HALDYN GLASS LIMITED

CIN : L51909GJ1991PLC015522
Registered Office: Village Gavasad, Taluka Padra, Dist. Vadodara – 391 430, Gujarat
Tel.: 02662 242339, Fax: 02662 245081, **E-mail:** baroda@haldyn.com, **Web:** www.haldynglass.com

NOTICE

NOTICE is hereby given that the 35th Annual General Meeting ["AGM"] of the Members of **Haldyn Glass Limited** will be held on Friday, September 04, 2026 at 11.30 a.m. at Village Gavasad, Taluka Padra, Dist. Vadodara - 391 430, to transact the following business:

ORDINARY BUSINESS

1. **Adoption of the Audited Standalone and Consolidated Financial Statements and Reports thereon**

   To receive, consider and adopt the Audited Financial Statements [Standalone and Consolidated] of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon.

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

   a] **"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Statutory Auditor thereon, be and are hereby received, considered and adopted."

   b] "**RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the report of the Statutory Auditor thereon, be and are hereby received, considered and adopted."

2. **Declaration of Dividend**

   To declare final dividend on equity shares for the financial year ended March 31, 2026 as recommended by the Board of Directors at its meeting held on May 21, 2026.

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

   "RESOLVED THAT as recommended by the Board of Directors, a dividend at the rate of 70% i.e. ₹ 0.70 [seventy paise only] per equity share having a face value of ₹ 1.00 [one rupee] each, for the financial year ended March 31, 2026, be and is hereby declared and that the said dividend be paid out of the profits of the Company to the eligible members."

3. **Appointment of a Director in place of one retiring by rotation**

   To appoint a Director in place of Mr. Narendra Shetty [DIN: 00025868], having age of 86 years, who retires by rotation and being eligible, offers himself for re-appointment.

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

   "**RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, [including any statutory modification or re-enactment thereof, for the time being in force], Mr. Narendra Shetty [DIN: 00025868], having age of 86 years, who retires as a Director by rotation and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS

4. **Re-appointment of Mr. Tarun Shetty [DIN: 00587108], as Managing Director of the Company for a period of 3 [Three] years**

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

"**RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014 [including any statutory modification[s] or re-enactment[s] thereof, for the time being in force], Regulation 17 of SEBI [Listing Obligation and Disclosure Requirements] Regulations, 2015, Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on August 03, 2026 and subject to the approval of any regulatory authorities, if any, approval of the members of the Company be and is hereby accorded to re-appoint Mr. Tarun Shetty [DIN: 00587108], as Managing Director of the Company for a period of three years from the expiry of his present term of office i.e with effect from August 16, 2026 till August 15, 2029, his period of office not liable to retire by rotation, upon such other terms and conditions including remuneration as set out in the Statement under Section 102 of the Act annexed hereto which shall be deemed to form part hereof, with specific authority to the Board of Directors to alter or vary terms and conditions of the said appointment including remuneration as may be agreed between Board of Directors and Mr. Tarun Shetty, which in any financial year may exceed the limits specified in Section 197 and Schedule V of the Act and the Listing Regulations; and in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act in any financial year or years during the term of appointment, the remuneration comprising salary, commission, perquisites, allowances and benefits, as approved herein be paid as minimum remuneration to the said Managing Director for a period not exceeding three years.

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

5. **Appointment of Mr. Narendra Shetty [DIN: 00025868], having age of 86 years as a Founder Non-Executive Chairman of the Company for a period of 3 [three] years**

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

"**RESOLVED THAT** in accordance with the provisions of Sections 152 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014 [including any statutory modification[s] or re-enactment[s] thereof, for the time being in force], Regulation 17 of SEBI [Listing Obligation and Disclosure Requirements] Regulations, 2015, Articles of Association of the Company and on the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on August 03, 2026 and subject to the approval of any regulatory authorities, if any, approval of the members of the Company be and is hereby accorded to appoint Mr. Narendra Shetty [DIN: 00025868], having age of 86 years, as Founder Non-Executive Chairman of the Company for a period of 3 years from the expiry of his present term of office as Founder Executive Chairman i.e. with effect from August 16, 2026 till August 15, 2029, liable to retire by rotation, upon such other terms and conditions including remuneration as set out in the Statement under Section 102 of the Act annexed hereto which shall be deemed to form part hereof, with specific authority to the Board of Directors to alter or vary terms and conditions of the said appointment including remuneration as may be agreed between Board of Directors and Mr. Narendra Shetty, which in any financial year may exceed the limits specified in Section 197 and Schedule V of the Act and the Listing Regulations; and in the event of inadequacy or absence of profits under Section 197 and all other applicable provisions of the Act in any financial year or years during the term of appointment, the earnings comprising remuneration and additional benefits as approved herein be paid as minimum remuneration to the said Founder Non-Executive Chairman for a period not exceeding three years.

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

By Order of the Board of Directors
For Haldyn Glass Limited

Dhruv Mehta
Company Secretary & Compliance Officer
ACS - 46874

Registered Office:
Haldyn Glass Limited
CIN: L51909GJ1991PLC015522
Village Gavasad, Taluka Padra
Dist. Vadodara - 391430, Gujarat
E-mail: baroda@haldyn.com
Web: www.haldynglass.com

Place: Mumbai
Date: August 03, 2026

NOTES:

1. **Explanatory Statement and details of Directors seeking Appointment / Re-appointment:**

   The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ["the Act"], which sets out details relating to Special Business at the meeting, is annexed hereto. Statement giving details of the Directors seeking appointment/ re- appointment is also annexed with this Notice pursuant to the requirement of Regulation 36[3] of the SEBI Listing Regulations and Secretarial Standard on General Meeting [SS-2] issued by the Institute of Company Secretaries of India.

2. **Proxy Facility:**

   Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. A proxy shall not have the right to speak and shall not be entitled to vote except on a poll.

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

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

3. **Attendance and voting by Authorized Representative:**

   Institutional shareholders /Corporate shareholders [i.e. other than individuals, HUF, NRI etc.] are required to send scanned copy [PDF/JPG Format] of the relevant Board Resolution/ Power of Attorney/Authority letter etc. authorizing their representative to attend the AGM on their behalf and to vote through remote e-voting. The said Resolution/ Authorisation shall be sent from their registered email address to the Scrutinizer by e-mail to csdoshiac@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com and to the Company at cosec@haldyn.com.

4. **Process for dispatch of Annual Report:**

The electronic copies of the Notice of the 35th AGM and the Annual Report for the financial year 2025-2026 will be sent by email to all those Members, whose email addresses are registered with the Company/ MUFG Intime India Private Limited [Formerly Link Intime India Private Limited] ["RTA"]/ National Securities Depository Limited ["NSDL"] or Central Depository Services [India] Limited ["CDSL"] [NSDL and CDSL collectively referred to as "Depositories"]. In accordance with the MCA and SEBI Circulars, physical copies of Annual Report will be sent to those shareholders who request for the same. The Company will also send a letter to shareholders providing the web-link, including the exact path, where complete details of the Annual Report is available, to those Members who have not registered their email address with the Company or RTA or Depositories. [Regulation 36[1] of the Listing Regulations].

The Notice of the 35th AGM and the Annual Report will also be available on the website of the Company i.e. www.haldynglass.com and also on the website of the Stock Exchange i.e BSE Limited at www.bseindia.com and on the website of CDSL at www.cdslindia.com.

5. **Nomination Facility:**

The facility for making nomination is available for the Members in respect of the shares held by them.

Members holding shares in physical form and who have not yet registered their nomination are requested to register the same by submitting Form SH-13 with the RTA. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, the Members may submit the same in Form ISR-3 or SH-14 as the case may be.

The said Forms can be downloaded from the website of the Company at Investor Relation or website of the RTA. Members holding shares in dematerialized form are requested to register their nomination details with their DPs.

6. **Voting Rights in case of Joint Holders:**

In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote during the AGM.

7. **Dematerialization of shares:**

SEBI has mandated the listed companies to process all the service requests [Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition] for issue of securities in dematerialized form only, subject to folio being KYC compliant. Accordingly, Members are requested to submit duly filled and signed Form ISR-4. The Form is available on website of Company at Investor Relations Tab and on the website of RTA.

With effect from April 2, 2026, SEBI has dispensed with the requirement of issuance of a Letter of Confirmation [LOC] by the Company/RTA while processing service request. Accordingly, securities will be credited directly to the shareholder's demat account upon submission of valid demat account details along with the latest Client Master List. [SEBI Master Circular No. HO/38/13/[4]2026-MIRSD-POD/I/4298/2026 dated February 6, 2026]

Members holding shares in physical form are advised to dematerialise their holdings to mitigate the risks associated with physical share certificates and to avail the various benefits of dematerialization, members can contact the Company/RTA for assistance in this regard. [Regulation 40[1] of the Listing Regulations]

8. **Consolidation of Share Certificates:**

Members holding more than one physical folios in identical order of names are requested to submit Form ISR-4 along with requisite KYC documents and share certificates to the Company/RTA for consolidation of holdings in one folio. The consolidated shares will be issued in dematerialized form only.

9. **Documents open for inspection:**

The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection by the Members at the registered office of the Company on all working days between 11 a.m. to 4.00 p.m. except Saturday, Sunday and public holidays upto the date of the AGM.

10. **Record Date and Dividend:**

Members may note that the Board of Directors at its meeting held on May 21, 2026 has recommended a dividend of ₹ 0.70/- per equity share [70%] of ₹ 1/- each. The dividend, if declared at the AGM, will be paid, subject to deduction of tax at source [TDS], after September 04, 2026 to the members whose names appear in the Register of Members as on August 28, 2026, the record date. In case of any queries, you are requested to write to our RTA at investor.helpdesk@in.mpms.mufg.com or at cosec@haldyn.com.

11. **TDS on dividend:**

Dividend income is taxable in the hands of the Members and the Company is required to deduct tax at source [TDS] from dividend paid to the Members at prescribed rates in the Income Tax Act, 2025 [the "IT Act"]. In general, to enable compliance with the TDS requirements, Members are requested to complete and / or update their Residential Status, PAN and Category as per the IT Act with their DPs or in case shares are held in physical form with the Company / Registrar by submitting required documents on or before Friday, August 28, 2026 via e-mail to the Company/Registrar at email ID: investor.helpdesk@in.mpms.mufg.com or cosec@haldyn.com.

A communication providing information and detailed instructions with respect to tax on the dividend will be sent separately to the Members whose email addresses were registered with the Company/DPs on August 10, 2026 informing the relevant procedure to be adopted by them/documents to be submitted for availing the applicable tax rate. The said communication and draft of the exemption forms and other documents are available on the Company's website at www.haldynglass.com.

12. **Manner of registering KYC including updation of bank details for receiving Dividend:**

Pursuant to the applicable provisions of the Listing regulations and SEBI Master Circular No. SEBI/ HO/38/13[4]/2026-MIRSD-PoD-1/P/CIR/2026/4298 dated February 6, 2026, dividend payments with effect from November 18, 2025 are processed only through electronic mode and the issuance of dividend warrants or cheques has been discontinued.

Accordingly, Members holding shares in physical form are requested to ensure that their folios are KYC compliant by registering/ updating their Permanent Account Number [PAN], postal address, e-mail address, mobile number, bank account details, specimen signature and nomination details with the Company's Registrar and Share Transfer Agent ["RTA"] by submitting the prescribed forms, namely ISR-1, ISR-2, ISR3, SH-13 or such other forms as may be applicable. Members holding shares in dematerialised form are requested to update their bank account and other KYC details with their respective Depository Participants. Dividend payments in respect of physical folios shall be made only through electronic mode and shall be subject to the folio being KYC compliant.

For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, MUFG Intime India Private Limited [Formerly Link Intime India Private Limited] at C-101, Embassy 247, L.B.S Marg, Vikhroli West, Mumbai - 400 083. In case of any query, a member may send an e-mail to RTA at investor.helpdesk@in.mpms.mufg.com.

Type of Holder	Process to be followed	
Physical	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in Rule 19[1] of the Companies [Share Capital and Debentures] Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder[s] [along with ISR-3] / Change of nominee	Form SH-14
	SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_ RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests i.e. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition.	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP to avoid delay in receiving the dividend.	

13. Investor Education and Protection Fund ["IEPF"] related information:

The MCA had notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund [Accounting, Audit, Transfer and Refund] Rules, 2016. As per these rules, members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ["IEPF"].

In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back by them. Concerned members/investors are advised to contact the Company or RTA and submit the required documents for issuance of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file web Form IEPF-5 available on www.mca.gov.in for claiming the dividend[s] and/or share[s].

The details of the unclaimed dividends are also available on the Company's website at www.haldynglass.com and the said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link www.iepf.gov.in. For details, please refer to corporate governance report which is a part of this Annual Report.

14. Special Window for lodgement of physical share transfer requests:

A special window, as per mandate of SEBI, is available till February 4, 2027, to facilitate lodgement of transfer requests executed before April 1, 2019 but were either not lodged for transfer or were lodged and subsequently rejected, returned or not attended due to deficiency in the documents. Eligible shareholders are requested to submit the requisite documents before February 4, 2027 to Company/RTA. Securities transferred through this mechanism shall be credited only in dematerialized form and will remain under a one year lockin, during which they cannot be transferred, lienmarked, or pledged. [SEBI Master Circular No. HO/38/13/[4]2026-MIRSD-POD/I/4298/2026 dated February 6, 2026]

15. **Dispute Resolution:**

SEBI has made available an online dispute resolution mechanism through the SMART ODR Portal for the investors to raise disputes arising in the Indian Securities Market. After exhausting the options to resolve their grievances directly with the Company/RTA and through the SCORES platform, investors can initiate dispute resolution through the SMART ODR Portal. Link to access SMART ODR Portal is https://smartodr.in/login. [SEBI Master Circular No. HO/38/13/[4]2026-MIRSD-POD/I/4298/2026 dated February 6, 2026]

16. **Voting through electronic means:**

I. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies [Management and Administration] Rules, 2014 [as amended] and Regulation 44 of the Listing Regulations, the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the 35th AGM. For this purpose, the Company has entered into an agreement with Central Depository Services [India] Limited ["CDSL"] for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system will be provided by CDSL.

II. The facility for voting through ballot / polling paper shall also be made available at the venue of the 35th AGM. Members attending the meeting who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. Members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

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

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

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

Type of Members	Login Method
Individual Members holding securities in Demat mode with **CDSL Depository**	1] Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New [token] Tab. 2] After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3] If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New [Token] Tab and then click on registration option. 4] Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Type of Members	Login Method
Individual Members holding securities in demat mode with **NSDL Depository**	1] If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2] If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3] Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID [i.e. your sixteen digit demat account number hold with NSDL], Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4] For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual members [holding shares in demat mode] login through their **Depository Participants**	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Members holding securities in Demat mode with **CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Members holding securities in Demat mode with **NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-4886 7000 and 022-2499 7000

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

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

Step 1: Log on to the e-voting website www.evotingindia.com.

Step 2: Click on "Shareholders" module.

Step 3: Please enter your User ID

[i] For account holders in CDSL: Your 16 digits beneficiary ID.

[ii] For account holders in NSDL: Your 8 Character DP ID followed by 8 digits Client ID.

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

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

Step 5: If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department [Applicable for both demat shareholders as well as physical shareholders] ▪ Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth [DOB]	Enter the Dividend Bank Details or Date of Birth [in dd/mm/yyyy format] as recorded in your demat account or in the company records in order to login. ▪ If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

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

Step 8: Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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

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

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

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

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

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

Step 15: If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

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

Section B: Other instruction regarding remote e-voting:

[i] The remote e-Voting period begins on Monday, August 31, 2026 [09:00 A.M.] and ends on Thursday, September 03, 2026 [05:00 P.M.]. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date [record date] i.e. Friday, August 28, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

[ii] Non-Individual Shareholders and Custodians [i.e. other than Individuals, HUF, NRI etc.] are additionally required to note and follow the instructions mentioned below:

- They are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, user would be able to link the account[s] for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.

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

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

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

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

1] **For Physical shareholders:** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate [front and back], PAN [self-attested scanned copy of PAN card], AADHAR [self-attested scanned copy of Aadhar Card] by email to Company/RTA email id.

2] **For Demat shareholders:** Please update your email id & mobile no. with your respective Depository Participant [DP]

3] **For Individual Demat shareholders:** Please update your email id & mobile no. with your respective Depository Participant [DP] which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, AVP, [CDSL] Central Depository Services [India] Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel [East], Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911

17. Appointment of Scrutinizer:

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

18. Scrutinizer's Responsibility and Reporting Timeline:

The Scrutinizer shall immediately, after the conclusion of voting at AGM, will first count the votes cast at the AGM, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizer will submit his report to the Chairman of the Company ["the Chairman"] or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting [votes cast during the AGM and votes cast through remote e-voting], not later than 48 hours from the conclusion of the AGM.

19. Declaration and Publication of Voting Results:

The results declared along with the Consolidated Scrutiniser's Report shall be placed on the website of the Company i.e www.haldynglass.com and of CDSL i.e www.evotingindia.com after the declaration of results. The results shall also be simultaneously communicated to the stock Exchanges.

20. Effective date of passing of Resolutions:

Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the meeting, i.e. September 04, 2026.

21. General Instructions:

Members / Proxies should bring the Attendance Slip enclosed in the AGM Notice, duly filled in, while attending the Meeting.

Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company at least ten days prior to the date of AGM through email on cosec@haldyn.com.

By Order of the Board of Directors
For Haldyn Glass Limited

Dhruv Mehta
Company Secretary & Compliance Officer
ACS - 46874

Registered Office:
Haldyn Glass Limited
CIN: L51909GJ1991PLC015522
Village Gavasad, Taluka Padra
Dist. Vadodara - 391430, Gujarat
E-mail: baroda@haldyn.com
Web: www.haldynglass.com

Place: Mumbai
Date: August 03, 2026

Explanatory Statement

Pursuant to Section 102[1] of the Act

This Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item No. 4

Mr. Tarun Shetty [DIN: 00587108] was re-appointed as Managing Director of the Company for a period of three years commencing from August 16, 2023 to August 15, 2026, post approval of the members in the 32nd Annual General Meeting.

Mr. Tarun Shetty, has a very rich experience of over two and a half decades in the manufacturing of exclusive quality glass containers. He had been taking keen interest in the management and administration of the Company and was instrumental in its growth since the last 23 years. He is a young management professional having vision to diversify into the finer and value-added products segment in the glass industry. With the expert knowledge and experience of Mr. Tarun Shetty, the Company expects more growth over next few years in the Indian as well as international markets.

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

Considering the above, the Board at its meeting held on August 03, 2026, based on the recommendation of the Nomination and Remuneration Committee has recommended to its members the re-appointment of Mr. Tarun Shetty [DIN: 00587108], as Managing Director of the Company for a further period of three years commencing from August 16, 2026 to August 15, 2029, his period of office not liable to retire by rotation.

A brief profile of Mr. Tarun Shetty, including nature of his expertise, is provided in the "Annexure" to the Notice pursuant to the provisions of [i] the Listing Regulations and [ii] Secretarial Standard on General Meetings ["SS-2"], issued by the Institute of Company Secretaries of India.

The Company has received a declaration from Mr. Tarun Shetty that in terms of NSE circular NSE/ CML/2018/24 and BSE circular LIST/COMP/14/2018-19 dated June 20, 2018, he is not debarred from holding the office of Director pursuant to order of Securities and Exchange Board of India or any other authority. Mr. Tarun Shetty has also given the declaration that he is not disqualified from being appointed / continued as Director in terms of Section 164 of the Act and has given his consent to act as Director. Further, Mr. Tarun Shetty has submitted all statutory disclosures and declarations prescribed under the Act and Listing Regulations.

In terms of the provisions of Section 197 [as amended by the Companies [Amendment] Act, 2017], read with Schedule V of the Act, the Company is required to obtain the approval of the members by way of a special resolution for payment of remuneration to Managerial Personnel in case of no profits/ inadequacy of profits.

Further pursuant to the provisions of Regulation 17[6][e] of Listing Regulations, if the aggregate annual remuneration payable to Executive Directors who are promoters or members of promoter group exceeds five percent of net profits of the Company, the proposed remuneration shall also require approval of shareholders by special resolution.

Broad particulars of the terms and conditions of re-appointment of and remuneration payable to Mr. Tarun Shetty are as under:

a] Tenure of re-appointment:

The re-appointment of Managing Director is for a period of 3 years commencing from August 16, 2026 to August 15, 2029. [his period of office not liable to retire by rotation] b] **Remuneration:**

I. **Salary:**

- ₹ 27,50,000/- per month for first year i.e. from August 16, 2026 to August 15, 2027.
- ₹ 31,62,500/- per month for second year i.e. from August 16, 2027 to August 15, 2028.
- ₹ 36,36,875/- per month for third year i.e. from August 16, 2028 to August 15, 2029.

Other terms of remuneration of the Managing Director shall be as under:

II. **Perquisites/Other Benefits:**

- In addition to salary, an appointee shall also be entitled to perquisites which would include furnished accommodation or house rent allowance in lieu thereof [not exceeding 25% of monthly salary], gas, electricity, water, furnishings, medical reimbursement, and leave travel concession for self and family, club fees, use of Company car, medical and personal accidental insurance and other benefits, amenities and facilities.

  The value of the Perquisites will be evaluated as per Income-tax Rules, 1962 wherever applicable, and at actual cost in the absence of any such Rule.
- **Provident Fund:** Company's contribution towards Provident Fund, subject to a ceiling of 12% of the salary or in accordance with relevant rules and regulations in force.
- **Gratuity, Leave Encashment, Pension and Superannuation:** Benefits in accordance with the rules and regulations in force in the Company from time to time.

III. **Commission:**

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

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Act setting out the terms and conditions of re-appointment of Mr. Tarun Shetty as Managing Director of the Company.

Further, the Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditor.

It is proposed to seek the Members' approval for the re-appointment of and remuneration payable to Mr. Tarun Shetty as Managing Director, in terms of the applicable provisions of the Act and the relevant Rules made thereunder.

Other than Mr. Tarun Shetty being the appointee, Mr. Narendra Shetty being his father and Chairman of the Company and Mr. Rohan Ajila being his brother-in-law and Non-Executive Non-Independent Director of the Company and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution as set out at item no. 4.

In terms of Section 197 read with Schedule V of the Act, the relevant details are specified in the "**Annexure**" which forms part of this explanatory statement.

The Board Recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members of the Company.

Item No. 5

Mr. Narendra Shetty [DIN: 00025868] was re-appointed as Founder Executive Chairman of the Company for a period of one year commencing from August 16, 2025 to August 15, 2026, post approval of the members in the 34th Annual General Meeting.

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

During his tenure as Executive Chairman he played a key role in the Company's rise to its pre-eminent position and focusing on delivering superior value to stakeholders.

However, he has decided to step down as Founder Executive Chairman post completion of his tenure on August 15, 2026 and will continue to be associated with the Company in a Non-Executive capacity, thereby allowing the Company to benefit from his vast experience and business expertise.

Recognizing Mr. Narendra Shetty's deep expertise, strategic foresight and longstanding contribution to the Company's growth, the Board at its meeting held on August 03, 2026, based on the recommendation of the Nomination and Remuneration Committee, approved the appointment of Mr. Narendra Shetty as a Founder Non-Executive Chairman of the Company for a period of three years from the expiry of his present term of office i.e with effect from August 16, 2026 till August 15, 2029, liable to retire by rotation. The NRC and the Board is of the view that his continued association will strengthen the Board's strategic oversight and provide valuable mentorship to the leadership team.

In recognition of Mr. Narendra Shetty's continued association with the Company and his proposed role as mentioned hereinbefore, the Board, based on the recommendation of the NRC, has approved the following:

❖ **Remuneration:** ₹ 5,00,000/- per month, for a period of 3 [three] years, commencing from August 16, 2026 and ending on August 15, 2029.

❖ **Additional Benefits:**

- In addition to the remuneration, he shall be entitled to Commission, based on the net profits of the Company in any financial year not exceeding 1% [one percent] of net profits as the Nomination and Remuneration Committee shall determine having regard to the performance of the Company.
- In addition to remuneration, he shall also be entitled to certain benefits which would include furnished accommodation or house rent allowance in lieu thereof, gas, electricity, water, furnishings, medical reimbursement, and leave travel concession for self and family, club fees, use of Company car, medical and personal accidental insurance and other benefits, amenities and facilities.

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

Pursuant to the provisions of Regulation 17[6][ca] of Listing Regulations, approval of the members of the Company by way of a special resolution is required to be obtained every year for payment of annual remuneration to a single Non-Executive Director exceeding fifty percent of the total annual remuneration payable to all Non-Executive Directors, giving details of remuneration thereof. As per the Company's current remuneration framework, the other Non-Executive Directors, including the Independent Directors, are compensated through sitting fees and profit-based commission. Consequently, the proposed remuneration to Mr. Narendra Shetty for the Financial Year 2026-2027, following his redesignation as a Founder Non-Executive Chairman may exceed fifty percent of the aggregate remuneration payable to Non-Executive Directors, thereby triggering the threshold prescribed under Regulation 17[6][ca] of the Listing Regulations. Mr. Narendra Shetty's continued strategic involvement and deep understanding of the Company's operations owing to his earlier association with the Company as Founder Executive Chairman, justifies the proposed remuneration as a Founder Non-Executive Chairman. Accordingly, the approval of Members is being sought through the Special Resolution set out at Item No. 5 of the Notice.

Also, Regulation 17[1A] of Listing Regulations, requires companies to obtain approval of shareholders by passing a special resolution for appointment or continuation of any Non-Executive Director who has attained the age of seventy-five years. Since, Mr. Narendra Shetty is having age of 86 years, the approval of Members is being sought through the Special Resolution set out at Item No. 5 of the Notice.

A brief profile of Mr. Narendra Shetty, including nature of his expertise, is provided in the “Annexure” to the Notice pursuant to the provisions of [i] the Listing Regulations and [ii] Secretarial Standard on General Meetings [“SS-2”], issued by the Institute of Company Secretaries of India.

The Company has received a declaration from Mr. Narendra Shetty that in terms of NSE circular NSE/ CML/2018/24 and BSE circular LIST/COMP/14/2018-19 dated June 20, 2018, he is not debarred from holding the office of Director pursuant to order of Securities and Exchange Board of India or any other authority. Mr. Narendra Shetty has also given the declaration that he is not disqualified from being appointed / continued as Director in terms of Section 164 of the Act and has given his consent to act as Director. Further, Mr. Narendra Shetty has submitted all statutory disclosures and declarations prescribed under the Act and Listing Regulations.

This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Act setting out the terms and conditions of appointment of Mr. Narendra Shetty as Founder Non-Executive Chairman of the Company.

Further, the Company has not defaulted in payment of dues to any bank or public financial institution or any other secured creditor.

Other than Mr. Narendra Shetty being the appointee, Mr. Tarun Shetty being his son and Managing Director of the Company and Mr. Rohan Ajila being his son-in-law and Non-Executive Non-Independent Director of the Company and their relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested financially or otherwise in the resolution as set out at item no. 5.

In terms of Section 197 read with Schedule V of the Act, the relevant details are specified in the “**Annexure**” which forms part of this explanatory statement

The Board Recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the members of the Company.

"Annexure"

1. In terms of Section 197 read with Schedule V of the Companies Act 2013, the relevant details for Item Nos. 4 & 5 is as under:

I. General Information

a] **Nature of Industry:** Manufacturing of Glass Bottles

b] **Date or expected date of commencement of commercial production:** The Company was incorporated on April 25, 1991 and its operating activities commenced thereafter.

c] **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not applicable

d] **Financial performance based on given indicators:**

The financial and operating performance of the Company during last three financial years is as under:

[₹ In Lakh]

Particulars	2023-24	2024-25	2025-26
Revenue from operations	29,876.99	38,160.00	46,366.66
Total Income	31,436.03	38,931.79	47,265.28
Earnings before interest, tax, depreciation and amortization [EBITDA] before exceptional items	5,487.19	6,062.42	6,883.72
Profit/ [Loss] before tax	2,655.94	1,692.29	2,502.43
Profit/ [Loss] for the year after tax [before other comprehensive income]	1,875.61	1,296.51	1,831.87

e] **Foreign investments or collaborations, if any:**

No foreign direct capital investment has been made in the Company during the year. Further, foreign investments in the Company include shareholding of FPIs, FIIs, NRIs, foreign banks, OCBs and foreign nationals, which were acquired through the secondary market.

As on March 31, 2026, the aggregate foreign shareholding in the Company was 1.50% [including NRI-Non Repatriable].

II. Information about the Directors

a] Background details:

Mr. Tarun Shetty:

Mr. Tarun Shetty, Managing Director of Haldyn Glass Limited, is Commerce Graduate [Mumbai] & Management Graduate [MBA] from Australian School of Management with over two and a half decades of vast experience in the manufacture of exclusive quality glass containers. He was instrumental in its growth since last 23 years. He is a visionary and has achieved the highest level of efficiency. He is an expert in the field of manufacture of glass and glass products.

Mr. Narendra Shetty:

Mr. Narendra Shetty, Founder Executive Chairman of Haldyn Glass Limited , is an intermediate with over five decades of vast experience in the manufacture of exclusive quality glass containers. He is the core promoter and founder of the Company who had established the Company and was instrumental in its growth since inception. He is a visionary and has achieved the highest level of efficiency. He is an expert in the field of manufacture of glass and glass products.

b] **Past Remuneration:**

[₹ In Lakhs]

Name and Designation of Director	FY 2023-24	FY 2024-25	FY 2025-26
Mr. Tarun Shetty, Managing Director	266.56	331.90	358.58
Mr. Narendra Shetty, Founder Executive Chairman	193.79	187.88	210.28

The remuneration is inclusive of perquisites wherever applicable.

Other Disclosures:

i. **All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of the director** - Refer Corporate Governance Report forming part of the Annual Report.

ii. **Details of fixed component and performance linked incentives along with the performance criteria** - Refer Corporate Governance Report forming part of the Annual Report.

iii. **Service contracts, notice periods, severance fees** - Refer Corporate Governance Report forming part of the Annual Report.

iv. **Stock option details, if any** - Not Applicable

c] **Remuneration Proposed:**

As stated in Resolution at Item No. 4 and Item No. 5, the approval for shareholders by a Special Resolution is sought for payment of remuneration and also in case the Company has no profit or inadequate profit the present remuneration be treated as minimum remuneration.

d] **Comparative remuneration profile with respect to industry, size of the company, profile of the position and person:**

The overall managerial remuneration paid by the Company during FY-2025-26 is as follows:

Name and Designation of the Director	Remuneration paid for the FY 2025-26 [₹ In Lakhs]
Mr. Narendra Shetty, Founder Executive Chairman	210.28
Mr. Tarun Shetty, Managing Director	358.58

Taking into account the industry in which Company Operates, Size of the Company, Experience, Skills, Expertise and responsibilities that have been handled by the Managerial Personnel of the Company, the remuneration payable is equivalent with the remuneration packages paid in the peer companies.

e] **Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel [or other director], if any:**

Besides the remuneration proposed, Mr. Tarun Shetty, Managing Director and Mr. Narendra Shetty – Founder Executive Chairman does not have any pecuniary relationship with the Company.

Mr. Narendra Shetty, Mr. Tarun Shetty and Mr. Rohan Ajila are related to each other.

III. **Other Information:**

A] **Reasons for Loss or Inadequate Profits:**

The Company has not incurred any loss. During FY 2025-26, the Company recorded its highest-ever revenue from operations of ₹ 46,366.66 lakhs, registering a growth of 21.50% over the previous year, and its highest-ever EBITDA of ₹ 6,883.72 lakhs, with profit before tax of ₹ 2,502.43 lakhs and profit after tax of ₹ 1,831.87 lakhs.

Glass manufacturing is, however, a capital-intensive and energy-intensive business. Profits for the year absorbed depreciation of ₹ 3,044.12 lakhs and finance costs of ₹ 1,337.17 lakhs on the Company's modernization and capacity investments, and were further impacted by volatility in fuel, soda ash and freight costs, the US tariff escalations during the year and surplus capacity in segments of the domestic glass industry.

Consequently, the net profits of the Company computed in accordance with Section 198 of the Companies Act, 2013 may be inadequate to cover the remuneration proposed at Item Nos. 4 and 5 within the limits prescribed under Section 197 of the Act. Approval of the members is therefore sought by way of special resolution in terms of Section II of Part II of Schedule V to the Act.

B] Steps Taken / Proposed for Improvement:

The Company has undertaken and proposes to continue the following measures to improve productivity and profitability:

a] Diversification of the product portfolio, including the commercialization during the year of coloured [amber and green] beer bottles - one of the fastest-growing segments in Indian glass packaging - in addition to flint containers for liquor, food and beverages, pharmaceuticals, soft drinks and toiletries;

b] Shift in product mix towards higher-margin segments and broadening of the customer base across domestic and export markets, thereby reducing dependence on any single segment;

c] Continued plant modernization and deployment of state-of-the-art inspection technology to improve yield, quality and operating efficiency;

d] Active energy management, optimization of the fuel mix and timely procurement of critical raw materials to contain input cost volatility;

C] Expected Increase in Productivity and Profits:

Based on the measures as stated above coupled with various initiatives undertaken, the Company expects to improve its performance in coming years.

By Order of the Board of Directors
For Haldyn Glass Limited

Dhruv Mehta
Company Secretary & Compliance Officer
ACS - 46874

Registered Office:
Haldyn Glass Limited
CIN: L51909GJ1991PLC015522
Village Gavasad, Taluka Padra
Dist. Vadodara - 391430, Gujarat
E-mail: baroda@haldyn.com
Web: www.haldynglass.com

Place: Mumbai
Date: August 03, 2026

Additional information on Directors recommended for appointment/re-appointment, as required under Regulation 36 of SEBI [Listing Obligations and Disclosure Requirements] Regulations 2015 and Secretarial Standards-2 on General Meetings:

Name of the Director	Mr. Narendra Shetty	Mr. Tarun Shetty
Designation	Founder Executive Chairman	Managing Director
Director Identification Number	00025868	00587108
Date of Birth	August 12, 1940	May 06, 1974
Age	86 Years	52 Years
Qualifications	Intermediate	Commerce Graduate [Mumbai] Management Graduate [MBA] from Australian School of Management
Brief Resume/ Nature of expertise in specific functional areas	Vast experience over five decades in glass industry	Vast experience over two and a half decades in the manufacturing of exclusive quality glass containers. He had practical training and gained work experience at American Glass Technologies Inc., USA.
Terms and Conditions of appointment/reappointment	As per the resolution at item no. 5 of the notice convening this meeting read with explanatory statement thereto, Mr. Narendra Shetty is proposed to be appointed as a Founder Non-Executive Chairman of the Company for a period of 3 years with effect from August 16, 2026 to August 15, 2029.	As per the resolution at item no. 4 of the notice convening this meeting read with explanatory statement thereto, Mr. Tarun Shetty is proposed to be re-appointed as Managing Director of the Company for a period of 3 years with effect from August 16, 2026 to August 15, 2029.
Date of first Appointment	April 25, 1991	October 31, 2006
Shareholding in the Company as on March 31, 2026	Nil	Holds 10,92,960 equity shares of the Company
Relationship between Directors inter-se and with Manager and other KMPs	He is father of Mr. Tarun Shetty, Managing Director and father – in -law of Mr. Rohan Ajila, Non-Executive Non-Independent Director of the Company. He is not related to manager and other KMPs of the Company.	He is son of Mr. Narendra Shetty – Executive Chairman and brother-in-law of Mr. Rohan Ajila – Non-Executive Non-Independent Director of the Company. He is not related to manager and other KMPs of the Company.
Number of meetings of the Board attended during the financial year 2025-26	2 out of 4 Board Meetings held during the year 2025-26.	4 out of 4 Board Meetings held during the year 2025-26.
Directorship held in other companies	▪ Haldyn Corporation Limited ▪ Lotus Arts De Vivre [India] Private Limited	▪ Haldyn Heinz Fine Glass Private Limited ▪ Robbins Global TBM Private Limited

Name of the Director	Mr. Narendra Shetty	Mr. Tarun Shetty
Membership/ Chairmanship of Committees in other listed Companies [includes only Audit Committee and Stakeholder Relationship Committee]	Nil	Nil
Last drawn remuneration and remuneration proposed to be paid	Remuneration last drawn is furnished in the Corporate Governance Report of the Company, which forms an integral part of this Annual Report. For proposed remuneration kindly refer resolution no. 5 of the notice convening this meeting.	Remuneration last drawn is furnished in the Corporate Governance Report of the Company, which forms an integral part of this Annual Report. For proposed remuneration kindly refer resolution no. 4 of the notice convening this meeting.
Listed Entities from which the director has resigned as Director in past 3 years	Nil	Nil
Skills and Capabilities required for the role and the manner in which director meets such requirements	Please refer to the details of skills/ expertise/competence of the Board of Directors as provided in the Corporate Governance report	Please refer to the details of skills/ expertise/ competence of the Board of Directors as provided in the Corporate Governance report

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HALDYN® GLASS LIMITED

CIN : L51909GJ1991PLC015522

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

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

ATTENDANCE SLIP

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

I hereby record my presence at the Thirty Fifth Annual General Meeting of the Company at the Registered Office of the Company at Village Gavasad, Taluka Padra, District Vadodara, Pin - 391 430, Gujarat on Friday, September 04, 2026 at 11.30 a.m.

Folio No.____________________ DP ID No. ________________________ Client ID No.____

Name of the Shareholder ____ Signature ____________________________________

Name of the Proxyholder ____ Signature ____________________________________

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

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Tear Here

HALDYN® GLASS LIMITED

CIN : L51909GJ1991PLC015522

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

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

[Form No.MGT-11]

Proxy Form

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

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

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

1.	Name			
	Address			
	E-mail :		Signature	

or failing him/her

2.	Name			
	Address			
	E-mail :		Signature	

or failing him/her

3.	Name			
	Address			
	E-mail :		Signature	

as my / our Proxy to attend and vote on a [poll]for me / us and on my / our behalf at the Thirty Fifth Annual General Meeting of the Company, to be held on Friday, September 04, 2026 at 11.30 a.m. at Village Gavasad, Taluka Padra, District Vadodara, Pin - 391 430, Gujarat and at any adjournment thereof in respect of such Resolutions as are indicated below:

No.	Resolutions
1.	Adoption of Audited Financial Statements [Standalone and Consolidated] of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Auditors thereon.
2.	Declaration of dividend of 70% i.e. ₹ 0.70 [seventy paise only] per Equity Share of ₹ 1.00 [one rupee] each for the financial year ended March 31, 2026.
3.	Appointment of a Director in place of Mr. Narendra Shetty, [DIN:00025868], having age of 86 years, who retires by rotation and being eligible, offers himself for re-appointment.
4.	Re-appointment of Mr. Tarun Shetty [DIN: 00587108], as Managing Director of the Company for the period of 3 [Three] years.
5.	Appointment of Mr. Narendra Shetty [DIN: 00025868], having age of 86 years, as Founder Non-Executive Chairman of the Company for the period of 3 [Three] years.

Signed this ________________day of ____________2026

Affix ₹ 1/- Revenue Stamp

Signature of shareholder[s] __________________________________ Signature of Proxyholder[s] ________________________________

Note: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.