list-style-type: none"> Evaluated the design of internal controls relating to implementation of the new revenue accounting standard. Selected a sample of continuing and new contracts, and tested the operating effectiveness of the internal control, relating to identification of the distinct performance obligations and determination of transaction price. We carried out a combination of procedures involving enquiry and observation, re-performance and inspection of evidence in respect of operation of these controls. Tested the relevant information technology systems' access and change management controls relating to contracts and related information used in recording and disclosing revenue in accordance with the new revenue accounting standard. <p>Our procedures did not identify any material exceptions.</p>
	<p>Defined benefit obligation</p> <p>The valuation of the retirement benefit schemes in the Company is determined with reference to various actuarial assumptions including discount rate, future salary increases, rate of inflation, mortality rates and attrition rates. Due to the size of these schemes, small changes in these assumptions can have a material impact on the estimated defined benefit obligation</p>	<p>We have examined the key controls over the process involving member data, formulation of assumptions and the financial reporting process in arriving at the provision for retirement benefits. We tested the controls for determining the actuarial assumptions and the approval of those assumptions by senior management. We found these key controls were designed, implemented and operated effectively, and therefore determined that we could place reliance on these key controls for the purposes of our audit.</p> <p>We tested the employee data used in calculating the obligation and where material, we also considered the treatment of curtailments, settlements, past service costs, remeasurements, benefits paid, and any other amendments made to obligations during the year. From the evidence obtained, we found the data and assumptions used by management in the actuarial valuations for retirement benefit obligations to be appropriate.</p>



4. Information Other than the Standalone IND AS financial statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Board's Report including Annexures to Board's Report, Management Discussion and Analysis, Report on Corporate Governance, but does not include the Standalone IND AS financial statements and our auditor's report thereon.

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

In connection with our audit of the standalone IND AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone IND AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

5. 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 Act with respect to the preparation of these standalone IND AS financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate 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 IND AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

The Board of Directors are responsible for overseeing the Company's financial reporting process.

6. Auditor's Responsibility for the audit of the Standalone financial statements

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

A further description of our responsibilities for the audit of the financial statements is included in appendix A of this auditor's report

7. REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

7.1 As required by the Companies (Auditor's Report) Order, 2016("the Order") issued by the Central Government in terms of Section 143 (11) of the Act, we give in "Annexure A" - a statement on the matters specified in paragraphs 3 and 4 of the Order.

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

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

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

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, 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 Standalone IND AS financial statements - Refer Note 26 (i) to the Standalone IND AS financial statements;
- ii. The Company has no long-term contracts including derivative contracts for which there were no material foreseeable losses; and
- i. There has been no delay in transferring amounts, required to be transferred to the Investor Education and Protection Fund by the company

For M. M. NISSIM & CO.
Chartered Accountants
(Firm Regn. No. 107122W)

(N. Kashinath)
Partner
Mem. No.: 036490
Mumbai, 17th May, 2019

APPENDIX A- AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

AS PART OF AN AUDIT IN ACCORDANCE WITH SAS, WE EXERCISE PROFESSIONAL JUDGEMENT AND MAINTAIN PROFESSIONAL SCEPTICISM THROUGHOUT THE AUDIT. WE ALSO:

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

Materiality is the magnitude of misstatements in the Standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

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

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

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



“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT

OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SWISS GLASCOAT EQUIPMENTS LIMITED

- 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;
 - b) As explained to us, the Assets have been physically verified by the management in accordance with a regular programme of verification, which in our opinion is reasonable, considering the size and the nature of its business. The frequency of verification is reasonable and no material discrepancies have been noticed on such physical verification;
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the Company.
- ii) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable. No material discrepancies were noticed on such physical verification.
- iii) The company has not granted any loans, secured or unsecured during the year to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Act. Accordingly, the clauses 3(iii) (a), (b) and (c) 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 complied with the provisions of Section 185 and 186 of the Act, with respect to loans and investments made during the year.
- v) The Company has not accepted any deposits within the meaning of Provisions of Section 73 to 76 of the Act, and the rules framed thereunder from the public.
- vi) According to the information and explanations given to us, Central Government has not prescribed maintenance of cost records under section 148 (1) of the Act.
- vii) a) The company is regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Goods & Services Tax, duty of customs, cess and any other statutory dues with appropriate authorities, where applicable. According to the information and explanations given to us, there are no undisputed amounts payable in respect of such statutory dues which have remained outstanding as at 31st March, 2019 for a period of more than six months from the date they became payable.
- b) According to the records of the company, the dues outstanding of income-tax, sales-tax, service tax, duty of customs, duty of excise, goods and services tax and value added tax on account of any dispute, are as follows:

Statute and nature of dues	Financial year to which the matter pertains	Forum where the dispute is pending	Rs. Lakhs
Central Excise Act, 1944 and Finance Act 1994			
Service Tax	2008-2013	CESTAT	9.55
	2012-2015		23.98

- viii) The company has not defaulted in repayment of its loans or borrowings to banks. The Company does not have any borrowings by way of debentures.
- ix) The Company has not raised any moneys by way of Initial public offer or further Public offer (Including debt instruments). Moneys raised by way of Term Loan were applied for the purpose for which those are raised.
- x) On the basis of our examination and according to the information and explanations given to us, no fraud by the Company or any material fraud on the company by its officers or employees has been noticed or reported during the year, nor have we been informed of any such case by the management.
- xi) The managerial remuneration has been paid/provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- xii) The company is not a nidhi Company and accordingly provisions of clause (xii) of Para 3 of the order are not applicable to the Company.
- xiii) On the basis of our examination and according to the information and explanations given to us, we report that all the transaction with the related parties are in compliance with Section 177 and 188 of the Act, and the details have been disclosed in the Financial statements in Refer Note 26(f) as required by the applicable accounting standards.
- xiv) The company has not made any preferential allotment or private placement of share or fully or partly paid convertible debentures during the year and accordingly provisions of clause (xiv) of Para 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 any non-cash transactions with directors or persons connected with the directors. Accordingly, provisions of clause (xv) of Para 3 of the Order are not applicable to the company.
- xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and accordingly, provisions clause (xvi) of Para 3 of the Order are not applicable to the Company.

For M. M. NISSIM & CO.
Chartered Accountants
(Firm Regn. No. 107122W)

(N. Kashinath)
Partner
Mem. No.: 036490
Mumbai, 17th May, 2019



"ANNEXURE B" TO THE INDEPENDENT AUDITORS' REPORT

OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF SWISS GLASCOAT EQUIPMENTS LIMITED.

1. 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 SWISS GLASCOAT EQUIPMENTS LIMITED ("the Company") as of March 31, 2019 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

2. 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. 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.

3. 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") issued by Institute of Chartered accountants of India 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.

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.

4. 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.

5. 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.

6. 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 March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the Institute of Chartered Accountants of India.

For M. M. NISSIM & CO.

Chartered Accountants
(Firm Regn. No. 107122W)

(N. Kashinath)

Partner

Mem. No.: 036490

Mumbai, 17th May, 2019



BALANCE SHEET AS AT 31ST MARCH 2019

(Rs. in Lakhs)

Particulars	Note	As at 31 March 2019	As at March 2018
ASSETS			
Non-Current Assets			
Property, Plant and Equipment	2 (a)	3,082.77	1,918.31
Capital Work-in-Progress	2 (b)	31.02	195.88
Other Intangible Assets	2 (c)	481.19	544.60
Financial Assets;			
- Others financial assets	3	11.07	229.15
Other non-current assets	4	54.15	68.04
Current Assets			
Inventories	5	7,098.41	4,989.18
Financial Assets;			
- Investments	6	-	100.32
- Trade Receivables	7	643.35	600.31
- Cash and cash Equivalents	8	607.80	98.82
- Bank balances other than cash and cash equivalents	9	775.80	690.77
- Loans	10	2.20	0.43
- Others financial assets	3	36.71	41.51
Current Tax Assets (Net)		130.53	52.41
Other current assets	4	668.93	182.76
TOTAL ASSETS		13,623.93	9,712.49
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	SOCE	650.00	650.00
Other Equity	SOCE	5,008.39	4,497.68
Total Equity		5,658.39	5,147.68
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities:			
- Borrowings	11	930.17	193.93
- Other Financial Liabilities	13	3.54	90.14
Deferred Tax Liabilities (Net)	14	359.89	291.45
Other non-current liabilities	15	55.86	2.28
Current Liabilities			
Financial Liabilities			
- Borrowings	11	857.02	298.56
- Trade Payables	12		
Outstanding due of Micro and Small Enterprises		453.45	386.45
Outstanding due of Creditors other than Micro and Small Enterprises		2,490.13	1,700.74
- Other Financial Liabilities	13	444.86	408.96
Other Current Liabilities	15	2,346.95	1,190.13
Provisions	16	23.67	2.17
Total Liabilities		7,965.54	4,564.81
TOTAL EQUITY AND LIABILITIES		13,623.93	9,712.49
Significant Accounting Policies	1		
Accompanying Notes are an integral part of these financial statements			

This is the Balance Sheet referred to in our report of even date

For M.M.Nissim & Co
Chartered Accountants
Firm Reg.No.107122W

N.Kashinath
Partner
Mem.No.036490

Maroli Udyognagar, Dated 17th May, 2019

For and on behalf of the Board

Mr. Himanshu Patel
Chairperson & Managing Director
(DIN- 00202312)

Mr. Aalap Patel
Director
(DIN-6858672)

Ms Dhvani Shah
Company Secretary

Maroli Udyognagar, Dated 17th May, 2019



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2019

(Rs. in Lakhs)

Particulars	Note	Year Ended 31 March 2019	Year Ended 31 March 2018
INCOME			
Revenue from Operations	17	12,506.98	9,863.82
Other Income	18	100.84	113.60
TOTAL INCOME		12,607.82	9,977.42
EXPENSES			
Cost of materials consumed	19	6,423.74	4,553.50
Changes in inventories of Finished Goods and Work-in-Progress	20	(387.68)	(3.30)
Employee Benefits expense	21	859.56	669.45
Finance Costs	22	182.09	144.12
Depreciation and Amortisation expense	2 (a) & (c)	277.35	303.56
Excise Duty		-	211.55
Other Expenses	23	4,296.69	3,423.87
TOTAL EXPENSES		11,651.75	9,302.75
PROFIT BEFORE TAX		956.07	674.67
TAX EXPENSE			
Current Tax		192.88	193.27
Deferred Tax		68.44	(54.51)
TOTAL TAX EXPENSE		261.32	138.76
PROFIT FOR THE YEAR		694.75	535.91
OTHER COMPREHENSIVE INCOME (OCI)			
Items that will not be reclassified to Profit or Loss:			
Remeasurements of Defined benefit plans		(36.74)	34.87
Income Tax relating to items that will not be reclassified to Profit or Loss		10.22	(11.53)
TOTAL OTHER COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX		(26.52)	23.34
TOTAL COMPREHENSIVE INCOME FOR THE YEAR		668.23	559.26
EARNINGS PER EQUITY SHARE			
	26 (a)		
Basic		10.69	8.24
Diluted		10.69	8.24
Significant Accounting Policies	1		

Accompanying Notes are an integral part of these financial statements

This is the Statement of Profit and Loss referred to in our report of even date

For M.M.Nissim & Co
Chartered Accountants
Firm Reg.No.107122W

N.Kashinath
Partner
Mem.No.036490

Maroli Udyognagar, Dated 17th May, 2019

For and on behalf of the Board

Mr. Himanshu Patel
Chairperson & Managing Director
(DIN- 00202312)

Mr. Aalap Patel
Director
(DIN-6858672)

Ms Dhvani Shah
Company Secretary

Maroli Udyognagar, Dated 17th May, 2019



STATEMENT OF CHANGES IN EQUITY (SOCE) FOR THE YEAR ENDED 31ST MARCH 2019

(Rs. in Lakhs)

EQUITY SHARE CAPITAL	As at 31 March 2019		As at 31 March 2018
	Number of Shares	Amount	Amount
Authorised Share Capital	1,00,00,000	1,000.00	1,000.00
Issued Share Capital	65,00,000	650.00	650.00
Subscribed Share Capital	65,00,000	650.00	650.00
Fully Paid-up Share Capital	65,00,000	650.00	650.00
Balance at the beginning of the year	65,00,000	650.00	500.00
Changes in equity share capital during the year:		-	-
Share warrants exercised during the period	-	-	150.00
Balance at the end of the reporting year	65,00,000	650.00	650.00

Rights, preferences and restrictions attaching to each class of shares including restrictions on the distribution of dividends and the repayment of capital

The Company has only one class of equity share having par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. In the event of liquidation of the Company, the holder of the equity share will be entitled to receive remaining assets of the Company. The distribution will be in proportion to the number of equity shares held by the share holders.

Shares in the Company held by each shareholder holding more than five per cent shares	As at 31 March 2019		As at 31 March 2018	
	No.	%	No.	%
HLE Engineers Pvt. Ltd.	32,25,953	49.63%	32,25,953	49.63%
Overseas Pearl Ltd.	4,97,400	7.65%	4,97,400	7.65%
Patel Shashikant Purshottamdas	3,53,100	5.43%	3,53,100	5.43%

OTHER EQUITY

Particulars	Reserves and Surplus				Other Comprehensive Income(OCI) Remeasurements of Defined Benefit Plans	TOTAL
	Securities Premium	General Reserve	Capital Reserve	Retained Earnings		
Balance at the beginning of the comparative reporting Year - 1st April, 2017	1,605.00	2,100.00	1.52	359.56	(7.20)	4,058.88
Profit for the Comparative Year ending 31st March 2018	-	-	-	535.91	-	535.91
Other Comprehensive Income for the Comparative Year ending 31st March 2018	-	-	-	-	23.34	23.34
Total Comprehensive Income for the Comparative Year	-	-	-	535.91	23.34	559.25
Transactions with owners in their capacity as owners:						
Dividends and Dividend Distribution Tax;						
- Final Dividend (Rs.2 per share)	-	-	-	(100.08)	-	(100.08)
- Dividend Distribution Tax	-	-	-	(20.37)	-	(20.37)
Transfer to General Reserve	-	100.00	-	(100.00)	-	-
Balance at the end of the comparative reporting Year ending 31st March 2018	1,605.00	2,200.00	1.52	675.03	16.14	4,497.68
Profit for the Current Reporting year ending 31st March 2019	-	-	-	694.75	-	694.75
Other Comprehensive Income	-	-	-	-	(26.52)	(26.52)
Total Comprehensive Income for the Reporting year	-	-	-	694.75	(26.52)	668.23
Transactions with owners in their capacity as owners:						
Dividends and Dividend Distribution Tax;						
- Final Dividend	-	-	-	(130.00)	-	(130.00)
- Dividend Distribution Tax	-	-	-	(27.52)	-	(27.52)
Transfer to General Reserve	-	100.00	-	(100.00)	-	-
Balance at the end of the reporting year ending 31st March 2019	1,605.00	2,300.00	1.52	1,112.26	(10.38)	5,008.39



Nature and Purpose of each component of equity	Nature and Purpose
Securities Premium	Amounts received in excess of par value on issue of shares is classified as Securities Premium
General Reserve	General Reserve represents accumulated profits and is created by transfer of profits from Retained Earnings and it is not an item of Other Comprehensive Income and the same shall not be subsequently reclassified to Statement of Profit and Loss
Capital Reserve	Amount pertaining to forfeiture of shares
Remeasurements of Defined Benefit Plans	Gains / Losses arising on Remeasurements of Defined Benefit Plans are recognised in the Other Comprehensive Income as per IND AS-19 and shall not be reclassified to the Statement of Profit or Loss in the subsequent years.

This is the Statement of Changes in Equity referred to in our report of even date

For and on behalf of the Board

For M.M.Nissim & Co
Chartered Accountants
Firm Reg.No.107122W

N.Kashinath
Partner
Mem.No.036490

Maroli Udyognagar, Dated 17th May, 2019

Mr. Himanshu Patel
Chairperson & Managing Director
(DIN- 00202312)

Ms Dhvani Shah
Company Secretary

Mr. Aalap Patel
Director
(DIN-6858672)

Maroli Udyognagar, Dated 17th May, 2019



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

(Rs. in Lakhs)

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
A. CASH FLOW FROM OPERATING ACTIVITIES :		
NET PROFIT BEFORE TAX	956.07	674.67
Adjustment for :		
Depreciation	277.35	303.56
Unrealised Exchange (Gain) / Loss	-	(0.09)
Finance Cost (including fair value change in financial instruments)	182.09	144.12
Interest Income	(56.57)	(36.06)
Dividend Income	(0.01)	(0.01)
Bad Debts written off	4.12	57.20
Remeasurements of Defined benefit plans	(36.74)	34.87
Fair Value changes in Investments	(1.98)	(0.32)
Sundry advance written back	(16.64)	(21.10)
Loss / (Gain) on Sale / Disposal of Fixed Assets	29.36	(0.11)
	380.98	482.06
OPERATING PROFIT/(LOSS) BEFORE WORKING CAPITAL CHANGES	1,337.05	1,156.73
Trade receivables	(47.16)	(74.14)
Other Non Current Assets	0.60	0.60
Other Current Assets	(486.17)	55.56
Other Financial Assets	11.48	(31.59)
Inventories	(2,109.23)	(602.03)
Trade Payable	856.39	340.76
Provisions	21.50	0.17
Other Non Current Financial Liabilities	1.12	0.42
Other non-current liabilities	(2.28)	(26.65)
Other Current Financial Liabilities	14.80	12.71
Other liabilities	1,173.46	348.24
	(565.49)	24.05
CASH GENERATED FROM OPERATIONS	771.56	1,180.78
Direct Taxes paid	(260.78)	(158.79)
NET CASH FROM OPERATING ACTIVITIES	510.78	1,021.99
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets including Capital Work in Progress And Capital Advance	(1,190.57)	(304.63)
Proceeds from Sale of Fixed Aseets	38.03	0.20
Fixed Deposits with Banks	133.05	315.55
Purchase of current investment	(918.00)	(100.00)
Proceeds of current investments	1,020.30	-
Loans (Financial assets)	(1.77)	3.33
Interest Income	49.89	39.76
Dividend income	0.01	0.01
NET CASH USED IN INVESTING ACTIVITIES	(869.06)	(45.78)



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019 (CONTD..)

(Rs. in Lakhs)

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
C. CASH FLOW FROM FINANCING ACTIVITIES		
(Repayments) / Proceeds from Working Capital Facilities (Net)	558.46	(216.57)
Proceeds from long-term borrowings	902.18	-
(Repayments) of Term Loans	(100.00)	(108.81)
(Repayments) of Other Short Term loans	-	(249.00)
Changes in Financial Liabilities	(180.00)	(195.59)
Interest paid	(164.62)	(144.12)
Dividend and Corporate Dividend Tax	(148.76)	(111.02)
NET CASH FROM FINANCING ACTIVITIES	867.26	(1,025.11)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	508.98	- (48.90)
CASH AND CASH EQUIVALENTS AS AT 31ST MARCH, 2018	98.82	- 147.73
Cash and Cash Equivalents(Note 8)	98.82	147.73
CASH AND CASH EQUIVALENTS AS AT 31ST MARCH, 2019	607.80	- 98.82
Cash and Cash Equivalents(Note 8)	607.80	98.82

Notes to Cash Flow Statement:

- The above Cash Flow Statement has been prepared under the Indirect Method.
- Reconciliation of Financing Liabilities

	31.03.2019	31.03.2018
Opening Balance	591.09	1,165.47
Cash inflow/ (outflow) of non-current borrowings	805.31	(108.81)
Cash inflow /(outflow) of current borrowings	558.46	(465.57)
Closing Balance	1,954.86	591.09

This is the Cash Flow Statement referred to in our report of even date

For and on behalf of the Board

For M.M.Nissim & Co
Chartered Accountants
Firm Reg.No.107122W

N.Kashinath
Partner
Mem.No.036490

Maroli Udyognagar, Dated 17th May, 2019

Mr. Himanshu Patel
Chairperson & Managing Director
(DIN- 00202312)

Ms Dhvani Shah
Company Secretary

Mr. Aalap Patel
Director
(DIN-6858672)

Maroli Udyognagar, Dated 17th May, 2019



NOTES TO THE FINANCIAL STATEMENTS AS AT 31ST MARCH 2019

Note 1 : Significant Accounting Policies under IND AS

A) General Information

Swiss Glascoat Equipments Limited (the "Company") is a limited company, incorporated on 26th August, 1991 in India, whose shares are publicly traded.

The Company is based in western part of India, specializes in design and manufacturing of carbon Steel Glass Lined Equipment viz Reactors, Receivers/storage tanks, Dryers, Filters, Columns, Agitators, Valves, Pipes and Fittings.

The company is a subsidiary of HLE Engineers Private Limited

The Registered Office is located at Vitthal Udyonagar, Anand, Gujarat.

B) Basis of preparation of financial statements

The principal accounting policies applied in the preparation of these financial statements are set out in Para C below. These policies have been consistently applied to all the years presented.

i. Statement of Compliance

These Separate financial statements (also known as Standalone Financial Statements) have been prepared in accordance with IND AS as prescribed under Section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments thereto.

ii. Basis of preparation and presentation

The financial statements have been prepared on historical cost basis considering the applicable provisions of Companies Act 2013, except for the following material item that has been measured at fair value as required by relevant Ind AS. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

- a) Certain financial assets/liabilities measured at fair value (refer Note 25A) and
- b) Any other item as specifically stated in the accounting policy.

The Financial Statement are presented in INR and all values are rounded off to Rupees in Lakhs unless otherwise stated.

The company reclassifies comparative amounts, unless impracticable and whenever the company changes the presentation or classification of items in its financial statements materially. No such material reclassification has been made during the year.

The financial statements of the Company for the year ended 31st March, 2019 were authorised for issue in accordance with a resolution of the directors on 17th May, 2019.

iii. Major Sources of Estimation Uncertainty

In the application of accounting policy which are described in note (C) below, the management is required to make judgment, estimates and assumptions about the carrying amount of assets and liabilities, income and expenses, contingent liabilities and the accompanying disclosures that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant and are prudent and reasonable. Actual results may differ from those estimates. The estimates and underlying assumptions are reviewed on ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised if the revision affects only that period or in the period of revision and future periods if the revision affects both current and future period.

The few critical estimations and judgments made in applying accounting policies are:

Property, Plant and Equipment:

Useful life of Property Plant and Equipment and Intangible Assets are as specified in Schedule II to the Companies Act, 2013 and on certain assets based on technical advice which considered the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support. The company reviews the useful life of Property, Plant and Equipment at the end of each reporting period. This reassessment may result in change in depreciation charge in future periods.

Impairment of Non-financial Assets:

For calculating the recoverable amount of non-financial assets, the company is required to estimate the value-in-use of the asset or the Cash Generating Unit and the fair value less costs to disposal. For calculating value in use the company is required to estimate the cash flows to be generated from using the asset. The fair value of an asset is estimated using a valuation technique where observable prices are not available. Further, the discount rate used in value in use calculations includes an estimate of risk assessment specific to the asset.

Impairment of Financial Assets:

The company impairs financial assets other than those measured at fair value through profit or loss or designated at fair value through other comprehensive income on expected credit losses. The estimation of expected credit loss includes the estimation of probability of default (PD), loss given default (LGD) and the exposure at default (EAD). Estimation of probability of default apart from involving trend analysis of past delinquency rates include an estimation on forward-looking information relating to not only the counterparty but also relating to the industry and the economy as a whole. The probability of default is estimated for the entire life of the contract by estimating the cash flows that are likely to be received in default scenario. The lifetime PD is reduced to 12 month PD based on an assessment of past history of default cases in 12 months. Further, the loss given default is calculated based on an estimate of the value of the security recoverable as on the reporting date. The exposure at default is the amount outstanding at the balance sheet date.



Defined Benefit Plans:

The cost of the defined benefit plan and the present value of such obligations 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. (refer Note 26(g))

Fair Value Measurement of Financial Instruments:

When the fair values 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. Judgments 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.

C) Summary of Significant Accounting Policies:

1) Property, Plant and Equipment (PPE)

The Company has elected to continue with the carrying value of Property, Plant and Equipment ('PPE') recognised as of the transition date, measured as per the Previous GAAP and use that carrying value as its deemed cost of the PPE.

Property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment losses. Cost includes purchase price after deducting trade discount / rebate, import duties, non-refundable taxes, cost of replacing the component parts, borrowing costs (as per sl.no.13 below) and other directly attributable cost of bringing the asset to its working condition in the manner intended by the management, and the initial estimates of the cost of dismantling /removing the item and restoring the site on which it is located.

Spare parts procured along with the Plant and Equipment or subsequently which has a useful life of more than 1 year and having value of Rs.50,000 or more individually are capitalized and added to the carrying amount of such items. The carrying amount of items of PPE and spare parts that are replaced is derecognised when no future economic benefits are expected from their use or upon disposal. Other machinery spares are treated as 'stores and spares' forming part of the inventory. If the cost of the replaced part is not available, the estimated cost of similar new parts is used as an indication of what the cost of the existing part was when the item was acquired.

An item of PPE is derecognised on disposal or when no future economic benefits are expected from use or disposal. Any gain or loss arising on derecognition of an item of property, plant and equipment is determined as the difference between the net disposal proceeds and the carrying amount of the asset and is recognised in Statement of Profit and Loss when asset is derecognised.

The depreciable amount of an asset is determined after deducting its residual value. Where the residual value of an asset increases to an amount equal to or greater than the asset's carrying amount, no depreciation charge is recognised till the asset's residual value decreases below the asset's carrying amount. Depreciation of an asset begins when it is available for use, i.e., when it is in the location and condition necessary for it to be capable of operating in the intended manner. Depreciation of an asset ceases at the earlier of the date that the asset is classified as held for sale and the date when the asset is derecognised.

Description of the Asset	Estimated Useful Life
Tangible:	
Building - Factory	30 Years
Plant and Equipment	3-20 Years
Furniture and Fixtures	10 Years
Computers and Computer Servers	3 Years
Office Equipment	5 Years
Other Assets, viz., Electrical Fittings and Air conditioners	10 Years
Renewable Energy Saving Device - Windmill (refer note no.2(a))	22 Years
Vehicles	8-10 Years
Intangible:	
Software	5 Years
Patent	10 Years

Depreciation on the property, plant and equipment, is provided over the useful life of assets based on management estimates which is in line with the useful life indicated in Schedule II to the Companies Act, 2013. Depreciation on all assets is provided on straight line basis. Plant and Machinery, Vehicles, Furniture and Fixtures and Computer Servers are depreciated based on management estimate of the useful life of the assets, and is after considering the nature of the asset, the usage of the asset, expected physical wear and tear, the operating conditions of the asset, anticipated technological changes, manufacturers warranties and maintenance support.

Depreciation on property plant and equipment added/disposed off during the year is provided on pro rata basis with reference to the date of addition/disposal.

The assets' residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.



2) **Intangible Assets:**

Intangible assets acquired separately are measured on initial recognition at cost. After initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Software and Patents (not being an integral part of the related hardware) acquired for internal use are treated as intangible assets.

An item of Intangible asset is derecognised on disposal or when no future economic benefits are expected from its use or disposal. Any profit or loss 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.

Software and Patents are amortised over 5 years and 10 years respectively on straight-line method over the estimated useful economic life of the assets.

3) **Impairment of tangible (PPE) and intangible assets:**

At the end of each reporting period, the Company reviews the carrying amounts of its PPE and other intangible assets to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit (CGU) to which the asset belongs. When 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. The resulting impairment loss is recognised in the Statement of Profit and Loss

Recoverable amount is the higher of fair value less costs of disposal and value in use. 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 costs of disposal, recent market transactions are taken into account. If no such transactions can be identified, an appropriate valuation model is used.

Where an impairment loss subsequently reverses, the carrying amount of the asset or CGU is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset or CGU in prior years. A reversal of an impairment loss is recognised in the Statement of Profit and Loss.

4) **Inventories:**

Inventories consisting of stores and spares, raw materials, Work in progress and finished goods are valued at lower of cost and net realisable value. However, materials held for use in production of inventories are not written down below cost, if the finished products are expected to be sold at or above cost.

Cost of raw material, components and stores and spares is determined on a first in first out basis.

Goods and materials in transit include materials, duties and taxes (other than those subsequently recoverable from tax authorities) labour cost and other related overheads incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated cost of completion and estimated cost necessary to make the sale.

Inventory obsolescence is based on assessment of the future uses. Obsolete and slow moving items are subjected to continuous technical monitoring and are valued at lower of cost and estimated net realisable value. When Inventories are sold, the carrying amount of those items are recognised as expenses in the period in which the related revenue is recognised.

5) **Leases:**

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is (or contains) a lease, if fulfillment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Finance leases that transfer substantially all the risks and benefits incidental to ownership of the leased item (i.e. PPE), are generally capitalised at the inception of the lease at the fair value of the leased assets or, if lower, at the present value of minimum lease payments. Where the company has right to sell the leased asset at fair value on the date of sale, it is considered that substantially all the risks and benefits incidental to ownership of the leased items have been transferred. Lease payments are apportioned between finance charges and a reduction in lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the Statement of Profit and Loss.

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Company as lessee are classified as operating leases. Payments made under operating leases are charged to Statement of Profit and Loss over the period of lease on straight line basis other than those cases where the escalations are linked to expected general inflation in which case they are charged on contractual terms.

6) **Government Grants:**

Grants and subsidies from the government are recognised when there is reasonable assurance that (i) the Company will comply with the conditions attached to them, and (ii) the grant/subsidy will be received.

When the grant or subsidy relates to revenue, it is recognised as income on a systematic basis in the Statement of Profit and Loss over the periods necessary to match them with the related costs, which they are intended to compensate. Where the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

When loans or similar assistance are provided by governments or related institutions, with an interest rate below the current applicable market rate, the effect of this favourable interest is regarded as a government grant. The loan or assistance is initially recognised and measured at fair value and the government grant is measured as the difference between the initial carrying value of the loan and the proceeds received. The loan is subsequently measured as per the accounting policy applicable to financial liabilities in respect of loans/ assistance received subsequent to the date of transition.



7) Provisions, Contingent Liabilities and Contingent Assets:

Provisions are recognised when there is a present legal or constructive obligation as a result of a past event and it is probable (i.e. more likely than not) 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. Such provisions are determined based on management estimate of the amount required to settle the obligation at the balance sheet date. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a standalone asset only when the reimbursement is virtually certain.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Present obligations arising under onerous contracts are recognised and measured as provisions. An onerous contract is considered to exist when a contract under which the unavoidable costs of meeting the obligations exceed the economic benefits expected to be received from it.

Contingent liabilities are disclosed on the basis of judgment of management / independent experts. These are reviewed at each balance sheet date and are adjusted to reflect the current management estimate.

Provisions for warranty-related costs are recognised when the product is sold to the customer. Initial recognition is based on scientific basis as per past trends of such claims. The initial estimate of warranty-related costs is revised annually.

Contingent Assets are not recognised, however, disclosed in financial statement when inflow of economic benefits is probable

8) Foreign Currency Transactions:

The financial statements of Company are presented in INR, which is also the functional currency. In preparing the financial statements, transactions in currencies other than the entity's functional currency are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at that date. Non-monetary items denominated in foreign currency are reported at the exchange rate ruling on the date of transaction.

Effective 1st April, 2018, the Company has adopted Appendix B to Ind AS 21 - Foreign Currency Transactions and Advance Consideration which clarifies the date of transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income when an entity has received or paid advance consideration in a foreign currency. The effect on account of adoption of this amendment was insignificant.

9) Share Capital and Share Premium:

Ordinary shares are classified as equity, incremental costs directly attributable to the issue of new shares are shown in equity as a deduction net of tax from the proceeds. Par value of the equity share is recorded as share capital and the amount received in excess of the par value is classified as securities premium.

10) Dividend Distribution to equity shareholders:

The Company recognises a liability to make cash distributions to equity holders when the distribution is authorized and the distribution is no longer at the discretion of the Company. A distribution is authorized when it is approved by the shareholders. A corresponding amount is recognised directly in other equity along with any tax thereon.

11) Cash Flows and Cash and Cash Equivalents:

Statement of cash flows is prepared in accordance with the indirect method prescribed in the relevant IND AS. For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, cheques and drafts on hand, deposits held with Banks, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and book overdrafts. However, Book overdrafts are to be shown within borrowings in current liabilities in the balance sheet for the purpose of presentation.

12) Revenue Recognition:

The company derives revenues primarily from sale of goods comprising of carbon Steel Glass Lined Equipment viz Reactors, Receivers/ storage tanks, dryers, Filters, Columns, Agitators, Valves, pipes and fittings.

Effective 1st April, 2018, the Company has applied Ind AS 115 "Revenue from contracts with customers" which establishes a comprehensive framework for determining whether, how much and when revenue is to be recognised. Ind AS 115 replaces Ind AS 18 Revenue and Ind AS 11 Construction Contracts. The Company has adopted Ind AS 115 using the cumulative effect method and the comparative information in the statement of profit and loss is not restated - i.e., the comparative information continues to be reported under Ind AS 18. Refer Note 1(c) - Significant accounting policies - Revenue recognition in the Annual Report of the Company for the year ended 31st March, 2018, for the revenue recognition policy as per Ind AS 18 and Ind AS 11. The impact of the adoption of the standard on the financial statements of the Company is insignificant.

The following is a summary of significant accounting policies related to revenue recognition:

Revenue from contract with customers is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration the Company expects to receive in exchange for those products or services.

Revenue from the sale of goods is recognised at the point in time when control is transferred to the customer.

Revenue is measured based on the transaction price, which is the consideration, adjusted for delayed delivery of goods/discounts to customer as specified in the contract with the customers. The Company recognises changes in the estimated amount of obligations for discounts in the period in which the change occurs. Revenue also excludes taxes collected from customers.

Revenue in excess of invoicing are classified as contract assets while invoicing in excess of revenues are classified as contract liabilities.



The company gives warranties on certain products, undertaking to repair or replace the item that failed to perform satisfactorily during the warranty period. Provision for warranties is made for probable future claims on sales effected and are estimated based on previous claim experience and are accounted for under Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets..

Use of significant judgements in revenue recognition.

- Judgement is also required to determine the transaction price for the contract. The transaction price could be either a fixed amount of consideration or variable consideration with elements such as delayed delivery of goods/ discounts. Any consideration payable to the customer is adjusted to the transaction price, unless it is a payment for a distinct product or service from the customer. The estimated amount of variable consideration is adjusted in the transaction price only to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur and is reassessed at the end of each reporting period.
- The Company exercises judgement in determining whether the performance obligation is satisfied at a point in time or over a period of time. The Company considers indicators such as how customer consumes benefits as services are rendered or who controls the asset as it is being created or existence of enforceable right to payment for performance to date and alternate use of such product or service, transfer of significant risks and rewards to the customer, acceptance of delivery by the customer, etc.

Dividend Income

Dividend Income is accounted for when the right to receive the same is established, which is generally when shareholders approve the dividend.

Interest Income:

Interest Income on financial assets measured at amortised cost is recognised on a time-proportion basis using the effective interest method.

13) Borrowing costs:

Borrowing cost includes interest, commitment charges, brokerage, underwriting costs, discounts / premiums, financing charges, exchange difference to the extent they are regarded as interest costs and all ancillary / incidental costs incurred in connection with the arrangement of borrowing.

Borrowing costs which are directly attributable to acquisition / construction of qualifying assets that necessarily takes a substantial period of time to get ready for its intended use are capitalised as a part of cost pertaining to those assets. All other borrowing costs are recognised as expense in the period in which they are incurred.

The company identifies the borrowings into specific borrowings and general borrowings. Specific borrowings are borrowings that are specifically taken for the purpose of obtaining a qualifying asset. Borrowing cost incurred on specific borrowings are capitalised to the cost of the qualifying asset. For general borrowings, the company determines the amount of borrowing costs eligible for capitalisation by applying a capitalisation rate to the expenditures on the qualifying asset based on the weighted average of the borrowing costs applicable to general borrowings. The capitalisation on borrowing costs commences when the company incurs expenditure for the asset, incurs borrowing cost and undertakes activities that are necessary to prepare the asset for its intended use or sale. The capitalisation of borrowing costs is suspended during extended periods in which active development of a qualifying asset is suspended. The capitalisation of borrowing costs ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are complete.

14) Employee Benefits:

a) Short term Employee Benefits:

All employee benefits payable wholly within twelve months of rendering services are classified as short term employee benefits. Benefits such as salaries, wages, short-term compensated absences, performance incentives etc., are recognised during the period in which the employee renders related services and are measured at undiscounted amount expected to be paid when the liabilities are settled.

b) Long Term Employee Benefits:

The cost of providing long term employee benefit such as earned leave is measured as the present value of expected future payments to be made in respect of services provided by employees upto the end of the reporting period. The expected costs of the benefit is accrued over the period of employment using the same methodology as used for defined benefits post employment plans. Actuarial gains and losses arising from the experience adjustments and changes in actuarial assumptions are charged or credited to the Statement of Profit or Loss in which they arise except those included in cost of assets as permitted. The benefit is valued annually by independent actuary.

c) Post Employment Benefits:

The Company provides the following post employment benefits:

- i) Defined benefit plans such as gratuity ; and
- ii) Defined contributions plan such as provident fund.

d) Defined benefits Plans:

The cost of providing benefits on account of gratuity obligations are determined using the projected unit credit method on the basis of actuarial valuation made at the end of each balance sheet date, which recognises each period of service as given rise to additional unit of employees benefit entitlement and measuring each unit separately to build up the final obligation. The yearly expenses on account of this benefit is provided in the books of accounts.



The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefits expense in the Statement of Profit and Loss except those included in cost of assets as permitted.

Re-measurements comprising of actuarial gains and losses arising from experience adjustments and change in actuarial assumptions, the effect of change in assets ceiling (if applicable) and the return on plan asset (excluding net interest as defined above) are recognised in other comprehensive income (OCI) except those included in cost of assets as permitted in the period in which they occur. Re-measurements are not reclassified to the Statement of Profit and Loss in subsequent periods.

Service cost (including current service cost, past service cost, as well as gains and losses on curtailments and settlements) is recognised in the Statement of Profit and Loss except those included in cost of assets as permitted in the period in which they occur.

e) Defined Contribution Plans

Payments to defined contribution retirement benefit plans, viz., Provident Fund is recognised as an expense when employees have rendered the service entitling them to the contribution.

15) Taxes on Income:

Income tax expense represents the sum of tax currently payable 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 in other comprehensive income.

a) Current Tax:

Current tax includes provision for Income Tax computed under Special provision (i.e., Minimum alternate tax) or normal provision of Income Tax Act. Tax on Income for the current year is determined on the basis on estimated taxable income and tax credits computed in accordance with the provisions of the relevant tax laws and based on the expected outcome of assessments/appeals.

b) Deferred Tax:

Deferred tax is recognised on temporary 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. Deferred tax assets are generally recognised for all deductible temporary differences, unabsorbed losses and unabsorbed depreciation to the extent that it is probable that future taxable profits will be available against which those deductible temporary differences, unabsorbed losses and unabsorbed depreciation can be utilised.

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 to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities 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 (and tax laws) that have been enacted or substantively enacted by the balance sheet date. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Minimum Alternate Tax (MAT) credit 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. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the company will pay normal income tax during the specified period.

16) Earnings per Share:

Basic earnings per share is calculated by dividing the profit from continuing operations and total profit, both attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the year.

17) Current versus non-current classification:

The Company presents assets and liabilities in the Balance Sheet based on current/non-current classification.

a) An asset is current when it is:

- Expected to be realized or intended to be sold or consumed in the normal operating cycle,
- Held primarily for the purpose of trading,
- Expected to be realised within twelve months after the reporting period, or
- 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.

b) A liability is current when:

- It is expected to be settled in the normal operating cycle,
- It is held primarily for the purpose of trading,
- It is due to be settled within twelve months after the reporting period, or
- 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.

c) Deferred tax assets and liabilities are classified as non-current assets and liabilities.



18) **Fair value measurement:**

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, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of asset and liability if market participants would take those into consideration. Fair value for measurement and / or disclosure purposes in these financial statements is determined in such basis except for Inventories, Leases and value in use of non financial assets. Normally at initial recognition, the transaction price is the best evidence of fair value.

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, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All financial assets and financial liabilities for which fair value is measured or disclosed in the financial statements are categorized 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:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

Financial assets and financial liabilities that are recognised at fair value on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization at the end of each reporting period.

19) **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. The Company recognises a financial asset or financial liability in its balance sheet only when the entity becomes party to the contractual provisions of the instrument.

a) Financial Assets

A financial asset inter-alia includes any asset that is cash, equity instrument of another entity or contractual rights to receive cash or another financial asset or to exchange financial asset or financial liability under condition that are potentially favourable to the Company.

Financial assets other than investment in subsidiaries

Financial assets of the Company comprise trade receivable, cash and cash equivalents, Bank balances, Investments in equity shares of companies other than in subsidiaries, investment other than equity shares, loans/advances to employee / related parties / others, security deposit, claims recoverable etc.

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. Transaction costs of financial assets carried at fair value through profit or loss are expensed in Statement of Profit and Loss. Where transaction price is not the measure of fair value and fair value is determined using a valuation method that uses data from observable market, the difference between transaction price and fair value is recognised in Statement of Profit and Loss and in other cases spread over life of the financial instrument using effective interest method.

Subsequent measurement

For purposes of subsequent measurement financial assets are classified in three categories:

- Financial assets measured at amortized cost
- Financial assets at fair value through OCI
- Financial assets at fair value through profit or loss

Financial assets measured at amortized cost

Financial assets are measured at amortized cost if the financials asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. These financials assets are amortized using the effective interest rate (EIR) method, less impairment. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the statement of profit and loss. The losses arising from impairment are recognised in the statement of profit and loss in finance costs.

Financial assets at fair value through OCI (FVTOCI)

Financial assets are measured at fair value through other comprehensive income if the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. At initial recognition, an irrevocable election is made (on an instrument-by-instrument basis) to designate investments in



equity instruments other than held for trading purpose at FVTOCI. Fair value changes are recognised in the other comprehensive income (OCI). However, the Company recognises interest income, impairment losses and reversals and foreign exchange gain or loss in the income statement. On derecognition of the financial asset other than equity instruments, cumulative gain or loss previously recognised in OCI is reclassified to Profit or Loss.

Financial assets at fair value through profit or loss (FVTPL)

Any financial asset that does not meet the criteria for classification as at amortized cost or as financial assets at fair value through other comprehensive income, is classified as financial assets at fair value through profit or loss. Further, financial assets at fair value through profit or loss also include financial assets held for trading and financial assets designated upon initial recognition at fair value through profit or loss. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Financial assets at fair value through profit or loss are fair valued at each reporting date with all the changes recognised in the Statement of profit and loss.

Derecognition

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for amounts it may have to pay.

Impairment of financial assets

The Company assesses impairment based on expected credit loss (ECL) model on the following:

- Financial assets that are measured at amortised cost.
- Financial assets (excluding equity instruments) measured at fair value through other comprehensive income (FVTOCI).

ECL is measured through a loss allowance on a following basis after considering the value of recoverable security:-

- The 12 month expected credit losses (expected credit losses that result from those default events on the financial instruments that are possible within 12 months after the reporting date)
- Full life time expected credit losses (expected credit losses that result from all possible default events over the life of financial instruments)

The Company follows 'simplified approach' for recognition of impairment on trade receivables or contract assets resulting from normal business transactions. The application of simplified approach does not require the Company to track changes in credit risk. However, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, from the date of initial recognition.

For recognition of impairment loss on other financial assets, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has increased significantly, lifetime ECL is provided. For assessing increase in credit risk and impairment loss, the Company assesses the credit risk characteristics on instrument-by-instrument basis.

ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

Impairment loss allowance (or reversal) recognised during the period is recognised as expense/income in the statement of profit and loss.

b) Financial Liabilities

The Company's financial liabilities include loans and borrowings including book overdraft, trade payable, accrued expenses and other payables.

Initial recognition and measurement

All financial liabilities at initial recognition are classified as financial liabilities at amortized cost or financial liabilities at fair value through profit or loss, as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. Any difference between the proceeds (net of transaction costs) and the fair value at initial recognition is recognised in the Statement of Profit and Loss depending upon the level of fair value.

Subsequent measurement

The subsequent measurement of financial liabilities depends upon the classification as described below:-

Financial Liabilities classified as Amortised Cost:

Financial Liabilities that are not held for trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the Effective Interest Rate. Interest expense that is not capitalised as part of costs of assets is included as Finance costs in the Statement of Profit and Loss.

Financial Liabilities at Fair value through profit and loss (FVTPL):

FVTPL includes financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Financial liabilities have not been designated upon initial recognition at FVTPL.



Derecognition

A financial liability is derecognised when the obligation under the liability is discharged / cancelled / expired. 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 de recognition 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.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

D) Recent accounting pronouncements

The Ministry of Corporate Affairs (MCA) on 30th March, 2019 through companies (Indian Accounting Standards) Amendment Rules , 2019 has notified the following new IND AS and amendments to IND AS which are applicable on 1st April 2019.

i) Issue of IND AS 116 - Leases

IND AS 116 Leases will replace the existing lease standard, IND AS 17 and related interpretations.

The standard sets out the principles for the recognition, measurement ,presentation and disclosure of leases for both the parties to a contract i.e., the lessee and the lessor. It introduces a single lessee accounting model and requires a lessee to recognize assets and liabilities for all leases with a term of more than twelve months unless the underlying asset is of low value.

Currently operating lease expenses are charged to statement of profit and loss account. As regards accounting requirements of lessor are concerned IND AS 116, Substantially carries forward the requirements in IND AS 17.

The company is proposing to use the "Modified Retrospective Approach" for transition to IND AS 116 and accordingly take the cumulative adjustments to retained earnings on the date of initial application (1st April 2019) and will not restate the comparative information. The company will recognize a lease liability at the present value of remaining lease payments, discounted at the incremental borrowing rate and the right of use assets at its carrying amount as if the standard had been applied since the commencement date, but discounted using the lessee's incremental borrowing rate at the date of initial application.

In accordance with the standard the company will elect not to apply the requirements of IND AS 116 to short term leases for which the underlying asset is of low value.

On transition to IND AS 116, the company will be using the practical expedient provided in the standard and will not reassess whether a contract is or contains a lease, at the date of initial application. As on the transition date the company will recognize new assets and liabilities for its operating lease of premises and other assets. The nature of expenses related to those leases will change from lease rent in previous periods to amortization charge for the right to use assets and interest accrued on lease liability.

The company is currently evaluating the effect of adoption as on the transition date.

ii) Amendments to existing issued Ind AS

The MCA as also carried out amendments to the following accounting standards :-

Ind AS 12 Appendix C, Uncertainty over Income Tax Treatments:

The amendment needs to be applied while performing the determination of taxable profit (or loss), tax bases, unused tax losses, unused tax credits and tax rates, when there is uncertainty over income tax treatments under Ind AS 12. According to the appendix, companies need to determine the probability of the relevant tax authority accepting each tax treatment, or group of tax treatments, that the companies have used or plan to use in their income tax filing which has to be considered to compute the most likely amount or the expected value of the tax treatment when determining taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates. The company is proposing to use retrospectively with cumulative effect of initially applying Appendix C recognised by adjusting equity on initial application without adjusting comparatives. The Company will adopt the standard on 1st April, 2019 and has decided to adjust the cumulative effect in equity on the date of initial application, i.e., 1st April, 2019 without adjusting comparatives. The effect on adoption of Ind AS 12 Appendix C would be insignificant in the standalone financial statements.

Amendment to Ind AS 12 - Income Taxes:

The amendment clarifies that an entity shall recognise the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. Company is currently evaluating the effect of this amendment on the standalone financial statements.

Amendment to Ind AS 19 - plan amendment, curtailment or settlement:

The amendments require an entity to use updated assumptions to determine current service and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. The Company does not have any impact on account of this amendment.

Amendment to Ind AS 23 - Consideration of outstanding specific borrowing in capitalisation rate -

The amendments clarify that an entity shall exclude from the calculation of capitalisation rate borrowing costs applicable to borrowings made specifically for the purpose of obtaining a qualifying asset until substantially all the activities necessary to prepare that asset for its intended use or sale are complete. The Company is in the process of evaluating the impact of this amendments on the separate and consolidated financial statements.



(Rs. in Lakhs)

Note 3 : Other Financial Assets

Particulars	Non-Current		Current	
	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
Bank deposits with more than 12 months maturity	6.20	224.28	-	-
Others;				
Security Deposits	4.87	4.87	2.78	2.71
Interest Accrued on Loans and Deposits	-	-	13.89	7.21
Export Benefit Receivable (Duty Drawback)	-	-	0.33	6.65
Goods & Service Tax Refund Receivable	-	-	19.71	-
Plan funded Asset (Gratuity)	-	-	-	24.94
Total	11.07	229.15	36.71	41.51

Note 4 : Other Assets

Capital Advances	11.33	24.62	-	-
Advances other than capital advances;				
Advances to Employees	-	-	0.49	-
Advances to Suppliers #	-	-	288.66	12.94
Sub Total	11.33	24.62	289.15	12.94
Others:				
Balance with Govt. authorities	-	-	334.48	99.13
Prepaid Expenses	42.82	43.42	45.30	70.69
Sub Total	42.82	43.42	379.78	169.82
Total	54.15	68.04	668.93	182.76

of the above , due from related party Rs. 160.16 Lakhs (Previous Year Rs. Nil)(refer note no.26 f)

Note 5 : Inventories

	As at 31 March 2019	As at 31 March 2018
Raw Materials	3,264.52	1,560.75
Work-in-progress	3,268.17	3,005.57
Finished goods	477.94	352.86
Stores and spares	87.78	70.00
Total	7,098.41	4,989.18

Note 6 : Current Investments

Particulars	Face Value	As at 31 March 2019	As at 31 March 2018
Fully paid up - Unquoted - Non Trade			
i) In Mutual Fund Units: (at fair value through Profit or Loss)			
Units of Reliance Liquid Fund TP (G) (Nil , Previous Year - 2376 units)	10.00	-	100.32
Total		-	100.32
Aggregate value of unquoted investment		-	100.32



(Rs. in Lakhs)

Note 7 : Trade Receivables

Particulars	Current	
	As at 31 March 2019	As at 31 March 2018
Trade receivables		
Unsecured, considered good	643.35	600.31
Total	643.35	600.31

of the above , trade receivable due from related party Rs. 165.53 Lakhs (Previous Year Rs. 127.07 Lakhs)(refer note no.26 f)

Note: The Company has used a practical expedient for computing expected credit loss allowance for trade receivables, taking into account historical credit loss experience and accordingly, provisions are made for expected credit loss for amounts due from customers where necessary.

Note 8 : Cash and Cash Equivalents(as per Cash Flow Statement)

Balances with Banks (of the nature of cash and cash equivalents)	606.39	97.53
Cash on hand	1.41	1.29
Total	607.80	98.82

Note 9 : Bank Balances other than Cash and Cash Equivalents

Margin money Deposits with a Bank	697.50	621.23
Others:		
Unclaimed Dividend Account	78.30	69.54
Total	775.80	690.77

Note 10 : Loans

Unsecured, Considered Good		
Loans to Employees	2.20	0.43
Total	2.20	0.43

Note 11 : Borrowings

NON CURRENT

Secured

Term loan:

from Banks	921.09	191.67
Interest accrued on term loan	9.08	2.26

Sub - Total **930.17** **193.93**

CURRENT

Secured

Loans repayable on demand :

from Banks	857.02	298.56
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Sub - Total **857.02** **298.56**

Total **1,787.19** **492.49**



Note 11 : Borrowings (Contd..)

Nature of Borrowings	Interest Rate and Terms of Repayment
Term Loan Term loans from a bank is secured by hypothecation charge over specific plant & machinery present and future acquired out of the term loan and further secured by pari pasu equitable mortgage of building and other fixed asset of the company.	Repayable in 60 /78 installment beginning April-2016 and Oct-2019 respectively. Interest @ 1/ 1.25% above MCLR-1Y with a minimum of 9.55%/ 9.8% p.a. respectively rising or falling therewith , on daily products with monthly rests.
Loans repayable on demand Working capital loan from a bank is secured by hypothecation of Current Assets of the Company and further secured by a pari pasu equitable mortgage of building and other Fixed Assets.	Interest @ 1% above MCLR-1Y with a minimum of 9.5% p.a. rising or falling therewith , on daily products with monthly rests.

Note 12 : Trade Payables

Particulars	Current	
	As at 31 March 2019	As at 31 March 2018
Outstanding due of Micro and Small Enterprises	453.45	386.45
Outstanding due of Creditors other than Micro and Small Enterprises	2,490.13	1,700.74
Total	2,943.58	2,087.19
Of the above;		
- Acceptances	1138.32	842.73
- Payable to Related Party Rs. Nil (Previous Year Rs. 27.96 Lakhs)(Refer Note 26 f)	-	-

Note 13 : Other Financial Liabilities

Particulars	Non-Current		Current	
	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
Current maturities of long-term debt	-	-	167.68	98.61
Unclaimed dividends	-	-	78.30	69.54
Others :				
Security Deposit	3.54	2.42	1.44	1.67
Employee related payable	-	-	87.48	72.45
Capital creditors	-	-	21.21	-
Others	-	87.72	88.75	166.69
Total	3.54	90.14	444.86	408.96

Note 14 : Deferred Tax Liabilities - (Net)

Particulars	As at 31 March 2019	As at 31 March 2018
Deferred Tax Liabilities (Net);		
- Arising on account of difference in carrying amount and tax base of PPE and Intangibles	359.89	291.45
Total	359.89	291.45



(Rs. in Lakhs)

Particulars	PPE and Intangible			Total
	Assets	Other Assets	Other items	
At 1 April 2017	345.95	-	-	345.95
(Charged)/credited:				
- to profit or loss	(54.50)	-	-	(54.50)
At 31 March 2018	291.45	-	-	291.45
(Charged)/credited:				
- to profit or loss	56.85	-	11.59	68.44
At 31 March 2019	348.30	-	11.59	359.89

Note 15 : Other Liabilities

Particulars	Non-Current		Current	
	As at 31 March 2019	As at 31 March 2018	As at 31 March 2019	As at 31 March 2018
Contract liability (Advance from Customers)	-	-	2,220.71	990.86
Others;				
Statutory Dues	-	-	29.63	29.76
Liabilities for expenses	-	-	95.36	156.20
Unamortised Govt. Grant	55.86	-	-	-
Deferred Income (Patent)	-	2.28	1.25	13.31
Total	55.86	2.28	2,346.95	1,190.13

During the year ended 31st March, 2019, the Company recognised revenue of Rs.959.10 Lakhs (Previous Year Rs.673.67 lakhs) arising from opening unearned revenue (contract liabilities).

Movement of contract liabilities is as under ;

Particulars	As at 31 March 2019	As at 31 March 2018
As at beginning of the year	990.86	764.57
Recognised as revenue from contracts with customers	959.10	673.67
Advance returned back to customer	2.37	0.00
Advance from customers received during the year	2191.32	899.96
Balance at the close of the year	2220.71	990.86

Note 16 : Provisions

Particulars	Current	
	As at 31 March 2019	As at 31 March 2018
Provision for employee benefits	-	-
Gratuity	15.45	-
Leave benefits	2.50	2.17
Provision for unexpired warranty	5.72	-
Total	23.67	2.17

Movement of Provision for unexpired warranty

Particulars	As at 31 March 2019
Opening balance	-
Add: Additional provision made during the year	5.72
Less: Provision amount used during the year	-
Closing balance	5.72



(Rs. in Lakhs)

Note 17 : Revenue from Contract with Customers

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Revenue from Operations		
Sale Of Goods	12,371.76	9,746.47
Sale Of Services	51.86	63.09
Other Operating Revenues:		
Scrap sales	83.36	52.15
Miscellaneous	-	2.11
Total	12,506.98	9,863.82
Reconciliation of revenue recognised with the contracted price is as follows:		
Gross Sales (Contracted Price)	12,409.58	9,762.06
Reductions towards variable consideration (Discounts & Delayed Delivery Charges)	37.82	15.59
Revenue recognised	12,371.76	9,746.47

Note 18 : Other Income

Interest Income	56.57	36.06
Dividend Income	0.01	0.01
Export Incentives	4.83	12.47
Net gains on fair value changes on financial assets classified as FVTPL	1.98	0.32
Net gain on foreign currency transaction	-	0.19
Net gain on sale of Property, Plant And equipment	-	0.11
Deferred Income	14.34	40.41
Sundry Advances written back	16.64	21.10
Miscellaneous Income	6.47	2.93
Total	100.84	113.60

Note 19 : Cost of Materials consumed

Opening Stock of Raw Materials	1,560.75	1,003.93
Purchases during the year	8,127.51	5,110.32
Closing Stock of Raw Materials	(3,264.52)	(1,560.75)
Total	6,423.74	4,553.50

Note 20 : Changes In Inventories of Finished Goods and Work-in-Progress

Closing Stock:		
Finished Goods	477.94	352.86
Work-in-Progress	3,268.17	3,005.57
	3,746.11	3,358.43
Less: Opening Stock:		
Finished Goods	352.86	274.80
Work-in-Progress	3,005.57	3,080.33
	3,358.43	3,355.13
Total	(387.68)	(3.30)

Note 21 : Employee Benefits Expense

Salaries and Wages	801.02	615.64
Contribution to provident, gratuity and other funds	23.98	26.43
Staff welfare expenses	34.56	27.38
Total	859.56	669.45



(Rs. in Lakhs)

Note 22 : Finance Costs

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Interest on Loans	23.16	37.42
Interest on Working Capital Facilities	125.79	65.64
Interest - Others	0.68	0.65
Other Borrowing Costs;		
Unwinding of discount relating to Long Term Liabilities	14.34	40.41
Others	18.12	-
Total	182.09	144.12

Note 23 : Other Expenses

Stores and Spares Consumed	614.87	452.80
Power and Fuel	1,259.25	1,115.63
Processing Expenses	1,251.64	1,036.39
Rent	63.95	48.60
Rates and Taxes	5.49	7.07
Insurance	16.62	22.83
Printing and Stationery	11.91	9.54
Repairs and Renewals:		
Buildings	40.38	2.36
Plant and Machinery	56.88	64.62
Other Assets	5.25	6.06
Travelling and Conveyance	18.20	21.90
Communication Expenses	5.54	6.91
Vehicle Expenses	2.71	4.17
Auditors' Remuneration:		
As Auditors:		
Audit fee	6.50	6.50
Tax Audit fee	1.00	1.00
	7.50	7.50
Director's Sitting fee	3.75	4.26
Director's Travelling	23.34	16.86
Sales Promtotion Expenses	83.50	27.36
Bad Debts written-off	4.12	57.20
Donation (Refer note 26 m)	2.01	1.32
Corporate Social Responsibility Expense (Refer note 26 h)	11.83	-
Security Expenses	25.63	23.05
Commission	327.26	209.03
Freight and Forwarding (Net)	190.80	157.58
Bank Charges	54.10	31.09
Net loss on sale of Property, Plant And equipment	29.36	-
Legal And Professional Fees	89.20	52.10
Provision for Warranty expense	5.72	-
Miscellaneous Expenses	85.88	37.64
Total	4,296.69	3,423.87



Note 24 : Capital Management

A. CAPITAL MANAGEMENT :

For the purpose of Company's Capital Management, capital includes Issued Equity Capital, Securities Premium, and all other Equity Reserves attributable to the Equity Holders of the Company. The primary objective of the Company's Capital Management is to maximise the Share Holder Value.

The Company manages its capital structure and makes adjustments in the light of changes in economic conditions and requirements of the financial covenants and to continue as a going concern. The Company monitors using a gearing ratio which is net debts divided by total capital plus net debt. The company includes within net debt, interest bearing loans and borrowings, less cash and short term deposit.

Particulars	As at	As at
	31st March 2019	31st March 2018
Interest bearing Loans and Borrowings	1,097.85	292.54
Less: Cash and Short Term Deposits	1,383.60	789.59
Net Debt	(285.75)	(497.05)
Equity	650.00	650.00
Other Equity	5,008.39	4,497.68
Total Capital	5,658.39	5,147.68
Capital and Net Debt	5,372.64	4,650.63
Gearing Ratio %	-5.32%	-10.69%

B. Financial Risk Management

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the operations of the Company. The principal financial assets include trade and other receivables, investments in mutual funds and cash and short term deposits.

The Company has assessed market risk, credit risk and liquidity risk to its financial liabilities.

a) Market Risk

Is the risk of loss of future earnings, fair values or cash flows that may result from a change in the price of a financial instrument, as a result of interest rates, foreign exchange rates and other price risks. Financial instruments affected by market risks, primarily include loans , borrowings , foreign currency receivables and payables .

i) Interest Rate Risks

Interest rate risk can be either fair value interest rate or cash flow interest rate risk. Fair value interest rate risk is the risk of changes in fair values of fixed interest bearing investments because of fluctuations in the interest rate. Cash flow interest rate risk is the risk that the future cash flows of floating interest bearing investments will fluctuate because of fluctuations in the interest rates.

Exposure to interest rate risk

The Company's interest rate risk arises from borrowings. Borrowings issued at fixed rates exposes to fair value interest rate risk. The interest rate profile of the Company's interest-bearing financial instruments as reported to the management of the Company is as follows.

Particulars	31-Mar-19	31-Mar-18
<u>Fixed-rate Instruments</u>		
Borrowings	1,954.87	591.10

Fair value sensitivity analysis for fixed-rate instruments

The Company does not account for any fixed-rate financial assets or financial liabilities at fair value through profit or loss. Therefore, a change in interest rates at the reporting date would not affect profit or loss.

ii) Commodity price risk:

The company is affected by price stability of certain commodity due to significantly increase volatility of certain commodities , the company has entered into contracts with the customers that has provision to pass on the change in raw material prices . The company has risk management framework aimed at prudently managing the risk arising from volatility in commodity prices.

b) Credit Risk Management:

It is the risk that a counterparty will default on its contractual obligations resulting in a financial loss to the Company. It arises from cash and cash equivalents, investments as well as credit exposure to customers.

The Company holds cash and cash equivalents with banks which are having highest safety rankings and hence has a low credit risk.



Trade and Other Receivables:

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment. Credit risk is managed through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. The Company also has an external credit risk insurance cover with ECGC Policy. The company uses Expected Credit Loss (ECL) Model to assess the impairment loss or gain.

The ageing of trade receivables is as follows:

Particulars	31-Mar-19	31-Mar-18
More than 6 months	7.70	155.55
Others	635.65	444.76
Total	643.35	600.31

The amounts reflected in the table above are not impaired as on the reporting date.

c) Liquidity Risk Management:

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at reasonable price. Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of credit facilities to meet obligations when due. The Company's treasury team is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts based on expected cash flows.

The table below provides details regarding the remaining contractual maturities of financial liabilities and investments at the reporting date based on contractual undiscounted payments.

Particulars	Refer Note	Less than 1 year	1-3 years	3-5 years	More than 5 years
Borrowings	11 & 13	1,024.70 (397.16)	497.94 (193.93)	287.97	144.25
Trade Payable	12	2,943.58 (2,087.19)	-	-	-
Security Deposit	13	1.44 (1.67)	3.54 (2.42)	-	-
Employee Benefit/ Expense liabilities	13	87.48 (72.45)	-	-	-
Unclaimed dividends	13	78.30 (69.54)	-	-	-
Others	13	109.96 (166.69)	- (87.72)	-	-

Figures in brackets are in respect of Previous year

Note 25 :Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Accounting Profit before Income Tax	956.07	674.67
At India's statutory income tax rate of 27.82% (31 March 2018: 33.063%)	265.98	223.06
Effect of exempt / Lower Tax non-operating income	(34.78)	(29.79)
Effect of non-deductible expenses	58.22	(42.98)
Total	289.42	150.29

Note 25 A : Fair Values and Hierarchy

1. Financial instruments – Fair values

A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels are presented below . It does not include the fair value information for financial assets and financial liabilities not measured at fair value if their carrying amount is a reasonable approximation of fair value.



31 March 2019	Note No.	Carrying amount				Fair value			
		FVTPL	FVTOCI	Amortised Cost	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial assets									
Trade Receivables	7	-	-	643.35	643.35	-	-	643.35	643.35
Loans	10	-	-	2.20	2.20	-	-	2.20	2.20
Others financial assets	3	-	-	47.78	47.78	-	-	47.78	47.78
Cash and cash equivalents	8	-	-	607.80	607.80	-	-	607.80	607.80
Bank balances other than above	9	-	-	775.80	775.80	-	-	775.80	775.80
		-	-	2,076.93	2,076.93	-	-	2,076.93	2,076.93
Financial liabilities									
Borrowings	11	-	-	1,954.87	1,954.87	-	1,954.87	-	1,954.87
Trade Payables	12	-	-	2,943.58	2,943.58	-	-	2,943.58	2,943.58
Other Financial Liabilities	13	-	-	280.72	280.72	-	-	280.72	280.72
		-	-	5,179.17	5,179.17	-	1,954.87	3,224.30	5,179.17

31 March 2018	Note No.	Carrying amount				Fair value			
		FVTPL	FVTOCI	Amortised Cost	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Financial assets									
Investments	6	100.32	-	-	100.32	100.32	-	-	100.32
Trade Receivables	7	-	-	600.31	600.31	-	-	600.31	600.31
Loans	10	-	-	0.43	0.43	-	-	0.43	0.43
Others financial assets	3	-	-	270.66	270.66	-	-	270.66	270.66
Cash and cash equivalents	8	-	-	98.82	98.82	-	-	98.82	98.82
Bank balances other than above	9	-	-	690.77	690.77	-	-	690.77	690.77
		100.32	-	1,660.99	1,761.31	100.32	-	1,660.99	1,761.31
Financial liabilities									
Borrowings	11	-	-	591.10	591.10	-	591.10	-	591.10
Trade Payables	12	-	-	2,087.19	2,087.19	-	-	2,087.19	2,087.19
Other Financial Liabilities	13	-	-	400.49	400.49	-	-	400.49	400.49
		-	-	2,487.68	2,487.68	-	-	2,487.68	2,487.68

B. Measurement of fair values

Valuation techniques and significant unobservable inputs:

The management assessed that cash and cash equivalents, trade receivables, trade payables and other current liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The Fair Value of financial assets included is the amount at which the instrument could be exchanged in a current transaction between willing parties.

The following methods and assumptions were used to estimate the fair value.

1. The Fair values of Mutual Funds and Quoted Equities are based on NAV / Quoted Price at the reporting date.
2. Non current financial assets / liabilities measured at amortised cost - Discounted cash flow technique : The valuation model considers present value of expected payments discounted using an appropriate discounting rate.

NOTE 26 : ADDITIONAL/EXPLANATORY INFORMATION

a) Earnings Per Share

Particulars		For the year ended	For the year ended
		31 March 2019	31 March 2018
Profit after taxation	(Rs. In Lakhs)	694.75	535.91
Number of equity shares (Face Value Rs. 10/-)	Nos.	65,00,000	65,00,000
Earnings per share			
Basic	In Rupees	10.69	8.24
Diluted	In Rupees	10.69	8.24



b) Disclosures under The Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED'):

The details of liabilities to Micro and Small Enterprises, to the extent information available with the Company are given under:

Particulars	31-Mar-19	31-Mar-18
(i) Principal amounts remaining unpaid to suppliers as at the end of the accounting year	453.45	386.45

Particulars	31-Mar-19	31-Mar-18
(i) Principal amounts remaining unpaid to suppliers as at the end of the accounting year	453.45	386.45
(ii) Interest accrued and due to suppliers on above amount, unpaid	0.04	-
(iii) The amount of interest paid by the buyer in terms of Section 16 of the MSMED Act, 2006, along with the amounts of the payment made to the Supplier beyond the appointed day during the accounting year	-	-
(iv) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	0.26	-
(v) The amount of interest accrued and remaining unpaid at the end of the accounting year	0.30	-
(vi) The amount of further interest remaining due and payable even in succeeding years, until such date when the interest dues are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act, 2006	-	-

Dues to MSME have been determined to the extent such parties have been identified on the basis of information certified by the management. This has been relied upon by the auditors.

c) Disclosures under Ind AS 108 - "Operating Segment" - (Refer Note below)

Particulars	31-Mar-19	31-Mar-18
(i) Entity wide disclosure required by Ind AS 108 are as detailed below:		
Equipments	11,577.96	8,846.20
Spares	793.80	900.11
Services	51.86	63.09
	<u>12,423.62</u>	<u>9,809.40</u>
(ii) Revenue from External Customers:		
India	12,314.91	9,633.89
Outside India	98.53	227.66
	<u>12,413.44</u>	<u>9,861.55</u>
(iii) Non-current assets (other than financial instruments)		
India	3,649.13	2,726.83
Outside India	-	-

(iv) There are no transactions with single external customer which amounts to 10% or more of the Company's revenue.

Note:-

The Company is engaged in the manufacture of Equipments. These in the context of Ind AS 108 "Operating Segment" are considered to constitute one single primary segment. The Company's operations outside India do not exceed the quantitative threshold for disclosure envisaged in the Accounting Standard. Non-reportable segments have not been disclosed as unallocated reconciling item in view of their materiality. In view of the above, primary and secondary reporting disclosures for business/geographical segment are not applicable.

The management determines that the segment information reported is sufficient to meet the disclosure objective with respect to disaggregation of revenue under IND AS 115 "Revenue from contracts with customers". Hence no separate disclosure of disaggregate revenues are reported.

d) Disclosure required by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and section 186(4) of the Companies Act, 2013 :

1. Amount of Loans and advances in the nature of loans outstanding from subsidiaries Rs Nil (Previous Year Rs Nil)
2. Loans to employees have been considered to be outside the purview of disclosure requirements.
3. Investment by Loanee in the shares of the Parent company- Nil (Previous Year Nil)



e) Lease rentals charged during the year	31-Mar-19	31-Mar-18
Lease rent expense	63.95	48.6

f) Related party disclosures (As per Ind AS 24: Related Party Disclosures) :

(a) Names of other related parties and nature of relationship :

Holding Company	HLE Engineers Pvt Ltd
Key Managerial Personnel:	i) Mr. Himanshu Patel (Chairman and Managing Director) ii) Mr. Aalap Patel (Executive Director _ Technical) iii) Ms. Dhvani Shah (Company Secretary & Compliance Officer) iv) Mr. Bipin thakkar (Chief Financial Officer) (upto 03.08.2018) v) Mr. Mahesh Bhave (Chief Financial Officer) (01.09.18 to 09.03.2019)
Relatives of Key Management Personnel:	Mr. Daxesh Thakkar (upto 03.08.2018)(Brother of Mr. Bipin Thakkar) Mr. Nilesh Patel (Father of Mr. Aalap Patel) Mr. Harsh Patel (Son of Mr. Himanshu Patel)
Companies in which Directors are interested:	Yashashvi Rasayan Pvt Ltd. Yashaswati foundation
Other Related Party :	Swiss Glascoat Equipments Ltd Employees Gratuity Fund
Companies in which relatives of Key Management Personnel are interested :	Shri Hari Manpower Agency (upto 03.08.2018)

(b) Transactions with related parties (excluding reimbursements)

Nature of Transactions	Transactions		Outstanding Payable/ (Receivable)	
	Year Ended 31-Mar-19	Year Ended 31-Mar-18	As at 31-Mar-19	As at 31-Mar-18
i) Holding Company				
Purchase of Goods/Services	723.65	13.44	-	-
Sales of Goods/Services	6.53	-	-	-
Dividend	64.52	34.59	-	-
Advances			(160.16)	15.85
ii) Key Managerial Personnel				
Remuneration*	103.86	96.98	11.48	15.95
Commission Payable	10.27	8.09	10.27	8.09
Dividend	0.40	0.40	-	-
* Remuneration does not include provisions made for Gratuity as it is determined on an actuarial basis for the Company as a whole.				
iii) Relatives of KMP:				
Dividend	0.41	0.40	-	-
Sitting fee	1.20	1.20	-	-
iv) Companies in which Directors are interested:				
Sales of Goods/Services	178.29	207.92	(165.53)	(127.07)
Donation for Corporate Social Responsibility activity	11.83	-	-	-
v) Companies in which Relatives of KMP are interested				
Purchase of Services (up to 03.08.18)	31.30	111.05	-	12.11
vi) Gratuity fund	-	-	15.45	(24.94)



c) Terms and conditions of transactions with related parties :

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured and interest free. There have been no guarantees provided or received for any related party receivables or payables. For the year ended 31 March 2019, the Company has not recorded any impairment of receivables relating to amounts owed by related parties (31 March 2018: Rs. Nil). 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.

g) Disclosures as per IND AS - 19 - Employee Benefits

1) During the year / period, the company has recognised the following amounts in the Statement of Profit and Loss:

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
i) Employer's contribution to Provident Fund	19.24	16.50
*Included in "Contribution to Provident and other Funds" (Note 21).		
ii) Leave Encashment - Unfunded	11.64	8.41
iii) Defined benefit obligation:		

a) The valuation results for the defined benefit gratuity plan as at 31-3-2019 are produced in the tables below:

i) **Changes in the Present Value of Obligation**

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Present Value of Obligation as at the beginning	49.32	65.70
Current Service Cost	5.58	9.07
Interest Expense or Cost	3.82	4.62
Re-measurement (or Actuarial) (gain) / loss arising from:		
- change in financial assumptions	2.06	(3.46)
- experience variance (i.e. Actual experience vs assumptions)	31.68	(22.60)
Past Service Cost	-	-
Benefits Paid	(9.11)	(4.01)
Present Value of Obligation as at the end	83.35	49.32

ii) **Changes in the Fair Value of Plan Assets**

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Fair Value of Plan Assets as at the beginning	74.26	53.84
Investment Income	5.75	3.76
Adjustment to opening Fair Value of Plan Asset	-	-
Return on Plan Assets excluding interest income	(3.00)	20.67
Employer's Contribution	-	-
Benefits Paid	(9.11)	(4.01)
Fair Value of Plan Assets as at the end	67.90	74.26

iii) **Expenses Recognised in the Income Statement**

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Current Service Cost	5.58	9.07
Past Service Cost	-	-
Net Interest Cost / (Income) on the Net Defined Benefit Liability / (Asset)	(1.93)	0.86
Expenses Recognised in the Income Statement	3.65	9.93

iv) **Other Comprehensive Income**

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Actuarial (gains) / losses		
- change in financial assumptions	2.06	(3.46)
- experience variance (i.e. Actual experience vs assumptions)	31.68	(22.60)
Adjustment of present value of obligation at the beginning of the year	-	11.86
Return on Plan Assets excluding interest income	3.00	(20.67)
Components of defined benefit costs recognised in other comprehensive income	36.74	(34.87)



(Rs. in Lakhs)

v) Major categories of Plan Assets (as percentage of Total Plan Assets)

Particulars	Year Ended 31 March 2019	Year Ended 31 March 2018
Funds managed by Insurer	100%	100%

- In the absence of detailed information regarding Plan assets which is funded with Insurance Company, the composition of each major category of Plan assets, the percentage or amount for each category to the fair value of Plan assets has not been disclosed.

vi) Actuarial Assumptions:

a. Financial Assumptions

The principal financial assumptions used in the valuation are shown in the table below:

Particulars	As on 31 March 2019	As on 31 March 2018
Discount rate (per annum)	7.59%	7.74%
Salary growth rate (per annum)	5.00%	6.00%

b. Demographic Assumptions

Mortality Rate (% of IALM 06-08)	100%	100%
Withdrawal rates, based on age: (per annum)		
0-29 years		0.10%
29 - 45 years	7.50%	0.30%
45-60 years		0.60%

vii) Amount, Timing and Uncertainty of Future Cash Flows:

a. Sensitivity Analysis

Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and mortality. The sensitivity analysis below have been determined based on reasonably possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is given below:

Particulars	As on 31 March 2019	As on 31 March 2018
Defined Benefit Obligation (Base)	83.35	49.32

Particulars	31 March 2019		31 March 2018	
	Decrease	Increase	Decrease	Increase
Discount Rate (- / + 1%)	5.62	(5.01)	56.76	43.18
(% change compared to base due to sensitivity)	-93.3%	-106.0%	-31.9%	-48.2%
Salary Growth Rate (- / + 1%)	(5.17)	5.71	56.77	43.07
(% change compared to base due to sensitivity)	-106.2%	-93.2%	-31.9%	-48.3%
Attrition Rate (- / + 50%)	(0.90)	0.81	266.77	270.74
(% change compared to base due to sensitivity)	-101.1%	-99.0%	-0.8%	0.7%
Mortality Rate (- / + 10%)	-	-	268.31	269.40
(% change compared to base due to sensitivity)			-0.2%	0.2%

Please note that the sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

b. Asset Liability Matching Strategies

The scheme is managed on funded basis.

c. Effect of Plan on Entity's Future Cash Flows

- Funding arrangements and Funding Policy

The scheme is managed on funded basis.

(Rs. in Lakhs)

- Expected Contribution during the next annual reporting period	31-Mar-19	31-Mar-18
The Company's best estimate of Contribution during the next year	21.34	7.22
- Maturity Profile of Defined Benefit Obligation		
Weighted average duration (based on discounted cash flows)	8yrs	14.84 Year
- Expected cash flows over the next (valued on undiscounted basis):	31-Mar-19	31-Mar-18
1 year	8.85	6.44
2 to 5 years	29.40	2.56
6 to 10 years	45.57	6.40



h) Corporate Social Responsibility

As per Section 135 of the Companies Act, 2013, a Company, meeting the applicability threshold, needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) Activities. A CSR Committee has been formed by the Company as per the Act. The funds were primarily allocated to the activities which are specified in the Schedule VII of the Companies Act, 2013.

- a) Gross amount required to be spent by the company during the year is Rs. 11.83 lakhs (Previous Year Rs. 11.06 lakhs).
- b) Amount spent during the year on:

Particulars	In cash	yet to be paid in cash	Total
1 Construction/acquisition of any asset	-	-	-
2 On purposes other than (1) above	11.83	-	11.83
	(-)	(-)	(-)

Previous Year figures are in brackets

Note: The company Yashaswati foundation established under section 8 of the Companies Act 2013, is founded by the promoters of the company and has track record of less than 3 year in undertaking programs or projects related to Corporate Social Responsibility activities.

i) Commitment:

(i) Estimated amount of contracts remaining to be executed on Capital Account, net of advances and not provided for - Rs. 9.90 lakhs (Previous Year Rs. 142.39 Lakhs)

j) Contingent Liabilities not provided for:

- (i) Counter guarantees given to the Banks for issuing bank guarantee - Rs. 1068.01 Lakhs (Previous Year Rs. 809.39 Lakhs)
- (ii) Letters of Credit issued by the Banks - Rs. 1791.30 Lakhs (Previous Year - Rs. 888.28 Lakhs)
- (iii) Claims not acknowledged as debts:
 - (a) There is a pending litigation against the Company for compensation of loss of profit of Rs. 500.00 Lakhs. The Court has decided the judgement in favour of the Company, however the matter has been referred to the High Court, in the opinion of the management, no provision is considered necessary.
 - (b) Disputed Service Tax for the period 2008 to 2013 is Rs. 14.74 Lakhs (Previous Year Rs. 16.47 Lakhs) pending before CESTAT, against which the Company has made payment of Rs. 5.19 Lakhs (Previous Year Rs. 5.19 Lakhs).
 - (c) Disputed Service Tax for the period 2012 to 2015 is Rs. 29.07 Lakhs (Previous Year Rs. 29.07 Lakhs) pending before CESTAT, against which the Company has made payment of Rs. 5.09 Lakhs (Previous Year Rs. 5.09 Lakhs).

- k) The amount due and paid during the year to "Investor Education and Protection Fund" is Rs. 4.10 lakhs (Previous Year - Rs. 3.31 lakhs).
- l) The Board of Directors of the Company at its meeting held on 16th January, 2019, had considered and approved the Scheme of Arrangement between Swiss Glascoat Equipments Limited (SGEL), HLE Engineers Private Limited (HLE) and Yashashvi Agrochemical Private Limited (YAPL) under Sections 230 to 232 of the Companies Act, 2013 and other applicable laws, with the appointed date of April 1, 2018. The arrangement will result into demerger of the operating business of HLE into SGEL. The Scheme is subject to the approval of the shareholders, creditors, the National Company Law Tribunal and all other appropriate authorities. Pending such approvals and other compliances, no adjustments have been made in the books of account and in the accompanying results.

m) Donation includes Rs. 0.51 lakhs (Previous Year Rs. 0.20 lakhs) paid to a political party during the year.

This is the Balance Sheet referred to in our report of even date

For M.M. Nissim & Co
Chartered Accountants
Firm Reg. No. 107122W

N. Kashinath
Partner
Mem. No. 036490

Maroli Udyog Nagar, Dated 17th May, 2019

For and on behalf of the Board

Mr. Himanshu Patel
Chairperson & Managing Director
(DIN- 00202312)

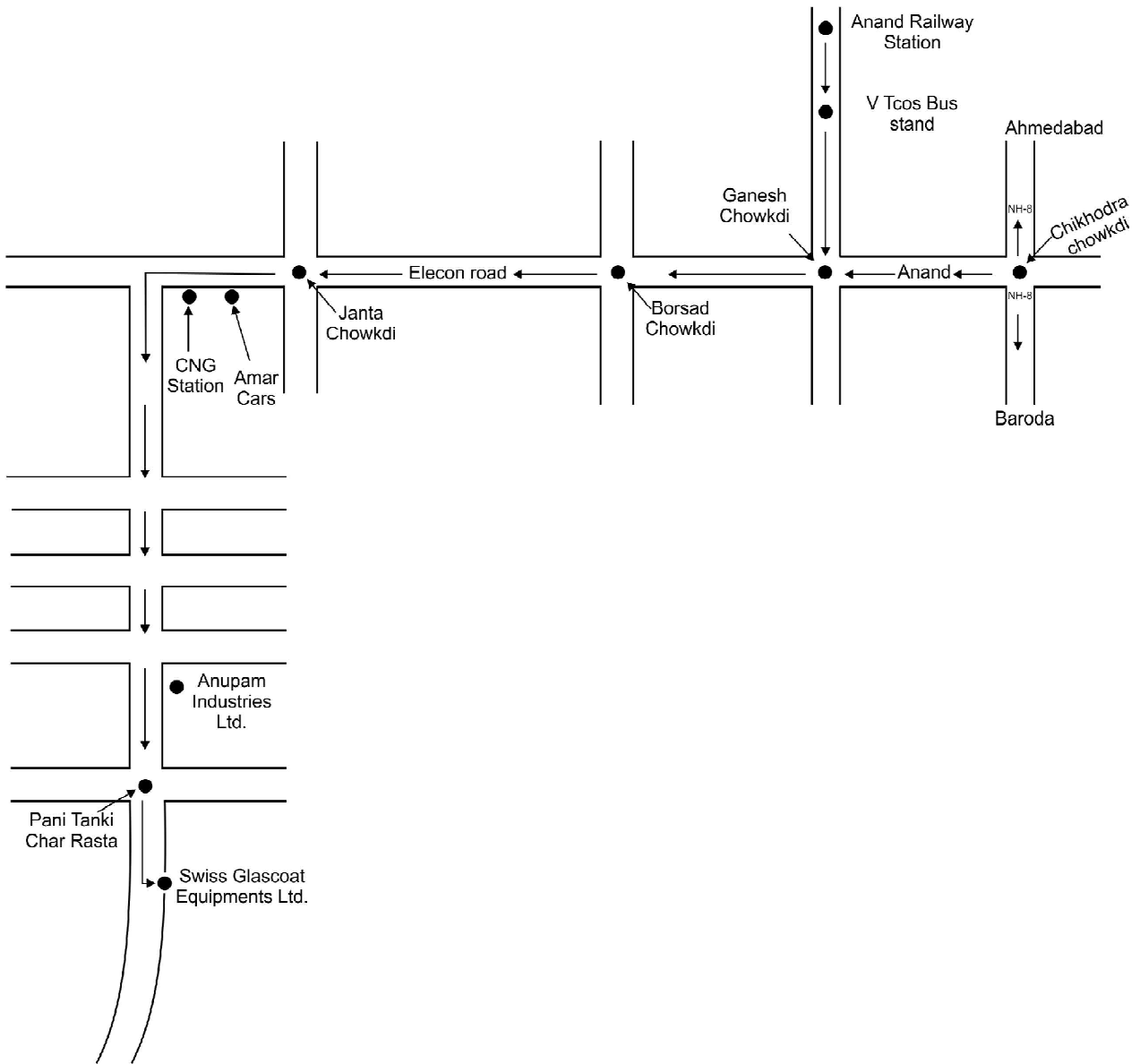
Mr. Aalap Patel
Director
(DIN-6858672)

Ms Dhvani Shah
Company Secretary

Maroli Udyog Nagar, Dated 17th May, 2019



ROUTE MAP OF THE AGM VENUE





ATTENDANCE SLIP

Please complete attendance slip and hand it over at the entrance of the Meeting hall. Joint shareholders may obtain additional slip on request.

Attendance by (Please tick appropriate box) <input type="checkbox"/> Member / Shareholder <input type="checkbox"/> Proxy <input type="checkbox"/> Authorised Representative	Name of Shareholder (S) Address : Folio no. /DP ID-Client ID No. of Shares hold :
--	--

I/ We hereby record my presence at the 28th Annual General Meeting of the Company held on 27th July 2019 at 12.00 pm at its Registered Office of the Company.

----- tear along -----

FORM NO. MGT-11_PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name & Address of the Shareholder: (In BLOCK Letters)	
E-mail Id:	Registered Folio No.:
No. of Shares Held:	DPID & Client ID:

I/ We _____ being Member/ Members of Swiss Glascoat Equipments Limited, hereby appoint-

1.	Name:	
	Registered address:	
	E-mail Id:	
	Signature	

or failing him

2.	Name:	
	Registered address:	
	E-mail Id:	
	Signature	

or failing him

3.	Name:	
	Registered address:	
	E-mail Id:	
	Signature	

as my/ our Proxy to vote (on a poll) for me/ us and on my/ our behalf at 28th Annual General Meeting to be held on 27th July, 2019 at 12.00 pm at its Registered Office and at any adjournment thereof in respect of all resolutions proposed to be passed therein as under:



FORM NO. MGT-11_PROXY FORM (Contd...)

Resolution No.	Resolution Details	I assent to the resolution	I dissent from the resolution
ORDINARY BUSINESS:			
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended March 31, 2019, including the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date together with the Reports of the Auditor and the Board thereon. (Ordinary Resolution)		
2.	Appointment of Director in place of Mr. Harsh Patel (DIN 00141863), Director, who retires by rotation and being eligible, has offered himself for reappointment. (Ordinary Resolution)		
SPECIAL BUSINESS:			
3.	To approve Limits of Borrowing u/s Section 180(1)(c) of the Companies Act, 2013. (Special Resolution)		
4.	To approve Appointment of Mr. Jayesh Shah (DIN 03570056) as the Independent Director of the Company. (Ordinary Resolution)		
5.	To approve Acceptance of Deposits from Members under Section 73 of the Companies Act, 2013. (Ordinary Resolution)		
6.	To ratify remuneration payable to Cost Auditors for financial year 2019-20 (Ordinary Resolution)		
7.	To approve transactions with HLE Engineers Private Limited in Financial Year 2019-20. (Special Resolution)		
8.	To approve remuneration in financial year 2019-20 payable to the Managing Director and Whole-time Director of the Company exceeding 5% of the net profits of the Company. (Special Resolution)		

Signed this _____ day of _____, 2019

Signature of the shareholder _____

Affix One Rupee Revenue Stamp
--

Notes:

- (a) The Proxy must be lodged at the Regd. Office of the Company mentioned as above, not less than 48 hours before the time of the Annual General Meeting.
- (b) The Proxy need not be a Member of the Company.
- (c) In case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint-holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- (d) This form of proxy confers authority to demand or join in demanding a poll.
- (e) The submission by a Member of this form of proxy will not preclude such Member from attending in person and voting at the Meeting.

For Office Use

Proxy No.: _____

Date of Receipt: _____



If undelivered, please return to :



SWISS GLASCOAT EQUIPMENTS LIMITED

Regd. Office : H-106, Phase IV, G.I.D.C.,
Vitthal Udyognagar - 388 121
Dist. Anand, Gujarat, INDIA