



ANNUAL REPORT 2013-2014

THE BOARD OF DIRECTORS

Ajay G. Piramal	Chairman
Vinita Bali	Director
Vimal Bhandari	Director
Dharendra Chadha	Director
Shitin Desai	Director
Jiten Doshi	Director
Suhail Nathani	Director
Swati A. Piramal	Director
Vijay Shah	Director

Auditors

M/s. Haribhakti & Co.,
Chartered Accountants
Race Course Circle,
Vadodara - 390 007,
Gujarat, India.

Bankers

Allahabad Bank
HDFC Bank Limited
Corporation Bank
Axis Bank Limited
The Hongkong & Shanghai Banking Corporation Limited
Central Bank of India
IndusInd Bank Limited
DBS Bank Limited
Yes Bank Limited

Registered Office

Piramal Tower,
Ganpatrao Kadam Marg,
Lower Parel, Mumbai 400013.
Tel. : (022) 3046 6969
Fax : (022) 2490 8824
Email: complianceofficer.pgl@piramal.com
Website : www.piramalglass.com
CIN : L28992MH1998PLC113433

Subsidiary Companies

- Piramal Glass Ceylon PLC.
- Piramal Glass International Inc.
- Piramal Glass-USA Inc.
- Piramal Glass Flat River LLC
- Piramal Glass Williamstown LLC
- Piramal Glass (UK) Limited
- Piramal Glass Europe SARL

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CHAIRMAN'S LETTER



Dear Shareholders,

Warm greetings to you all!

The business environment continued to be challenging this year as well. While the overcapacity in the domestic market had its impact, sluggish local demand in Sri Lanka and in the global Nail Polish market added to the challenge. The relevant international market of Cosmetics & Perfumery faced an unprecedented recessionary trend, with the number of new product launches dropping significantly. Amidst these challenges, our Company continues to move forward on its vision of global leadership in specialty glass packaging (flacconage).

The Company's consolidated total operating income for the year grew by 9.1% to ₹ 17,931 million. The operating profit before interest depreciation and tax (EBITDA) grew by 3.1% to ₹ 2,845 million. The EBITDA to total operating income was 15.9% as compared to 16.8% last year. The net profit for the year was ₹ 558.5 million

Indian operations continue to focus on Cosmetics and Perfumery (C&P) sector with around 60% sales coming from C&P, with an emphasis on premium brands in the west. We have successfully executed multiple projects for marquee global brands from India this year.

Sri Lankan operations impacted due to sluggish local demand and escalating costs, reported an EBITDA of 18.3%. The land at Rathmalana was sold during the year. This led to growth in PAT by 56% over FY13.

USA continues to focus on Specialty Food and Beverages (SF&B) segment, as it builds its own product catalog. It continues to cater to the C&P segment and Amber bottle demand in the US, by sourcing most of the products from India.

Due to capex of ₹ 1,222.5 million in FY14 debt has gone up from ₹ 13,129.7 million to ₹ 14,024.4 million and the Debt to equity ratio was at 3.1 as against 3.0 in FY13

Cosmetics & Perfumery Division:

Cosmetics & Perfumery business grew by 10% from ₹ 8,232 million to ₹ 9,093 million. We continued servicing most of the leading international C&P companies. A focused effort to internally build our design and manufacturing capability was initiated this year, with the development of bottles with challenging shapes and design. This will help in showcasing our skill and capability to demand more premium projects from our customers.

Pharmaceutical Division:

We continued to focus on high value added products in the pharmaceutical glass packaging market, in the process rationalizing products and markets in favour of exports with a view to increase profitability. The Type I Glass business continues to be gaining traction with supplies from India. We have recently repaired our Type I furnace at Kosamba and have invested in the modernization of the plant and equipment, to further enhance and meet the global standards.

Specialty Food and Beverages Division :

We focus on manufacturing high value SF&B bottles from our operations in USA and Sri Lanka. This segment revenue remained flat at ₹ 3,759 million as compared to ₹ 3,789 million in FY13. This was mainly due to discontinuation of a major brand in USA. We have made inroads in the Australian premium market with supplies began from our Sri Lankan operations and will build this business over the years.

One Piramal Values and Purpose

Last year we initiated the process for building the 'Piramal Way' that brings together its people and stakeholders. We articulated our values as 'Knowledge, Action, Care'. We defined the One Piramal purpose as 'Doing Well and Doing Good – Making a positive difference, serving people and living our values'

During this year, we defined our Purpose statement for Piramal Glass, which is as follows:

Enhance the value of the product by providing specialty glass packaging to fulfill peoples' aspirations

We will

- be a reliable partner for specialty glass packaging
- adopt cutting-edge business processes
- have engaged employees in top 5 percentile globally
- be a global leader in terms of market share by 2020

I am particularly pleased with the enthusiastic participation and efforts put in by all our teams in the Value cascading activities conducted across all the Piramal Glass locations. I am confident that our culture driven by our organization Values and a spirit of continuous improvement by adopting good practices will guide us and motivate us to achieve our goals. The initiative of measuring Employee Engagement with the help of the world renowned Tower Watson continued this year as well. It is a matter of great satisfaction that the Company as a whole reported overall engagement score at 96% favorable (with 95% response to survey). Piramal Glass has consistently maintained score at world class level for 6th year in a row. We believe that the empowerment of our employees is one of our key factors of success and helps realise our vision of global leadership.

I sincerely thank all our stakeholders, our customers, employees, suppliers, bankers and shareholders for their confidence and support.

Warm regards,

Ajay G. Piramal
Chairman

Date : 15th May, 2014

MANAGEMENT DISCUSSION & ANALYSIS

Business Overview:

Piramal Glass Limited (PGL) is a manufacturer of glass containers for the Cosmetics & Perfumery, Pharmaceuticals and Specialty Food & Beverage industries. PGL manufactures a wide range of glass bottles and jars, in sizes ranging from 2 ml to 2.5 litres. PGL has manufacturing facilities in India, USA and Sri Lanka.

Market Overview:

Market Size

- Cosmetics & Perfumery Global market size is estimated to be US\$ 2.4 – US\$ 2.7 billion.
- Pharmaceutical Global market size is estimated to be US\$ 2.1 – US\$ 2.4 billion.
- Specialty Food & Beverages is estimated to be US\$ 1.5 – US\$ 1.7 billion.

Cosmetics & Perfumery Business:

The glass containers manufactured in Cosmetics & Perfumery are used to fill nail polish, perfumes, skin care creams, foundations, attars, etc. The main raw materials for glass manufacturing are semi snow quartz, soda ash, lime stone powder.

This market is broadly classified into five segments depending on the end bottle price.

- | | | |
|-----------------------------------|---|----------------------------|
| ▪ Select | } | Clubbed as Premium Segment |
| ▪ MNC - Mass | | |
| ▪ Low Mass | } | Clubbed as Mass Segment |
| ▪ Skin Care | | |
| ▪ Nail Polish or Colour Cosmetics | | |

The C&P glass packaging constitutes 52% of the current sales and has been growing at a CAGR of 19.8 % over the last 5 years. For FY 14, C&P division grew at 10%.

The Cosmetics and Perfumery Division of Piramal Glass caters to international marquee customers like LVMH, Yves Rocher, YSL, Coty, Unilever, Revlon, L'Oreal, P&G, Elizabeth Arden, Estee Lauder etc. apart from local C&P brand owners in international markets like Erkul Kozmetic, Compagnie De Diffusion, Cosmed, Expak, Baralan International, Estico Ltd., Revolline Ltd. These customers use the glass bottles and jars for products like nail polish, make-up foundations, perfumes, skin care creams etc.

Pharmaceuticals Business:

It caters to the requirements of Pharmaceutical Industry for packaging like molded vials for injectibles and bottles for syrups, droppers and infusions In the Indian market, PGL enjoys a leadership position in the domestic market.

Products manufactured conform to US, Indian and European pharmacopeia in Type I, Type II and Type III formulations. PGL is a leading supplier of glass containers to both multinational and Indian pharmaceutical companies like GlaxoSmithKline, Pfizer, Cipla, Abbott, Alembic, Ranbaxy, E-Merck, Aventis, Dabur, Himalaya drugs, Dr. Reddy's Laboratories etc.

In FY-14, this segment continued to see competition in the form of replacement with PET especially in the Oral formulations and amber glass bottles in the range of 60 ml to 100 ml. PGL has focused on export markets, mainly USA, and currently 51% of PGL Pharmaceutical division comprises of exports.

The high-end Borosilicate Glass (or Type-I Glass) market has been an attractive growth segment for PGL, particularly for exports to USA as also "deemed exports" in India as more and more injectibles manufacturing facility in India receive US FDA approval.

Specialty Food and Beverages Business:

The Specialty Food & Beverages division provides bottles for wine, liquor and food which are often unique in design and decoration. This business is very freight intensive and hence localized. Piramal Glass is catering to this segment from Sri Lanka and USA. PGL has consciously grown in exports from Sri Lanka, earlier mainly to India, and today to Far East and Australia. In Sri Lanka the strategy has been to migrate to more and more premium customers. In USA, focus is on winning new customers and new brands in the specialty liquor segment.

Since the US acquisition, we have gradually been able to increase our sales in this segment through acquisition of new customers and retaining old ones. USA operations have an edge over its European competitors due to lower freight. PGL caters to global customers like Diageo, Pernod Ricard, Cadbury Schweppes, UB Group, etc.

Performance summary :

₹ in million

Particulars	FY 2014	FY 2013
Sales and Profit:		
Total Operating Income	17,930.7	16,438.6
EBIDTA	2,845.2	2,760.0
PBT (after exceptional items)	699.0	403.1
PAT (after prior period items)	558.5	357.7
Margins:		
EBIDTA %	15.9%	16.8%
PBT % (after exceptional items)	3.9%	2.5%
PAT % (after prior period items)	3.1%	2.2%
Growth:		
Total Operating Income	9.1%	16.8%
EBIDTA	3.1%	(17.2%)
Net Profit	56.1%	(67.0%)

Results review summary:

Total Operating Income for the year ended 31st March 2014 grew by 9.1% to ₹ 17,930.7 million compared to ₹ 16,438.6 million in FY2013.

Earning before Interest, Depreciation, Tax and Amortizations (EBIDTA) for the year was at ₹ 2,845.2 million, a growth of 3.1% over FY2013 EBIDTA of ₹ 2,760.0 million.

Net interest was at ₹ 1,037.3 million, as compared to ₹ 1,043.2 million in FY2013. The total consolidated debt as on 31st March 2014 was ₹ 14,024.4 million,

Non-operating income includes profit on sale of land in Sri-Lanka of ₹ 303.0 million

Depreciation for the year ended was ₹ 1,411.9 million compared to 1,313.7 million in FY2013. Further, taxes were at ₹ 140.5 million, compared to ₹ 45.4 million in FY2013.

As a result, there was a Net Profit of ₹ 558.5 million, compared to ₹ 357.7 million in FY2013.

Net sales analysis:

₹ in million

Consolidated Sales break-up	% Saliency	FY 2014	FY 2013	% Growth
Domestic Sales				
Cosmetics & Perfumery	8.4%	1,481.2	1,206.9	22.7%
Pharmaceuticals	13.2%	2,319.4	2,166.9	7.0%
Specialty Food and Beverages	2.1%	377.5	560.6	(32.7%)
Sub-total – India	23.7%	4,178.1	3,934.4	6.2%
Global Sales				
Cosmetics & Perfumery	43.2%	7,611.4	7,024.7	8.4%
Pharmaceuticals	13.9%	2,447.2	1,922.8	27.3%
Specialty Food and Beverages	19.2%	3,381.7	3,228.6	4.7%
Sub-total - Outside India	76.3%	13,440.3	12,176.1	10.4%
Consolidated Total Sales	100.0%	17,618.4	16,110.5	9.4%

Notes:

Global Sales are Total Consolidated sales outside India.

% Saliency is percentage of sales in the category to net sales

Manufacturing facilities review:

Piramal Glass continues to focus on its strategy of developing a strong front end in Western market while building a robust manufacturing base in low cost countries.

PGL Group's current manufacturing facilities across different regions are as follows:

Piramal Glass Limited (PGL):

PGL has production facilities at Jambusar and Kosamba in Gujarat, India. The Company has ISO 9001, ISO 14001 certification and OHSAS (Occupational Health, Safety Analysis Series) i.e. ISO 18001 certification.

Furnace location and number	Installed Capacity TPD *	Type of glass containers manufactured
Jambusar (3)		
1	270 TPD	Soda Lime Amber – Pharmaceuticals
2	125 TPD	Soda Lime Flint – Cosmetics & Perfumery, Pharmaceuticals, Specialty Food & Beverages
3	160 TPD	
Kosamba (6)		
1	45 TPD	Borosilicate Amber & Flint – Pharmaceuticals
2	40 TPD	Soda Lime Flint–Pharmaceuticals/Nail polish
3	55 TPD	Soda Lime Flint – Cosmetics & Perfumery, skincare
4	35 TPD	
5	95 TPD	
6	100 TPD	

* Tons per day

Piramal Glass USA Inc (PGI):

PGI has manufacturing facilities in USA. The installed capacity of the facility is as follows:

Furnace location and number	Installed Capacity TPD *	Type of glass containers manufactured
Flat River (2)		
1	100	Soda Lime Flint – all segments
2	95	

* in US Tonnes

Piramal Glass Ceylon PLC (PGCP):

PGCP manufactures bottles in flint, amber and other colors with sizes ranging from 50 ml. to 2,500 ml. It caters to liquor, food & beverage, and wine industry customers.

Furnace location and number	Installed Capacity TPD *	Type of glass containers manufactured
Horana (1)	250	Specialty Food & Beverages – Amber & Flint

Power & Energy:

Power and Energy cost increased by 13.4% to ₹ 3,890.1 million as compared to ₹ 3,429.7 million in FY13. This increase is mainly on account of increase in gas rate in India, power rate in Ceylon and the rate variation in foreign currency conversion.

Manpower:

The PGL Group seeks to recruit and retain quality industry professionals and provide them with a high performance environment. During the financial year, total consolidated workforce of PGL was 3987 as compared to 3997 in FY2013.

The workforce details are as follows:

Consolidated manpower break-up	FY2014	FY2013	+/-
Piramal Glass Limited	3,079	3,047	32
Piramal Glass – USA, Inc.	502	531	(29)
Piramal Glass Europe SARL	4	3	1
Piramal Glass Ceylon PLC	402	416	(14)
Total	3,987	3,997	(10)

▪ **Business risk factors:**

– **Replacement threat:**

Glass packaging for Pharmaceutical segment faces the risk of replacement by other packaging solutions such as plastic and other forms of packaging.

– **Capital intensive**

The glass packaging needs significant capital expenditure in creating infrastructure and regular relining of Production furnaces.

– **Glass industry is Energy intensive**

– **Exposure to exchange rate fluctuations :**

With 76% of sales from global markets, any change in currency dynamics will have an impact on the margin.

Disclaimer:

Certain statements included above may be forward looking and would involve a number of risks, uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements.

Annexure to MD&A: Financial Highlights (Consolidated)

Income Statement

₹ in million

	Year ended 31 st March 2014	Year ended 31 st March 2013	% Growth (De-growth)
Net Sales	17,618.4	16,110.5	9.4%
Investment Income	13.8	16.0	(13.5%)
Other Operating Revenue	298.4	312.2	(4.4%)
Total Operating Income	17,930.7	16,438.6	9.1%
EBIDTA	2,845.2	2,760.0	3.1%
EBIDTA as % to Total Income	15.9%	16.8%	
Interest	1,037.3	1,043.2	(-0.6%)
Depreciation	1,411.9	1,313.7	7.5%
Profit before Tax and Exceptional items	396.0	403.1	(1.7%)
Exceptional Items / Other Income	303.0	—	
Profit before Tax	699.0	403.1	73.4%
% of Total Income	3.9%	2.5%	
Provision for Taxation- Current	60.9	74.7	
– Mat Credit Entitlement	(36.1)	(42.9)	
– Deferred	115.7	13.7	
Profit After Tax	558.5	357.7	56.1%
% of Total Income	3.1%	2.2%	

Net Sales

During the year Net sales increased by 9.4% to ₹ 17,618.4 million as compared to ₹ 16,110.5 million in FY 2013.

The detailed analysis of it is discussed earlier in the report.

Other Operating Revenue

Other operating revenue was at ₹ 298.4 million in FY2014 as compared to ₹ 312.2 million in FY2013.

Profit before Interest, Depreciation & Tax (EBIDTA) & Margin

EBIDTA grew by 3.1% to ₹ 2,845.2 million. EBIDTA as a % of total income was 15.9% in FY 2014 as compared to 16.8% in FY 2013.

Interest

Net interest cost reduced by 0.6 % to ₹ 1,037.3 million as compared to ₹ 1,043.2 million in FY 2013.

Balance Sheet

₹ in million

	As at 31 st March, 2014	As at 31 st March, 2013
SOURCES OF FUNDS		
Share Capital	809.2	809.2
Reserves & Surplus	2,968.9	2,858.5
Minority Interest	701.5	671.6
Loan Funds	14,024.4	13,129.7
Deferred Tax Liability (Net)	274.3	180.9
TOTAL	18,778.3	17,649.8
APPLICATION OF FUNDS		
Fixed Assets	10,932.7	10,994.6
Investments	1.1	1.1
Net Working Capital	7,844.5	6,654.1
TOTAL	18,778.3	17,649.8

Key Ratios:

Particulars	FY 2014	FY 2013
Debt Equity Ratio	3.1 : 1	3.0 : 1
Return on Capital Employed	7.9%	8.7%
Return on Net Worth (%)	12.7%	8.5%
Asset Turnover Ratio	1.6	1.5

REPORT ON CORPORATE GOVERNANCE

A report for the financial year ended 31st March, 2014 on the compliance by the Company with the Corporate Governance requirements under Clause 49 of the Listing Agreement, is furnished below.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Corporate Governance is the combination of voluntary practices and compliance with laws and regulations leading to effective control and management of the organisation. Good Corporate Governance leads to long-term shareholder value and enhances interests of all stakeholders. It brings into focus the fiduciary and trusteeship role of the Board to align and direct the actions of the organisation towards creating wealth and shareholder value.

The Company's essential character is shaped by the values of transparency, customer satisfaction, integrity, professionalism and accountability. The Company continuously endeavors to improve on these aspects. The Board views Corporate Governance in its widest sense. The main objective is to create and adhere to a corporate culture of integrity, consciousness, transparency and openness. Corporate Governance is a journey for constantly improving sustainable value creation and is an upward moving target. The Company's philosophy on Corporate Governance is guided by the Company's philosophy of Knowledge, Action and Care.

The Board of Directors fully supports and endorses Corporate Governance practices as enunciated in Clause 49 of the Listing Agreement as applicable from time to time.

2. BOARD OF DIRECTORS

A. Composition and Size of the Board

The Company's policy is to maintain an optimum combination of Independent and Non Independent Directors. The Board of Directors of the Company comprises nine Directors out of which six are independent, which is in conformity with the requirements of Clause 49 of the Listing Agreement with the Stock Exchanges.

During the year, Mr. Bharat Kewalramani resigned as a Director of the Company with effect from 31st May 2013 due to his personal commitments. The Board places on record its appreciation for the valuable contributions made by Mr. Kewalramani during his tenure as a Director of the Company.

The present composition of the Company's Board is given below.

Name of Director	Category ¹ [Designation]	Other Directorships ²		Membership of other Board Committees ³	
		as Member	as Chairman	as Member	as Chairman
Mr. Ajay G. Piramal	NED – Promoter [Chairman]	1	6	—	—
Dr. (Mrs.) Swati A. Piramal	NED – Promoter Group	4	—	1	—
Mr. Vijay Shah	NED	7	—	1	—
Mr. Dharendra Chadha	ID	—	—	—	—
Mr. Jiten Doshi	ID	—	—	—	—
Mr. Shitin Desai	ID	1	—	—	—
Mr. Suhail Nathani	ID	2	—	—	—
Mr. Vimal Bhandari	ID	7	—	2	2
Ms. Vinita Bali	ID	5	—	1	—

Note :

¹ NED – Non-Executive Director; ID – Independent Director

² This includes only directorships in public limited companies and private companies which are subsidiaries of public limited companies and excludes directorships in private limited companies, overseas companies, companies under section 25 of the Companies Act, 1956 and alternate directorships.

³ This relates to Committees referred to in Clause 49(I)(C) of the Listing Agreement, viz. Audit Committee and Investors Grievance Committee. However this excludes Remuneration Committee which is not considered for the purpose of computing maximum limits under Clause 49. The Board does not have any Nominee Director representing any institution.

▪ Role of Independent Directors

Independent Directors play a key role in the decision-making process of the Board and in shaping various strategic initiatives of the Company. The Independent Directors are committed to act in what they believe to be in the best

interest of the Company and its stakeholders. The Independent Directors are professionals, with expertise and experience in general corporate management, public policy, finance, financial services and other allied fields. This wide knowledge of their respective fields of expertise and best-in-class boardroom practices helps foster varied, unbiased, independent and experienced perspective. The Company benefits immensely from their inputs in achieving its strategic direction.

▪ **Inter-se relationships among Directors**

Mr. Ajay G. Piramal is the husband of Dr. (Mrs.) Swati A. Piramal. Except for this, there are no inter-se relationships among the Directors.

B. Board Meetings and Procedures

There are a minimum of four Board meetings held every year. Apart from these, additional Board Meetings are convened to address the specific needs of the Company. In case of business exigencies or matters of urgency, resolutions are passed by circulation, as permitted by law.

Detailed presentations are made to the Board covering operations, business performance, finance, sales, marketing, business opportunities & strategies, global & domestic business environment and related details. All necessary information including but not limited to those mentioned in Annexure IA to Clause 49, are placed before the Board of Directors. The Members of the Board are at liberty to bring up any matter for discussions at the Board Meetings and the functioning is democratic. Members of the senior management team are invited to attend the Board Meetings as and when required, which provides additional inputs to the items being discussed by the Board.

C. Attendance of Directors at Board Meetings and Annual General Meeting

The Board of the Company met four (4) times during the last financial year, on the following dates:

1. 30th April, 2013
2. 22nd July, 2013
3. 21st October, 2013
4. 10th February, 2014

The attendance of Directors at the Board Meetings during 2013-14 and at the last Annual General Meeting held on 22nd July, 2013 was as under:

Name of Director	Board Meetings		Attended last AGM
	Held during their tenure	Attended	
Mr. Ajay G. Piramal	4	4	Yes
Dr. (Mrs.) Swati A. Piramal	4	2	Yes
Mr. Dharendra Chadha	4	4	Yes
Mr. Jiten Doshi	4	4	Yes
Mr. Suhail Nathani	4	4	Yes
Mr. Vijay Shah	4	3	Yes
Mr. Vimal Bhandari	4	4	Yes
Ms. Vinita Bali	4	3	No
Mr. Shitin Desai	4	3	No
Mr. Bharat Kewalramani*	1	0	No

* Director upto 31st May 2013

D. Shareholding of Non-Executive Directors

The individual shareholding of Non-Executive Directors (including shareholding as joint holder) as on 31st March, 2014 are given below:

Name	No. of shares held
Mr. Ajay G. Piramal	25,808
Dr. (Mrs.) Swati A. Piramal	20,201
Mr. Dharendra Chadha	8,800
Mr. Vijay Shah	12,48,022
Mr. Vimal Bhandari	12,000
Mr. Jiten Doshi	12,500
Mr. Shitin Desai	12,734
Ms. Vinita Bali	22,500
Mr. Suhail Nathani	—

E. Details of the Directors seeking appointment / re-appointment at the forthcoming Annual General Meeting

Mr. Vijay Shah is retiring by rotation at the ensuing Annual General Meeting (AGM) and is eligible for re-appointment.

Independent directors

Following Directors were duly appointed under the Companies Act, 1956 as Directors liable to retire by rotation. In Compliance with the requirements of section 149 of the Companies Act, 2013 it is proposed that these Directors be appointed as Independent Directors under section 149 of the Act read with the amended clause 49 of the Listing Agreement, to hold office for five consecutive years, for a term up to March 31, 2019 :

1. Mr. Vimal Bhandari.
2. Mr. Jiten Doshi.
3. Mr. Shitin Desai.
4. Ms. Vinita Bali.
5. Mr. Suhail Nathani.
6. Mr. Dharendra Chadha

The profiles of each of these Directors are given below

Mr. Vijay Shah

Mr. Vijay Shah, aged 55 years, is an Executive Director in Piramal Enterprises Limited.

Prior to joining the Piramal Group, Mr. Shah worked as a Senior Associate with Management Structure & Systems Pvt. Ltd. (a management consultancy organization headed by Prof. S. K. Bhattacharya) that provided services in Strategic Planning, Organizational Restructuring and Management Information Systems for large organizations such as Larsen & Toubro, State Bank of India, etc. He was with Management Structure & Systems Pvt. Ltd. from 1982 to 1987.

Mr. Shah joined the Piramal Group in 1988, as the Head of Strategic Planning. In September 1992, he took over as the Managing Director of Gujarat Glass Limited (later renamed Piramal Glass Limited). During his tenure, the company grew its business exponentially and saw an increase in sales from ₹ 26 crores in 1991-92 to ₹ 238 crores in 2000, at a CAGR of 32% which also included the acquisition of Ceylon Glass Co. Ltd., Sri Lanka and eventually established a leadership position in the Indian Pharma packaging market.

Post the successful tenure at Piramal Glass, Mr. Shah took over as Executive Director and Chief Operating Officer of Piramal Enterprises Limited in August 1999. During his tenure, the sales grew from ₹ 214 crores in FY2000 to ₹ 932 crores in FY2006 at a CAGR of 28%. EBIDTA grew from ₹ 60 crores to ₹ 340 crores in the same period, a CAGR of

34%. The Company was re-rated and the market cap went up ~ five fold in five years. At Piramal Enterprises, some of his major achievements included creation of the largest field force in Indian Pharma market with 3500 people spanning across ten divisions and four businesses, setting up of the world-class formulation plant in a record time of ten months at Baddi in Himachal Pradesh and playing a leading role in several acquisitions and the subsequent integration of these companies. Some of the key acquisitions include Rhone Poulenc India Ltd., Pharma Business of ICI India Ltd., Sarabhai Piramal, Anaesthetic Business of Rhodia Organique UK Ltd., UK, among others.

At Piramal Enterprises, Mr. Shah also played an important role in formulating strategic alliances and in-licensing agreements with international pharmaceutical multinationals.

He returned to Piramal Glass Limited in April 2006, as its Managing Director. During this tenure, he was involved with the acquisition of Glass Group Inc., a Chapter 11 Company which was loss making and its integration and turnaround. He propelled the groups' expansion through four Greenfield projects and further led Piramal Glass to the position of being the only Asian company that challenged the European dominance in the Premium Perfumery business in the world and garnered a market share of 6%. During his tenure the consolidated sales of the company grew from ₹ 376 crores in FY2006 to ₹ 1,377 crores in FY2012, a CAGR of 20% and EBIDTA grew from ₹ 94 crores in FY2006 to ₹ 333 crores in FY2012 at a CAGR of 23% (as against an Industry sales growth of 3% approx.).

Mr. Shah is a Director on the board of several group companies viz. Piramal Glass Ltd., Piramal Glass USA Inc., USA, Allergan India Ltd., and Chairman of Piramal Glass Ceylon Plc, Sri Lanka.

In January 2012, he once again took charge as Executive Director of Piramal Enterprises Limited when he took charge of the Piramal Pharma Solutions and Piramal Critical Care businesses. In his current role, Mr. Vijay Shah is the Chairman of the internal Pharma Operations Board which oversees the Piramal Pharma Solutions business and Piramal Critical Care business. He also plays an active role in the new foray of the Group in the Financial Services business. He is the Chairman of the internal Investment Committee in the Structured Investment Group which is responsible for approving and proposing large capital investment particularly in the infrastructure space.

Mr. Shah is a Commerce Graduate and a rank holder from the Institute of Chartered Accountants of India.

He has completed a Management Education Programme from Indian Institute of Management (IIM), Ahmedabad and an Advanced Management Program (AMP) from the Harvard Business School, Boston, USA in 1997.

His other directorships in public limited companies and subsidiaries of public limited companies in India are:

Sr. No.	Name of the Company	Designation & Membership of Board Committees referred to in Clause 49 of the Listing Agreement
1.	Piramal Enterprises Limited	<ul style="list-style-type: none"> ▪ Director ▪ Member – Investors Grievance Committee
2.	Piramal Corporate Services Limited	<ul style="list-style-type: none"> ▪ Director
3.	PHL Capital Private Limited	<ul style="list-style-type: none"> ▪ Director
4.	Oxygen Bio Research Private Limited	<ul style="list-style-type: none"> ▪ Director
5.	Piramal Pharmaceutical Development Services Private Limited	<ul style="list-style-type: none"> ▪ Director
6.	Piramal Finance Private Limited	<ul style="list-style-type: none"> ▪ Director
7.	PHL Fininvest Private Limited	<ul style="list-style-type: none"> ▪ Director

Ms. Vinita Bali

Ms. Vinita Bali, aged 58 years is a global business leader with extensive experience in leading large Companies both in India and overseas. She has worked with eminent multinationals like The Coca-Cola Company and Cadbury Schweppes PLC in a variety of marketing and general management roles in the UK, Nigeria, South Africa, Chile and the USA, in addition to Britannia Industries Ltd., in India.

Presently, she is pursuing her interests in the corporate and development sectors, through a portfolio of roles and responsibilities. She is a Non-Executive Director on the global Boards of Syngenta International AG, Global Alliance for Improved Nutrition (GAIN) and the Advisory Board of Cornell University's Department of Nutritional Science. She also serves as a Non-Executive Director on the Boards of several companies in India – CRISIL, Titan Industries Ltd., The Wadia Group Companies and on the Advisory Board of The World Gold Council.

Ms. Bali is one among 27 global leaders appointed by the UN to help improve maternal and child health as part of its SUN initiative. She has been recognized in forums nationally and internationally and won several awards for her various contributions to business.

Her other directorships in public limited companies and subsidiaries of public limited companies in India are:

Sr. No.	Name of the Company	Designation & Membership of Board Committees referred to in Clause 49 of the Listing Agreement
1.	The Bombay Dyeing & Mfg. Co. Ltd.	▪ Director
2.	Go Airlines (India) Ltd.	▪ Director
3.	Titan Industries Ltd.	▪ Director ▪ Member – Audit Committee
4.	Bombay Burmah Trading Corporation Ltd.	▪ Director
5.	CRISIL Limited	▪ Director

Mr. Vimal Bhandari

Mr. Vimal Bhandari, aged 55 years is a Commerce Graduate from Mumbai University and a Chartered Accountant. Mr. Bhandari is a proficient and a proven top management professional with over twenty five years of experience in a range of businesses in the financial services industry.

He is currently the CEO and Managing Director of Indostar Capital Finance Private Limited, a wholesale credit institution sponsored by private equity houses like Everstone, Goldman Sachs, Ashmore and others with an initial capitalization of ₹ 9,000 million.

Prior to joining Indostar Capital, he was Country Head of Aegon N.V., a leading Dutch financial services player, which has established a life insurance business in India.

In his early career, Mr. Bhandari was with IL&FS, the Indian infrastructure financing and financial services institution, of which twelve years were spent as the Executive Director on the Board of Directors of the Company. He was directly responsible for the financial services business of IL&FS.

Mr. Bhandari is also on the Board of various public limited companies as an Independent Director. He has also been a member of the Executive Committee of National Stock Exchange of India and is an Executive Committee member of FICCI, the apex Chamber of Commerce.

His other directorships in public limited companies and subsidiaries of public limited companies in India are:

Sr. No.	Name of the Company	Designation & Membership of Board Committees referred to in Clause 49 of the Listing Agreement
1.	MIRC Electronics Limited	<ul style="list-style-type: none"> ▪ Director ▪ Chairman – Audit Committee
2.	Kalpataru Power Transmission Ltd.	<ul style="list-style-type: none"> ▪ Director ▪ Member – Audit Committee
3.	DCM Shriram Ltd.	<ul style="list-style-type: none"> ▪ Director
4.	Bayer CropScience Limited	<ul style="list-style-type: none"> ▪ Director ▪ Member – Audit Committee
5.	The Ratnakar Bank Limited	<ul style="list-style-type: none"> ▪ Director ▪ Chairman – Audit Committee
6.	JK Tyre & Industries Limited	<ul style="list-style-type: none"> ▪ Director
7.	Bharat Forge Limited	<ul style="list-style-type: none"> ▪ Director

Mr. Suhail Nathani

Mr. Suhail Nathani, aged 49 years obtained his MA in Law degree from Cambridge University, England, where he was a Cambridge Commonwealth Scholar. Subsequently he obtained his LL.M. from Duke University USA. He is admitted to practice in India and New York. He is a member of the US Court of International Trade.

After qualifying, Mr. Nathani was based in Washington, D.C., for seven years working in the field of telecommunications law and policy. In 2001 he co-founded Economic Laws Practice in Mumbai. The firm has offices six offices. He has advised on several investments in the manufacturing, services and real estate sector in India. With around two decades of experience, his areas of specialization include corporate and commercial matters, competition and international trade. He has been named by Chambers & Partners, Legal 500 and International Who's Who as a leading lawyer in India.

Mr. Nathani serves on the board of several public limited companies. He also serves on the panel of lawyers for SEBI and served on the WTO Panel for the Government of India. He has represented the Government before the WTO in Geneva and the Competition Commission up to the Supreme Court in India.

He was involved in re-writing the consumer and competition laws of Afghanistan as part of a UK Government sponsored project.

His other directorships in public limited companies and subsidiaries of public limited companies in India are:

Sr. No.	Name of the Company	Designation & Membership of Board Committees referred to in Clause 49 of the Listing Agreement
1.	Phoenix Mills Limited	<ul style="list-style-type: none"> ▪ Director
2.	Development Credit Bank Limited	<ul style="list-style-type: none"> ▪ Director

Mr. Shitin Desai

Mr. Shitin Desai, aged 67 years served as a Consultant to Bank of America Merrill Lynch. Before this, he served as an Executive Vice Chairman of DSP Merrill Lynch and is one of its founding Director. He is also the Chairman of the Board of Trustees of DSP Blackrock Trustee Co.Pvt.Ltd. He has more than 40 years experience in the financial services sector.

Mr. Desai is also a Director on the Board of "Foundation for Promotion of Sports & Games", a Not-for-Profit Company which assists potential athletes to achieve their dream and win Olympic Gold Medals. He also acts as an 'Independent Director' on the board of various companies.

Presently he is an 'Independent Consultant'.

His other directorships in public limited companies and subsidiaries of public limited companies in India are:

Sr. No.	Name of the Company	Designation & Membership of Board Committees referred to in Clause 49 of the Listing Agreement
1.	Sharda Cropchem Limited	▪ Director

Mr. Jiten Doshi

Mr. Jiten Doshi, aged 48 years, is one of the co-founders of Enam Asset Management Company Pvt. Ltd. and is its Chief Investment Officer. He is a Bachelor of Commerce and was appointed on the Board of our Company on April 29, 2008. He has over 20 years experience in the capital markets. He has advised several managements on shareholder value creation. His guidance in areas such as corporate governance, transparency, disclosure standards and effective shareholder communication has helped several companies improve their interface with all their stakeholders. Mr. Jiten Doshi is also a director on the board of Dabur International Limited.

Presently he is not a Director on the Board of any other public limited companies or subsidiaries of public limited companies in India.

Mr. Dharendra Chadha

Mr. Dharendra Chadha, aged 56 years is a strategy consultant who specializes in the emergent domain of corporate brand strategy. He is a Bachelor of Commerce and an MBA from Jamnalal Bajaj Institute of Management Studies, Mumbai and was appointed on the Board of our Company on January 29, 2008. Mr. Chadha spent many years in FMCG marketing before joining the ad agency, J. Walter Thompson. He spent 10 years with that company in their strategic planning function working first in India, then Asia Pacific and finally serving as Global Director of Strategic Planning.

Presently he is not a Director on the Board of any other public limited companies or subsidiaries of public limited companies in India.

3. BOARD COMMITTEES

In addition to functional Committees, your Board has constituted the following Committees under the mandatory and non-mandatory requirements of Clause 49 of the Listing Agreement.

A. Audit Committee

I. Constitution of the Committee, Meetings held and Attendance

The Audit Committee comprises the following three Non-Executive Independent Directors:

Name	Designation	Category
Mr. Vimal Bhandari	Chairman	Independent Director
Mr. Dharendra Chadha	Member	Independent Director
Mr. Jiten Doshi	Member	Independent Director

All the members of the Committee have good knowledge of finance, accounts and business management. The Chairman of the Committee, Mr. Vimal Bhandari, has extensive accounting and related financial expertise.

The composition of the Audit Committee is in compliance with the requirements of Section 292A of the Companies Act, 1956, Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement. Mr. Debashis Dey, Company Secretary, is the Secretary to the Committee.

II. Terms of Reference

The Audit Committee assists the Board in its responsibility for overseeing the quality and integrity of the accounting, auditing and reporting practices of the Company. The Committee's purpose is to oversee the accounting and financial reporting process of the Company, the audits of the Company's financial statements, the appointment, independence and performance of the Statutory Auditors, the performance of Internal Auditors and Cost Auditors and the also Company's risk management policies.

Apart from the matters provided in Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, the Committee reviews reports of the Internal Auditors and Statutory Auditors and discusses their findings, suggestions, internal control systems, scope of audit and observations of the statutory auditors.

III. Meetings Held & Attendance

During the financial year 2013-14, five Audit Committee Meetings were held on the following dates, including before finalisation of annual accounts and adoption of quarterly financial results by the Board, which were attended by all the members:

1. 30th April, 2013
2. 22nd July, 2013
3. 20th September, 2013
4. 21st October, 2013
5. 10th February, 2014

B. Nomination & Remuneration Committee

I. Constitution of the Committee, Meetings held and Attendance

The Nomination & Remuneration Committee of the Company comprises four members as per details in the following table.

Name	Designation	Category
Mr. Vimal Bhandari	Chairman	Independent Director
Ms. Vinita Bali	Member	Independent Director
Mr. Dharendra Chadha	Member	Independent Director
Mr. Ajay G. Piramal	Member	Non-Executive Director

II. Terms of Reference

The Nomination and Remuneration Committee reviews and makes recommendations on annual salaries, performance linked incentives, stock options, perquisites and other employment conditions for Executive Directors/Manager. The Committee also recommends induction of Directors on the Board. The Committee takes into consideration the remuneration practices followed by leading companies while determining the overall remuneration package.

III. Remuneration Policy

In addition to fix pay, the Company follows a policy of paying a variable commission in the form of 'Performance Linked Incentive' to Managerial Persons (including Executive Directors, if any), which are linked to the performance of the Company in general and respective individual performance for the relevant year measured against specific Key Result Areas, which are aligned to the Company's objectives. The Non-executive Independent Directors are paid 'sitting fees' for each of the meetings of the Board or its duly constituted Committees attended by them.

IV. Meetings held & Attendance

During the financial year 2013-14, one Committee Meeting was held on 30th April 2013 which was attended by all the members of the Committee.

V. Remuneration of Directors

The Company does not have any executive Director. The details of remuneration paid to the Directors for the year ended March 31, 2014 are as follows:

Name of the Director	Category [Designation]*	Sitting fees**
Mr. Ajay G. Piramal [#]	NED - Promoter [Chairman]	Nil
Dr. (Mrs.) Swati A. Piramal [#]	NED - Promoter Group	Nil
Mr. Vijay Shah [#]	NED	Nil
Ms. Vinita Bali	ID	1,60,000
Mr. Vimal Bhandari	ID	2,00,000
Mr. Dharendra Chadha	ID	2,00,000
Mr. Jiten Doshi	ID	1,80,000
Mr. Shitin Desai	ID	60,000
Mr. Suhail Nathani	ID	80,000

* NED – Non-Executive Director, ID – Independent Director

** includes sitting fees paid for Committee Meetings

[#] At per prevailing policy, no sitting fees are paid to non-independent Directors.

Note:

- No loans and advances have been given to any Director of the Company.

C. Investors Grievance Committee

Keeping in mind the requirements under Section 178(5) of the Companies Act, 2013 and the proposed amendments to Clause 49 of the Listing Agreement which comes into effect from 1st October, 2014, the name of the Committee has been changed to “Stakeholders Relationship Committee” with effect from 15th May, 2014.

I. Constitution of the Committee, Meetings held and Attendance

The Investors Grievance Committee presently comprises two members as per details in the following table.

Name	Designation	Category
Ms. Vinita Bali	Chairman	Independent Director
Mr. Vijay Shah	Member	Non-Executive Director

The Company Secretary is the Compliance Officer. His contact details are:

Mr. Debashis Dey
 1st Floor, Piramal Tower Annexe,
 Gapatrao Kadam Marg,
 Lower Parel, Mumbai 400 013. India
 Tel.: (91-22) 3046 6969 • Fax: (91-22) 3046 7855
 Email: complianceofficer.pgl@piramal.com

II. Terms of Reference

The Investors Grievance Committee considers and resolves the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends. The terms of reference of the Committee have been aligned to the Companies Act, 2013.

III. Meetings held & Attendance

During the financial year 2013-14, four meetings were held on the following dates, which were attended by all the members of the Committee:

1. 30th April, 2013
2. 5th August, 2013
3. 7th November, 2013
4. 10th February, 2014

IV. Investors Grievance Redressal

The total number of complaints received by the company and redressed to the satisfaction of shareholders during the year under review were 4. No complaints were outstanding as on 31st March, 2014. No requests for transfer and for dematerialization were pending for approval as on 31st March, 2014.

The Registrar and Share Transfer Agents, M/s. Link Intime India Private Limited (RTA), attend to all grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges, Ministry of Corporate Affairs, Registrar of Companies, etc. Most of the investors' grievances / correspondences are attended within a period of 7 days from the date of receipt of such grievances.

The Company maintains continuous interaction with the RTA and takes proactive steps and actions for resolving complaints/queries of the shareholders / investors and also takes initiatives for solving critical issues. Shareholders are requested to furnish their telephone numbers and/or email addresses to facilitate prompt action.

The Company has designated the email id 'complianceofficer.pgl@piramal.com' exclusively for the purpose of registering complaints by investors electronically. This email id has been displayed on the Company's website 'www.piramalglass.com'.

4. GENERAL BODY MEETINGS

A. Details of the Annual General Meetings held during the last 3 years and Special Resolutions passed thereat are given below:

Annual General Meeting (AGM)	Date	Time	Venue	No. of Special Resolutions passed
13 th AGM	12 th August, 2011	11.30 a.m.	Walchand Hirachand Hall, Indian Merchants' Chamber Building, IMC Marg, Churchgate	—
14 th AGM	9 th August, 2012	11.15 a.m.	Mumbai 400 020	1
15 th AGM	22 nd July, 2013	11.15 a.m.	Y B Chavan Auditorium, General Jagannath Bhosale Marg, Nariman Point, Mumbai 400021	—

B. Postal Ballot

The following resolution was passed by way of postal ballot on 20th March 2014:

- Voluntary Delisting of equity shares of the Company from National Stock Exchange of India Limited and BSE Limited: Mr N. L. Bhatia a senior Practising Company Secretary was appointed as the Scrutiniser for the aforesaid Postal Ballot Process.

The Postal Ballot was conducted in accordance with the provisions of section 192A of the Companies Act, 1956 read with The Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the applicable provisions of Companies Act, 2013.

The details of the Voting pattern of the above Postal Ballot was as follows:

Promoter/Public	No. of Shares held (1)	No. of Votes Polled* (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in Favour (4)	No. of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Voting by Promoter Group							
Promoter and Promoter Group	5,99,84,756	5,99,84,756	100.00	5,99,84,756	0	100.00	0.00
Sub-total [A]	5,99,84,756	5,99,84,756	100.00	5,99,84,756	0	100.00	0.00
Voting by Public (Non-promoter)							
Public Institutional Holders	22,62,725	14,39,560	63.62	14,39,560	0	100.00	0.00
Public-Others	1,86,68,505	1,14,47,523	61.32	1,09,78,438	4,69,085	95.90	4.10
Sub-total [B]	2,09,31,230	1,28,87,083	61.57	1,24,17,998	4,69,085	96.36	3.64
Total [A+B]	8,09,15,986	7,28,71,839	90.06	7,24,02,754	4,69,085	99.36	0.64

* Excluding Invalid votes

Accordingly, the aforesaid Special Resolution was declared to have been passed by the shareholders with overwhelming requisite majority.

5. DISCLOSURES

- No transaction of material nature has been entered into by the Company with its Directors or Management and their relatives, etc. that may have a potential conflict with the interests of the Company;
- The Register of Contracts and statement of related party transactions, is placed before the Board / Audit Committee regularly;
- Transactions with related parties are disclosed in Note No. 7 to the Accounts in the Annual Report;
- There has been no instance of non-compliance by the Company on any matter related to capital markets. Hence, the question of penalties or strictures being imposed by SEBI or the Stock Exchanges or any other statutory authority does not arise;
- Listing fees for the financial year 2014-15 have been paid to the Stock Exchanges on which the shares of the Company are listed.

COMPLIANCE WITH MANDATORY / NON-MANDATORY REQUIREMENTS

- The Company has complied with all the applicable mandatory requirements of Clause 49 of the Listing Agreement.
- The Company has also adopted the non-mandatory requirements as specified in Annexure 1D to Clause 49 of the Listing Agreement regarding constitution of remuneration committee, unqualified financial statements and training of Board Members.

6. MEANS OF COMMUNICATION

Your Company recognizes the importance of two way communication with shareholders and of giving a balanced report of results and progress and responds to questions and issues raised in a timely and consistent manner. Shareholders seeking information may contact the Company directly throughout the year. They also have an opportunity to ask questions in person at the Annual General Meeting.

A. Quarterly Results:

The approved financial results are forthwith sent to the Stock Exchanges where the shares are listed and also displayed on the Company's website www.piramalglass.com and are generally published in Business Standard (all editions) (English) and Mumbai Lakshadweep (Marathi), within forty-eight hours of approval thereof.

B. News Releases, Presentations, etc.:

Official news releases, and presentations made to media, institutional investors, analysts, etc. are displayed on the Company's website www.piramalglass.com.

C. Website:

The Company's website www.piramalglass.com contains a separate dedicated section 'Investors' where shareholders information is available. Quarterly Results, Annual Reports, Investor Presentations, Code of Conduct for Board Members and Senior Employees, Shareholding Pattern, Corporate Governance and details of Unpaid/Unclaimed amount of Dividend are also available on the website in a user friendly and downloadable form.

D. Annual Report:

The Annual Report containing inter - alia the Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report, Corporate Governance Report and other important information is circulated to Members and others entitled thereto. The Management's Discussion and Analysis Report forms part of the Annual Report.

E. Designated Exclusive Email ID:

The Company has designated the email ID viz., complianceofficer.pgl@piramal.com exclusively for investor servicing. This email id has been displayed on the Company's website 'www.piramalglass.com'

F. Reminder to Investors:

Reminders for unclaimed dividend are sent to the shareholders periodically every year.

G. SEBI Complaints Redress System (SCORES):

SCORES is a system implemented by SEBI which enables investors to lodge their complaints electronically on the SEBI website. The investor complaints are processed in a centralized web based complaints redressal system. The salient features of this system are Centralised database of all complaints, online uploading of Action Taken Reports (ATRs) by the concerned companies and online viewing by investors of actions taken on the complaint and its current status.

All complaints received through SCORES are resolved in a timely manner by the Company, similar to other complaints.

7. GENERAL INFORMATION FOR SHAREHOLDERS**A. Company Registration Details:**

The Company is registered in the State of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L28992MH1998PLC113433.

B. Annual General Meeting

- Date and Time Monday, 21st July, 2014 at 11.15 a.m.
- Venue M. C. Ghia Hall, Kala Ghoda, Fort, Mumbai-400001

The Company shall also provide means of electronic voting at the ensuing Annual General Meeting.

C. Financial reporting for:

The financial reporting for the quarter ending 30th June, 2014 will be made on 21st July, 2014. For subsequent quarters subject to the ongoing delisting process under the SEBI (Delisting of Equity Shares) Regulations, 2009 and the applicability or as the case may be, the non applicability of the Listing Agreement, the financial reporting shall be made within the timeline stipulated under clause 41 of the Listing Agreement.

- D. Book Closure Period** Monday, 14th July, 2014 to Monday, 21st July, 2014 (both days inclusive), for Annual General Meeting and payment of dividend.
- E. Dividend Payment date** Within five days from the date of declaration of dividend.
- F. Registered Office** Piramal Tower,
Ganpatrao Kadam Marg,
Lower Parel, Mumbai 400 013.
- G. Listing on Stock Exchanges** BSE Limited
(code: 532949);

National Stock Exchange of India Limited
(code: PIRGLASS);

ISIN

INE748E01018

H. Stock Market Data

High, Low, Average Closing Price and trading volumes during each month of the Company's Equity Shares of last financial year at BSE and NSE are given below:

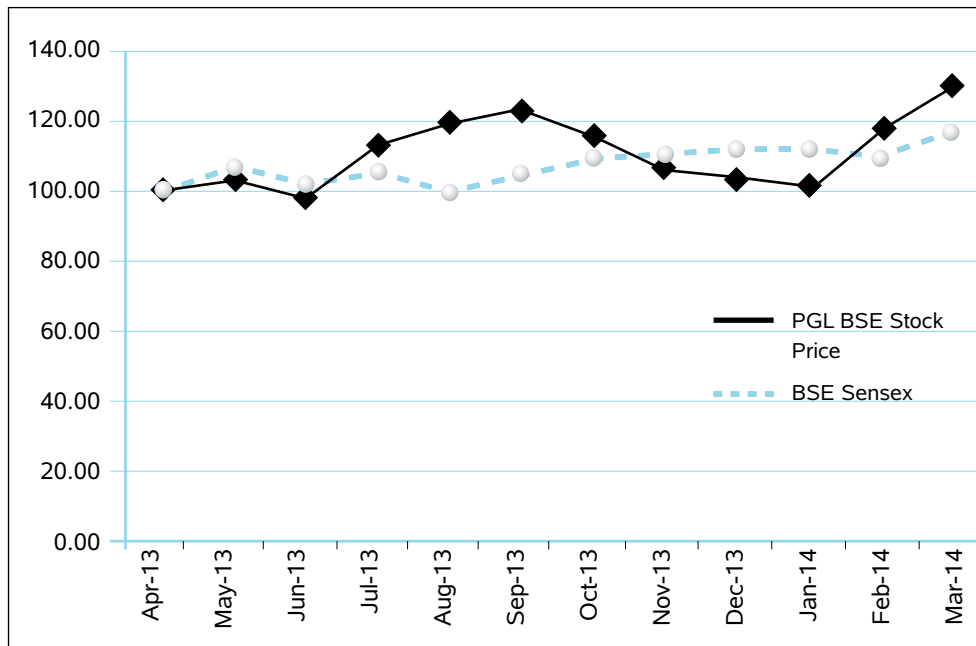
Month	BSE Limited ("BSE")				National Stock Exchange of India Limited ("NSE")			
	High (₹)	Low (₹)	Average Closing Price (₹)	Monthly Volume	High (₹)	Low (₹)	Average Closing Price (₹)	Monthly Volume
Apr-13	87.50	77.95	81.32	65194	87.90	77.65	81.42	100976
May-13	85.95	78.50	83.83	48512	85.55	78.10	84.09	193187
Jun-13	84.95	76.15	79.52	111119	84.75	76.40	79.77	107138
Jul-13	99.05	86.15	91.72	217704	99.05	86.45	92.01	707559
Aug-13	99.00	93.15	96.73	1097098	98.95	93.70	96.77	757202
Sep-13	105.00	95.00	99.74	301069	105.30	94.85	99.66	473915
Oct-13	103.50	87.85	93.73	313697	104.90	87.55	93.88	622690
Nov-13	91.70	83.30	86.24	37485	91.65	83.20	85.93	118596
Dec-13	91.25	79.10	83.81	216144	91.05	78.95	83.68	467103
Jan-14	89.50	74.00	81.83	62836	89.45	73.55	81.85	135794
Feb-14	109.95	73.05	96.07	1220146	109.90	72.70	96.07	1999264
Mar-14	106.95	104.40	105.40	196977	106.75	104.35	105.36	437813

Source: BSE & NSE website

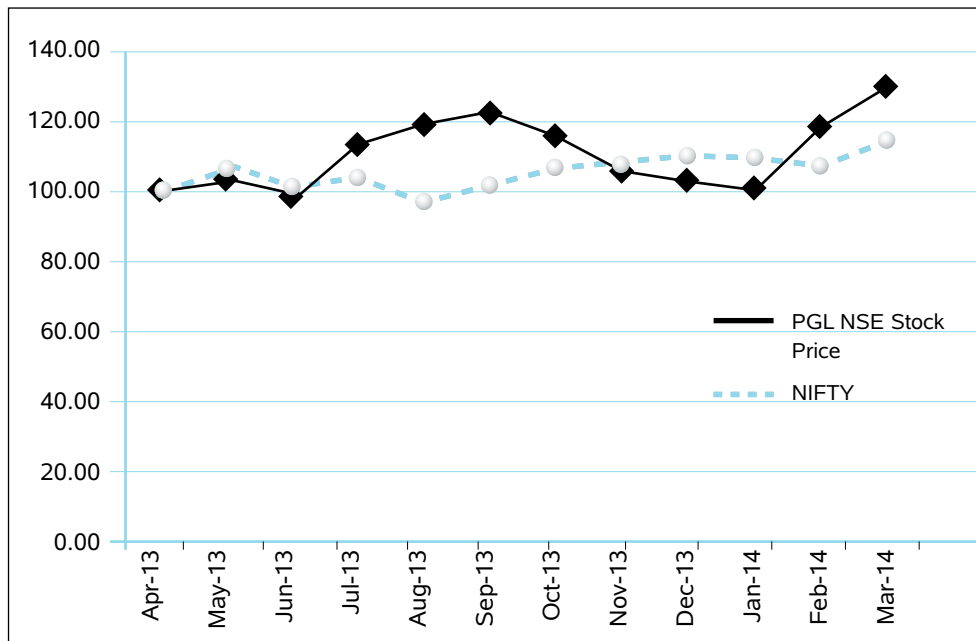
I. Stock Performance vs BSE Sensex and NSE-50

Performance of the Company's Equity Shares on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") relative to the BSE Sensitive Index (BSE Sensex) and S&P CNX Nifty (Nifty) respectively are graphically represented in the charts below:

Average monthly closing price of the Company's shares on BSE as compared to BSE Sensex



Average monthly closing price of the Company's shares on NSE as compared to Nifty



- **Liquidity**

Shares of the Company are actively traded on BSE and NSE as is seen from the volume of shares indicated in the table containing stock market data and hence ensure good liquidity for the investors.

J. Share Transfer Agents

M/s Link Intime India Pvt. Ltd. ("Link Intime"), are the Share Transfer Agents of the Company. The contact details of Link Intime are given below:

Link Intime India Pvt. Ltd.

C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West), Mumbai – 400078
Tel.: (022) 25946970 • Fax: (022) 25946969
Email: piramal.irc@linkintime.co.in

K. Share Transfer System

For administrative convenience and to facilitate speedy approvals, authority has been delegated to the Share Transfer Agents (STA) and also to senior executives to approve share transfers upto specified limit. Share transfers/ transmissions approved by the STA and/or the authorised executives are placed at the next Board Meeting following such transfer/ transmission for its noting.

In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants.

In case of shares held in physical form, all transfers are completed within 15 days from the date of receipt of complete documents. As at March 31, 2014 there were no Equity Shares pending for transfer. Also, there were no demat requests pending as on March 31, 2014

The Company obtains from a Company Secretary in Practice, half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchanges and files a copy of the certificate with the Stock Exchanges.

L. Distribution of Equity Shareholding as on March 31, 2014

Slab of shareholdings	No. of shareholders	%	No. of shares	%
1 to 100	42,408	87.05	7,41,559	0.92
101 to 200	2,774	5.70	4,22,448	0.52
201 to 500	2,090	4.29	6,93,536	0.86
501 to 1000	667	1.37	5,10,121	0.63
1001 to 5000	535	1.10	12,39,314	1.53
5001 to 10000	84	0.17	6,18,457	0.76
10001 to 20000	79	0.16	11,43,136	1.41
20001 to 30000	28	0.06	6,80,015	0.84
30001 to 40000	8	0.02	2,79,133	0.34
40001 to 50000	5	0.01	2,37,380	0.29
50001 to 100000	9	0.02	6,82,619	0.84
Above 100000	29	0.06	7,36,68,268	91.04
Total	48,716	100.00	8,09,15,986	100.00

M. Statement showing shareholding pattern as on March 31, 2014

Sr. No.	Category of Shareholder	Number of Shareholders	No. of shares	%
(A)	Shareholding of Promoter and Promoter Group	13	5,98,99,781	74.03
(B)	Public shareholding			
	1. Institutions			
	i. Mutual Funds / UTI	12	15,06,142	1.86
	ii. Financial Institutions / Banks	22	464	0.00
	iii. Foreign Institutional Investors	5	7,56,119	0.93
	Sub-Total (B1)	39	22,62,725	2.79
	2. Non-Institutions			
	a. Bodies Corporate	473	86,15,252	10.65
	b. Individuals			
	i. holding nominal share capital up to ₹ 1 lakh	47,474	38,21,311	4.72
	ii. holding nominal share capital in excess of ₹ 1 lakh.	114	45,33,705	5.60
	3. Others			
	i. Non – Resident Indians – Repatriable	342	1,55,768	0.19
	ii. Non – Resident Indians – Non-Repatriable	152	16,737	0.02
	iii. Foreign Companies	2	13,60,886	1.68
	iv. Overseas Bodies Corporate	1	192	0.002
	v. Clearing Member	104	2,39,619	0.30
	vi. Foreign Nationals	0	0	0.00
	vii. Trusts	2	10,010	0.01
	Sub-Total (B2)	48,664	1,87,53,480	23.18
	Total Public Shareholding (B1+B2)	48,703	2,10,16,205	25.97
	GRAND TOTAL	48,716	8,09,15,986	100.00

N. Dematerialisation of shares

As on 31st March, 2014, 7,92,15,056 equity shares (97.89% of the total number of shares) are in dematerialised form as compared to 7,92,01,327 equity shares (97.88% of the total number of shares) as on 31st March, 2013.

The Company's shares are compulsorily traded in dematerialised form and may be dematerialised with both the Depositories in India - National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL). The break-up of shares of the Company held in dematerialized form & physical form as on 31st March, 2014 is as follows:

Particulars of Shares	Equity Shares of ₹ 10 each		Shareholders	
	Number	% of total	Number	% of total
Dematerialised form				
NSDL	7,72,03,508	95.40	20,619	42.32
CDSL	20,11,548	2.49	4,476	9.19
Sub – Total	7,92,15,056	97.89	25,095	51.51
Physical Form	17,00,930	2.11	23,621	48.49
Total	8,09,15,986	100.00	48,716	100.00

O. Outstanding GDRs/ ADRs/ Warrants or any convertible warrants

There are no outstanding convertible warrants / instruments

P. Plant Locations**India**

- ONGC Rd., Tarsadi Village, Kosamba, (R.S.), Dist. Surat, Pin 394120.
- Gajera Road, Uchhad Village, Jambusar, Dist. Bharuch, Pin 392150.

Overseas Subsidiaries

- Piramal Glass Ceylon PLC, Poruwadanda, Wagawatte, Horana, Sri Lanka.
- Flat River Glass, 1000 Taylor Avenue, Park Hills, Missouri, MO 63601, USA.
- PGI Decora/Coated, 918E, Malaga Road, Williamstown, NJ 08094, USA.

8. ENVIRONMENT, HEALTH AND SAFETY (EHS):

The Company is totally committed to establishing a safe working environment. It is the constant endeavor of the company to always act in a safe and environmentally responsible manner so that employees, the community at large and the environment including the natural resources are well protected.

9. CODE OF CONDUCT

The Board has laid down a Code of Conduct and Ethics for its Members and Senior Management Personnel of the Company. All Board Members and Senior Management Personnel have affirmed compliance with the Code of Conduct during the financial year 2013-14. A declaration given by the Chief Financial Officer & Manager to this effect is as follows:

“I hereby confirm that the Company has obtained from all the members of the Board and senior management personnel, affirmation that they have complied with the Code of Conduct and Ethics for Directors and Senior Management of the Company in respect of the financial year 2013-14.”

Sandeep Arora

Chief Financial Officer & Manager

10. CERTIFICATE ON CORPORATE GOVERNANCE

Certificate from N. L. Bhatia & Associates, Practicing Company Secretary, confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49, is attached to the Directors' Report forming part of the Annual Report.

SECRETARIAL AUDIT REPORT

15th May, 2014

The Board of Directors
PIRAMAL GLASS LIMITED
 Piramal Tower,
 Ganpatrao Kadam Marg,
 Lower Parel,
 Mumbai - 400 013.

We have examined the registers, records, books and papers of PIRAMAL GLASS LIMITED (the company) having its registered office at Piramal Tower, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400013 and having Corporate Identification Number(CIN) L28992MH1998PLC113433, as required to be maintained under the Companies Act, 1956 and Companies Act, 2013 to extent notified, (the Act) and the Rules made thereunder and also the provisions contained in the Memorandum and Articles of Association of the company for the period from April 1, 2013 to March 31, 2014. In our opinion and to the best of our information and according to the examinations carried out by us and the information and explanations given to us by the company and its officers, we certify that in respect of the aforesaid financial year:

1. The Company has kept and maintained all registers and records as required under the provisions of the Act and the Rules made thereunder and the entries therein have been duly recorded.
2. The Company has duly filed the forms, returns and documents with the Registrar of Companies, Maharashtra / Ministry of Corporate Affairs and other authorities as required under the Act and Rules made thereunder.
3. All the requirements relating to the meetings of Board of Directors, Committee of Directors and Shareholders as well as relating to the minutes of the proceedings thereat have been complied with.
4. The Board of Directors of the Company is duly constituted.
5. The Directors of the Company have made all the disclosures under section 299, 305 and 274(1) (g) of the Companies Act, 1956 and under section 164(2) and 184(1) of the Companies Act, 2013. Pursuant to the disclosures made by the Directors, the Company has complied with the prescribed requirements.
6. During the year under Report, the Company has not issued any shares through Public Rights, Preferential or Bonus issue except ESOP entitlements.
7. The Company has obtained all the necessary approvals from the Directors, Shareholders and other authorities as required under the Act
8. (a) The Company has complied with all the provisions of the listing agreements with BSE Limited and National Stock Exchange of India Limited.
 (b) The Company has obtained consent of Share holders by passing a Special Resolution dated 20th March, 2014 by way of Postal Ballot for delisting its equity shares from the Stock Exchanges.
9. The Company has transferred the dividend declared on 22nd July, 2013 to a separate dividend account on 23rd July, 2013.
10. During the year under review, the Company has transferred to the Investor Education and Protection Fund, unclaimed Equity dividend amounting to ₹ 1,68,350/- (One Lakh Sixty Eight Thousand Three Hundred and Fifty) in accordance with the provisions of the Act.
11. The Company has framed an insider trading code called CODE FOR PREVENTION OF INSIDER TRADING IN SECURITIES OF PIRAMAL GLASS LIMITED ("PGL") strictly on the lines of model prescribed under the SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended and the same has been implemented during the year under review. Mr. Sandeep Arora, Chief Financial Officer acts as the Compliance Officer.
12. The Company has complied with the disclosure requirements of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and SEBI (Prohibition of Insider Trading) Regulations, 1992.

For **N. L. Bhatia & Associates**
 Practicing Company Secretary

N. L. Bhatia
 Partner
 CP No. 422
 F.C.S. No. 1176

Place: Mumbai

NOTICE

NOTICE is hereby given that the 16th Annual General Meeting of the Members of Piramal Glass Limited will be held on Monday, the 21st day of July, 2014 at 11.15 a.m. at M C Ghia Hall, Bhogilal Hargovindas, 2nd Floor, 18/20, K Dubash Marg, Behind Prince Of Wales Museum, V B Gandhi Road, Kala Ghoda, Fort, Mumbai 400 001, Maharashtra to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at and the Statement of Profit and Loss for the financial year ended on 31st March, 2014 and the Reports of the Directors and Auditors thereon.
2. To declare dividend.
3. To appoint a Director in place of Mr. Vijay Shah (holding Directors Identification Number 00021276), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Meeting, for 3 (three) consecutive years till the conclusion of the 19th Annual General Meeting of the Company in the calendar year 2017 and in this regard, to consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, M/s. Haribhakti & Co. (Firm Registration No. 118013W), Chartered Accountants, Vadodara, be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, for three consecutive years until the conclusion of the 19th Annual General Meeting of the Company in the calendar year 2017, subject to ratification by the shareholders annually, at such remuneration as shall be fixed by the Board of Directors of the Company.”

SPECIAL BUSINESS

5. Appointment of Mr. Shitin Desai as Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Shitin Desai (holding Directors Identification Number 00009905), a Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, to hold office for five consecutive years for a term up to March 31, 2019.”

6. Appointment of Mr. Jiten Doshi as Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Jiten Doshi (holding Directors Identification Number 00201248), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, to hold office for five consecutive years for a term up to March 31, 2019.”

7. Appointment of Mr. Vimal Bhandari as Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Vimal Bhandari (holding Directors Identification Number 00001318), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, to hold office for five consecutive years for

a term up to March 31, 2019.”

8. Appointment of Ms. Vinita Bali as Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms. Vinita Bali (holding Directors Identification Number 00032940), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, to hold office for five consecutive years for a term up to March 31, 2019.”

9. Appointment of Mr. Suhail Nathani as Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Suhail Nathani (holding Directors Identification Number 01089938), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, to hold office for five consecutive years for a term up to March 31, 2019.”

10. Appointment of Mr. Dharendra Chadha as Independent Director

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Dharendra Chadha (holding Directors Identification Number (DIN) 01856055), Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, to hold office for five consecutive years for a term up to March 31, 2019.”

11. Borrowings / Financial Assistance

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (‘Act’) and the applicable rules made thereunder, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as ‘the Board’, which term shall include its Committee(s) constituted / to be constituted for the purpose) to borrow any sum, or sums of monies and/or to receive/avail of financial assistance or to undertake financial obligation in any form, from time to time, from any one or more of the Financial Institutions, Banks, Funds and/or from any one or more other persons, firms, bodies corporate, mutual funds or entities, whether by way of loans, advances, deposits or bills discounting, issue of debentures, bonds, financial arrangement or obligations or otherwise and whether unsecured or secured by mortgage, charge, hypothecation, lien or pledge of the Company’s assets and properties, whether immovable or movable or stock-in-trade (including raw materials, stores, spare parts and components in stock or in transit) or work in progress and all or any of the undertakings of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company may exceed the paid up share capital of the Company and its free reserves, PROVIDED THAT the total amounts so borrowed (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) and outstanding at any point of time shall not exceed ₹ 1000 crores (Rupees one thousand crores) over and above the aggregate of the paid up share capital of the Company and its free reserves as prevailing from time to time, exclusive of interest and other charges, and the Board be and is hereby authorized to execute / cause to execute such agreements, debenture trust deeds, indentures of mortgage, deeds of hypothecation/charge, lien, promissory notes and other deeds and instruments or writings containing such conditions and covenants and to do / cause to do all acts, deeds, matters and things

in this regard as the Board may think fit and proper.”

12. Creation of Charge for Borrowings / Financial Assistance Availed

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as ‘the Board’, which term shall include its Committee(s) constituted for the purpose) to create mortgages/charges on all or any of the movable and/or immovable properties and assets, both present and future, or on the whole or substantially the whole of the undertaking or undertakings of the Company, exclusively or ranking pari-passu with or second or subservient or subordinate to the mortgages/charges, if any, already created or to be created in future by the Company, for securing any loans and/or advances and/or issue of debentures / bonds and/or guarantees and/or any financial assistance or obligations obtained/undertaken/made or that may be obtained/undertaken/made by the Company and/or any one or more of its subsidiary / group companies, both present and that which may be established or acquired by the Company in future, in India or abroad, with power to take over the management, business and undertaking of the Company in certain events of default, on such terms and conditions and at such times and in such form and manner as the Board may deem fit, so that the total outstanding amount at any time so secured shall not exceed the amounts consented by the Company by the Resolution passed at this meeting pursuant to Section 180(1)(c) of the Companies Act 2013 or upto the higher amount/s as may be so consented by the Company from time to time in future, together with interest thereon, and further interest, costs, charges, expenses, remuneration and other monies payable in connection therewith AND THAT this consent shall also be the consent of the members under and as contemplated by Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable rules made thereunder;

RESOLVED FURTHER THAT the Board be and is hereby authorized to and cause to prepare, finalise, approve and execute on behalf of the Company, all documents, deeds, agreements, declarations, undertakings and writings as may be necessary and/or expedient for giving effect to the foregoing resolution and to vary and /or alter the terms and conditions of the security created/to be created as aforesaid as it may deem fit and generally to do and/or cause to do all acts, deeds matters and things as may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

13. Issue of Non-Convertible Debentures by Private Placement

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 42, and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company and in compliance with such other provisions of law as may be applicable, approval of the members be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall include its Committee(s) constituted / to be constituted for the purpose), to offer or invite subscriptions for secured / unsecured redeemable non-convertible debentures, in one or more series / tranches, on private placement, on such terms and conditions as the Board may, from time to time, determine and consider proper and most beneficial to the Company, including as to when the said Debentures be issued, the consideration for the issue, utilization of the issue proceeds and all matters connected therewith or incidental thereto PROVIDED THAT the total amount that may be so raised in the aggregate, by such offer or invitation for subscriptions of the said Debentures, and outstanding at any point of time, shall be within the overall borrowing limit approved by the shareholders by the Resolution passed at this meeting under Section 180(1)(c) of the Companies Act, 2013, viz. ₹ 1000 crores (Rupees one thousand crores) over and above the aggregate of the paid up share capital of the Company and its free reserves as prevailing from time to time;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

14. Ratification of fee payable to the Cost Auditors

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act, 2013 (‘Act’) and Companies (Audit and Auditors Rules), 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Kailash Sankhlecha Associates, Cost Accountants (ICWA Registration No.M\12055), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015, be paid the remuneration of ₹ 3,00,000/- (Rupees Three Lakhs) plus service tax as applicable and reimbursement of actual travel and out of pocket expenses.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (“the Meeting”) is entitled to appoint a proxy to attend and to vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty-eight hours before the commencement of the Meeting.**

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy. However, such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto.
4. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Company has already notified closure of Register of Members and Transfer Books thereof from Monday, 14th July, 2014 to Monday, 21st July, 2014 (both days inclusive) for determining the names of members eligible for dividend on equity shares.
6. Dividend on equity shares if declared at the Meeting, will be paid during the period from 22nd July, 2014 to 26th July, 2014.
7. Relevant documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays, between 11.00 a.m. and 1.00 p.m. upto the date of the Meeting.
8. **Directors**

Mr. Vijay Shah retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

Approval of shareholders is also being sought for the appointment of Mr. Shitin Desai, Mr. Jiten Doshi, Mr. Vimal Bhandari, Ms. Vinita Bali, Mr. Suhail Nathani and Mr. Dharendra Chadha as Independent Directors to hold office for five consecutive years for a term up to March 31, 2019.

The information to be provided for these Directors under Clause 49 of the Listing Agreement is given in the Report on Corporate Governance forming part of the Annual Report.

9. Members are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting.
10. Shareholders holding shares in dematerialised form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, cannot action any request received directly from such shareholders for any change of bank particulars or bank mandates. Shareholders holding shares in dematerialised form are therefore requested to intimate any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.

Shareholders holding shares in physical form may note that facility of electronic credit of dividend directly to the respective bank accounts of such shareholders through National Electronic Clearing Service (NECS), is available. This facility is currently available all over India. The Mandate Form is enclosed along with this Annual Report. This is in addition to the Bank Mandate Facility that already exists whereby bank account details are printed on the dividend warrants. Shareholders who would like to avail of the NECS Mandate Facility or the Bank Mandate Facility (if not done earlier) are requested to complete and submit the Mandate Form, so as to reach the Company’s Share Transfer Agent latest by 13th July, 2014. Likewise, any change in correspondence address of shareholders holding shares in physical form should also be intimated to the Company’s Share Transfer Agent so as to reach them latest by 13th July, 2014.

11. In terms of the applicable provisions of the Companies Act, 1956 / Companies Act, 2013, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund. Those members who have so far not encashed their dividend warrants for the below mentioned financial years, may claim or approach the Company for the payment thereof as the same will be transferred to the Investor Education and Protection Fund of the Central Government on the respective dates mentioned below. Intimation in this regard is being sent to the concerned shareholders periodically. Kindly note that after such dates, the

members will have to claim such dividend from such Investor Education and Protection Fund in accordance with the Rules prescribed by the Central Government under the Companies Act, 2013.

Financial Year ended	Due date of transfer
31.03.2008	07.09.2015
31.03.2010	30.07.2017
31.03.20011	12.09.2018
31.03.2012	09.09.2019
31.03.2013	22.08.2020

12. Pursuant to Section 205C of the Companies Act, 1956 all unclaimed dividends for the financial years ended prior to 31st March, 2006 have been transferred to the Investor Education and Protection Fund. Members may claim such dividend from such Fund in accordance with the Rules prescribed by the Central Government under the Companies Act, 2013.
13. Section 72 of the Companies Act, 2013 provides for **Nomination** by the shareholders of the Company in the prescribed Form which is available on the website of the Company 'www.piramalglass.com'. Shareholders are requested to avail this facility.
14. Over the years, as a result of allotment of shares arising out of earlier mergers, it is possible that multiple folios have been created. We request you to **consolidate multiple folios** existing in the same names and in identical order. Many of the shareholders have already done so. In case you decide to consolidate your folios, you are requested to forward your share certificates to the Company's Share Transfer Agent.
15. Members are requested to note that in case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for these transactions, is mandatory.
16. Members who have not registered their e-mail addresses so far or who would like to change their email addresses already registered are requested to register/update their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Members holding shares in electronic form are requested to register their email address/update the same with their respective Depository Participant.
17. **Voting through electronic means**
Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 16th Annual General Meeting (AGM) by electronic means. The business may be transacted through e-voting Services provided by Central Depository Services Limited (CDSL).

The instructions for members for voting electronically are as under:-

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID:
 - For CDSL: 16 digits beneficiary ID;
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - For Members holding shares in Physical Form: Please enter Folio Number registered with the Company and then enter the Captcha Code as displayed on the screen;
 Then Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing password is to be used. In case you have forgotten your password then enter the User ID and Captcha Code as displayed on the screen and click on Forgot Password and then enter the details as prompted by the system.

- (vi) Otherwise, if you are a first time user or if you are holding shares in physical form, please follow the steps given below:
- a) Please fill the following details in the appropriate boxes (this is applicable to members holding shares in demat form or physical form):
 1. Primary Level
Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Please enter in CAPITAL LETTERS. This must tally with the PAN registered by you with the Company / Depository Participant. Please note that Members who have not registered their PAN with the Company / Depository Participant, will have to use the default value PGLEV1234Z in the PAN field.
 2. Secondary Level
Enter the Date of Birth as recorded in your demat account or in the Company's records for the said demat account or folio in dd/mm/yyyy format.

OR
Enter the Bank Account Number as registered by you in your demat account or in the Company's records in respect of your shares in the said demat account or folio.

OR
In case neither your Date of Birth nor Bank Account details are recorded in your demat account or in the Company's records, as aforesaid, then please enter your demat account number (client id) or your folio number in the Bank Account field.
 - b) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then directly reach the EVSN 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.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the COMPANY on which you choose to vote.
- (x) 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.
- (xi) Click on the "Resolution File Link" if you wish to view the entire Resolution.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to change your vote subsequently.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

Please note that:

1. The voting period begins on 16th July, 2014 at 10.00 am and ends on 17th July 2014 at 5.00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date which is 14th July, 2014, may cast their vote electronically. The voting rights of shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on this cut-off date. The e-voting module shall be disabled

by CDSL for voting after 5.00 pm on 17th July 2014.

2. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
3. Mr.N.L. Bhatia, Practising Company Secretary (Membership No. CP 422) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
4. The Scrutinizer shall within a period of not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in employment of the Company and forward his report of the votes cast in favour or against, to the Chairman or to any Director or Officer who may be authorized by the Chairman for this purpose.
5. The Results shall be declared on or after the Annual General Meeting(AGM). The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.piramalglass.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

Dated: 15th May, 2014

Registered Office:

Piramal Tower,
Ganpatrao Kadam Marg,
Lower Parel,
Mumbai - 400 013.

By Order of the Board

Debashis Dey
Company Secretary

CIN: L28992MH1998PLC113433
Tel No: (91 22) 3046 6969
Fax: (91 22) 2490 8824
Email id: complianceofficer.pgl@piramal.com
Website: www.piramalglass.com

Explanatory Statement under Section 102 of the Companies Act, 2013

Item No. 5 to 10

Appointment of Independent Directors

Section 149 of the Companies Act 2013 ('Act') requires all listed public companies to have at least one-third of the total number of directors as Independent Directors. Your Company complies with this requirement.

Sub-section (10) of Section 149 of the Act further provides that Independent Directors are required to hold office for a term up to five consecutive years on the Board of a Company and can be re-appointed thereafter subject to the limit under sub-section (11) of section 149 of the Act which provides that they shall not hold office for more than two consecutive terms.

The amended Clause 49 of the Listing Agreement with the Stock Exchanges also stipulates similar conditions with regard to initial tenure for appointment of Independent Directors for a term up to five consecutive years.

Further, in terms of sub-section (13) of section 149 read with Explanation to sub-section (6) of section 152 of the Act, Independent Directors are not liable to retire by rotation.

The following Directors on the Board of your Company qualify as Independent Directors under section 149 of the Act and clause 49 of the Listing Agreement:

1. Mr. Shitin Desai
2. Mr. Jiten Doshi
3. Mr. Vimal Bhandari
4. Ms. Vinita Bali
5. Mr. Suhail Nathani
6. Mr. Dharendra Chadha

These Directors were duly appointed under the Companies Act, 1956 as Directors liable to retire by rotation. In order to give effect to the aforesaid provisions of the Act, it is proposed that these Directors be appointed as Independent Directors under section 149 of the Act read with the amended clause 49 of the Listing Agreement, to hold office for five consecutive years, for a term upto 31st March, 2019.

None of the aforementioned Directors are disqualified from being appointed as Directors in terms of section 164 of the Act and have given their consent to act as Directors.

The Company has received notices in writing from members, alongwith the deposit of requisite amount under section 160 of the Act, proposing the candidature of each of the aforementioned Directors for the office of Directors of the Company.

The Company has received declarations from all the above Directors that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

In the opinion of the Board, they fulfill the conditions for their appointment as Independent Directors as specified in the Act and the Listing Agreement. They are independent of the management.

Brief resumes of these Directors, nature of their expertise in specific functional areas and names of Companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report.

Keeping in view their expertise and knowledge, it will be in the interest of the Company that these Directors are appointed as Independent Directors.

Copy of the draft letter for appointment of these Directors as Independent Directors setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Except for the respective Directors / their relatives who may be deemed to be interested in the respective resolutions at Item Nos. 5 to 10 of the Notice as it concerns their appointment as Independent Director, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the respective resolutions set out at Item Nos. 5 to 10 of the Notice.

The Board commends the Ordinary Resolutions set out at Item Nos. 5 to 10 of the Notice for approval by the shareholders.

Item No. 11& 12

Borrowings / Financial Assistance and Creation of Charge

The members of the Company had at the Extra Ordinary General Meeting held on 20th January, 2006 passed an Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956, granting their consent for availing borrowings over and above the aggregate of paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time should not exceed ₹ 1000 crores over and above the paid up

share capital and free reserves of the Company prevailing from time to time.

Section 180(1)(c) of the Companies Act, 2013 ('Act'), provides for similar consent to be sought from members by way of a Special Resolution. Hence the resolution at Item No. 11 of the accompanying Notice, which your Board recommends for your approval. The maximum limit for borrowings / availing of financial assistance is the same as was approved by the members at the Extra Ordinary General Meeting held on 20th January, 2006 referred to above.

In order to secure the borrowings / financial assistance referred to in the resolution at Item No. 11 of the accompanying Notice, the Company may be required to create security by way of mortgage/charge and/or hypothecation of its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over management or control of the whole or substantially the whole of the undertaking(s) of the Company. As per section 180(1)(a) of the Act, consent of the Company by Special Resolution is required to be obtained by the Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company. Since mortgaging or charging the movable and/or immovable properties and assets of the Company with the right of taking over management or control in certain events of default may be considered to be disposal of the Company's undertaking within the meaning of section 180(1)(a) of the Act, it is proposed to seek approval of the shareholders for creating such mortgages and/or charges on the assets and properties of the Company, both present and future. Hence the resolution at Item No. 12 of the accompanying Notice, which your Board recommends for your approval.

None of the Directors and Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise, in the resolutions at Item Nos. 11 and 12 of the accompanying Notice.

Item No. 13

Non-Convertible Debentures on Private Placement Basis

In terms of section 42 of the Companies Act, 2013 ('Act') read with Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, in case an offer of or invitation to subscribe to securities is made by the Company on a private placement basis, the Company is required to obtain the previous approval of its shareholders by means of a Special Resolution only once in a year for all the offers or invitations for securities made during the year. The term 'securities' includes Debentures.

For the purpose of availing financial assistance (including borrowings) for its business or operations, the Company may offer or invite subscription to secured / unsecured redeemable non-convertible debentures on private placement basis (within the meaning of the said Section 42 of the Act) in one or more series / tranches. Hence, the resolution at Item No. 13 of the accompanying Notice, which would enable your Board of Directors of the Company ('Board') to offer or invite subscription for redeemable non-convertible debentures within the overall borrowing limit under section 180(1)(c) of the Act, as may be required by the Company, from time to time for a year from the conclusion of this Annual General Meeting and which your Board recommends for your approval.

None of the Directors and Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 13 of the Notice.

Item No. 14

Ratification of fee payable to the Cost Auditors

The Board, on the recommendations of the Audit Committee, has approved the appointment of M/s. Kailash Sankhlecha Associates, Cost Accountants, as Cost Auditors for conducting cost audit of the cost records of the Company for the financial year ending March 31, 2015, at a remuneration of ₹ 3 lakhs (Rupees three lakhs) plus service tax as applicable and reimbursement of actual travel and out of pocket expenses.

In accordance with Section 148 of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration so payable to the Cost Auditors are required to be ratified by the shareholders of the Company.

Hence the resolution at Item No. 14 of the accompanying Notice, which your Board recommends for your approval.

None of the Directors and Key Managerial Personnel of the Company nor their relatives are concerned or interested, financially or otherwise, in the said resolution.

Registered Office:

Piramal Tower,
Ganpatrao Kadam Marg,
Lower Parel,
Mumbai - 400 013.

By Order of the Board

Debashis Dey
Company Secretary

CIN: L28992MH1998PLC113433
Tel No: (91 22) 3046 6969
Fax: (91 22) 2490 8824
Email id: complianceofficer.pgl@piramal.com
Website: www.piramalglass.com

DIRECTORS' REPORT

Dear Shareholders,

We take pleasure in presenting the 16th Annual Report and the Audited Accounts of the Company for the year ended 31st March, 2014.

PERFORMANCE HIGHLIGHTS (Standalone)

(₹ In million)

Particulars	FY 2013 - 14	FY 2012 - 13
Operating income	10,963.19	10,154.80
Operating Other income	236.69	221.09
Total Operating Income	11,199.88	10,375.89
EBIDTA excluding FOREX impact	1,994.77	2,116.50
Foreign Exchange Gain / (Loss)	38.27	(388.75)
EBIDTA	2,033.04	1,727.75
% margin	18.15%	16.65%
Less:		
Interest Expenses	696.34	731.04
Depreciation	946.46	933.97
Profit before tax	390.24	62.74
Less:		
Income Tax provision		
– Current	62.64	42.93
– Deferred	115.73	14.30
– MAT Credit Entitlement	(36.07)	(42.93)
Profit /(Loss) After Tax	247.94	48.44
% margin	2.21%	0.47%
Add:		
Profit brought forward from previous year	971.77	1,019.22
Profit available for appropriation	1,219.71	1,067.66
Appropriation:		
Proposed dividend on Equity Shares	80.92	80.92
Dividend Distribution Tax thereon	13.75	13.75
Transfer to General Reserves		1.21
Balance carried to Balance Sheet	1,125.04	971.77
Earnings Per Share (Basic / Diluted) (₹)	3.06	0.60

DIVIDEND

The Board has recommended equity dividend of ₹ 1 per equity share, i.e. @ 10% (same as previous year) on 8,09,15,986 equity shares of ₹ 10 each for the financial year ended 31st March 2014. The dividend, if approved by the members at the forthcoming Annual General Meeting, shall be paid during the period from 22nd July, 2014 to 26th July, 2014.

The total cash outflow on account of dividend payment including dividend distribution tax thereon will be ₹ 94.67 Million (same as previous year).

The Board recommends the above dividend for declaration by the members.

OPERATIONS REVIEW

As part of the long term strategy of the Company, we continue to focus on Cosmetics & Perfumery (C&P) segment. During the year this segment grew by 10% from ₹ 8,232 Million to ₹ 9,093 Million. We have executed multiple projects for marquee global brands from India this year.

The Specialty Food & Beverages (SF&B) Segment de-grew by 1% from ₹ 3,789 Million to ₹ 3,759 Million. This was mainly due to discontinuation of a major brand in USA.

In the Pharmaceutical segment, we maintained our leadership position in the domestic market. During the year this segment grew by 17% from ₹ 4,090 Million to ₹ 4,767 Million.

A detailed discussion of operations for the year ended 31st March 2014 is given in the Management Discussion and Analysis section.

SHARE CAPITAL

There was no change in the Share Capital of the Company during the year.

DELISTING OF SHARES

The Board had in its meeting held on 10th February, 2014 considered & recommended the proposal received from The Sri Hari Trust acting through its Corporate Trustee – PEL Management Services Private Limited ('Acquirer'), being member of the Promoter Group, to acquire the entire fully paid-up equity shares of the Company held by public shareholders in accordance and compliance with the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (delisting proposal) and for consequential Voluntary Delisting of the equity shares of the Company from all the stock exchanges where such equity shares are presently listed i.e. BSE Limited and National Stock Exchange of India Limited. The requisite Special Resolution seeking shareholders approval for the Delisting Proposal, was duly passed with the requisite majority.

The success of the Delisting Proposal is dependent on the Acquirer deciding in its sole and absolute discretion to accept the Discovered Price or offer an Exit Price, so as to cause the Promoter Group shareholding in the Company to reach a minimum of 90% of the Company's paid of equity share capital.

SUBSIDIARY COMPANIES

Our Company has seven subsidiaries viz. Piramal Glass Ceylon PLC, Piramal Glass International Inc., USA, Piramal Glass (UK) Limited, Piramal Glass Europe SARL, Piramal Glass - USA Inc., and its two subsidiaries, Piramal Glass Flat River, LLC and Piramal Glass Williamstown LLC, which are also consequently the subsidiaries of the Company.

Operations of these Companies are discussed below:

Piramal Glass Ceylon PLC

During the year, operation of Piramal Glass Ceylon was impacted due to sluggish local demand and escalating costs. The Company has made inroads in and began supplies to the Australian premium market and will build this business over the years.

The turnover of Piramal Glass Ceylon PLC has de-grown by 5.0% from SLR 5,420 million to SLR 5,147 million. The export turnover has increased by 6.0%

Piramal Glass International, Inc. (USA)

This is a wholly owned subsidiary of the Company. The turnover of this subsidiary was USD 6.26 million (Previous year USD 7.60 million).

Piramal Glass - USA, Inc.

Piramal Glass - USA Inc. is the Company's wholly owned subsidiary. The sales of the company marginally de-grew from USD 85.72 million in the previous year to USD 85.03 million in FY2014.

Piramal Glass Flat River, LLC

Piramal Glass - Flat River, LLC, is a wholly owned subsidiary of Piramal Glass - USA, Inc. This Company earns its income by leasing its property to Piramal Glass - USA, Inc. It has reported an income of USD 0.26 million in the year under review, which is the same as the previous year.

Piramal Glass Williamstown, LLC

Piramal Glass -Williamstown, LLC, is also a wholly owned subsidiary of Piramal Glass - USA, Inc. This Company earns its income by leasing its property to Piramal Glass – USA, Inc. It has reported an income of USD 0.18 million in the year under review, which is the same as the previous year.

Piramal Glass (UK) Limited

Piramal Glass (UK) Limited is a wholly owned subsidiary of the Company. Its turnover during the year was GBP 0.58 million as compared to GBP 0.52 million in the previous year.

Piramal Glass Europe SARL

Piramal Glass Europe SARL, is a wholly owned subsidiary of the Company situated in France. Its revenue during the year was Euro 8.70 million as compared to Euro 9.00 million in the previous year reflecting a de-growth of 3.4%.

Exemption from publishing Subsidiary Accounts

The Ministry of Corporate Affairs had vide its circular dated 8th February, 2011 issued directions under section 212(8) of the Companies Act, 1956, granting general exemption to companies from attaching to their Balance Sheets, the Accounts and other documents of their subsidiaries, subject to fulfilment of specified conditions. In view of this general exemption and being in compliance with the conditions thereof, the Accounts and other documents of the Company's subsidiaries are not being attached to the Annual Report of the Company. The Consolidated Financial Statements of the Company, which include the results of its subsidiaries, are included in this Annual Report. Further, a statement containing the relevant particulars prescribed under the terms of the general exemption, for each of the Company's subsidiaries, is enclosed in this Annual Report. The Annual Accounts of the Company's subsidiaries and the related detailed information can also be sought by any shareholder of the Company or its subsidiaries by making a written request to the Company Secretary at the Registered Office of the Company. The Annual Accounts of the Company's subsidiaries are also available for inspection for any shareholder at the Company's and the respective Registered Office of the subsidiaries.

INTERNAL CONTROL SYSTEM

Our Company has a sound internal control system, which ensures that all assets are protected against loss from unauthorized use and all transactions are recorded and reported correctly. The internal control systems are further supplemented by internal audit carried out by an independent firm of Chartered Accountants and periodical review by management. The Audit Committee of the Board addresses issues raised by both, the Internal Auditors and Statutory Auditors.

ENVIRONMENT AND SAFETY

Our Company's commitment to environmental protection and safety is based on the continued ongoing processes implemented at its manufacturing facilities. The Company's plants at Kosamba and Jambusar are certified by Bureau Veritas for its Quality Management System, Occupational Health, Safety and Environment Management System, in conformity with the international standards under the Integrated Management System. Additionally to meet the demanding customer requirements, the Kosamba manufacturing facility has been certified for Social Accountability Standard SA 8000 by Bureau Veritas.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

Our Company has directed its efforts to reduce energy costs by focusing on energy savings through the best optimization of operations on a day-to-day basis. The Company has used fuels in appropriate mix to attain maximum savings. As required by the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules 1988, the relevant data pertaining to conservation of energy, technology absorption and foreign exchange earnings and outgo is given in Annexure I and forms part of this Report.

DIRECTORS

During the year Mr. Bharat Kewalramani, resigned as a Director of the Company with effect from 31st May 2013 due to his personal commitment. The Board places on record its appreciation for the valuable contributions made by Mr. Kewalramani during his tenure as a Director of the Company.

Mr. Vijay Shah retires by rotation at the ensuing Annual General Meeting ("AGM") and is eligible for re-appointment, which the Board recommends.

The Board of the Company, presently comprises six Independent Directors viz. Mr. Suhail Nathani, Mr. Vimal Bhandari, Mr. Shitin Desai, Mr. Jiten Doshi, Mr. Dharendra Chadha and Ms. Vinita Bali. Pursuant to section 149 (10) of the Companies Act, 2013, an independent director shall hold office for a term of upto five consecutive years (and shall not liable to retire by rotation under section 152(6) of the said Act.

In order to give effect to the applicable provisions of sections 149 and 152 of the Act, it is proposed that these Directors be appointed as Independent Directors, to hold office for five consecutive years, for a term up to March 31, 2019.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Companies act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchange.

The Board recommends the appointment / re-appointment of all the aforesaid Directors.

PERSONNEL

Employees are vital to Piramal Glass. We have created a favourable work environment that encourages innovation and meritocracy. We had a staff strength of 3987 employees as at 31st March, 2014 (Previous Year 3,997 employees).

Any shareholder interested in obtaining a copy of the statement of particulars of employees referred to in section 217(2A) of the Companies Act, 1956, may write to the Company Secretary at the Registered Office of the Company. The statement is also available for inspection at the Registered Office of the Company during working hours upto the date of the Annual General Meeting.

Stock Options disclosures pursuant to the applicable requirements of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 are given as Annexure II to this Report.

COST AUDIT

M/s. Kailash Sankhlecha & Associates, Cost Accountants have been appointed as the Cost Auditors of the Company, for conducting Cost Audit for current financial year ending 31st March, 2015. Their remuneration is subject to the ratification by the members at the ensuing Annual General Meeting.

M/s. Kailash Sankhlecha & Associates were also the cost auditors for the previous year ended 31st March, 2014.

The Cost Audit Report for the financial year ended 31st March, 2014 will be filed within the prescribed period.

SECRETARIAL AUDIT

As a measure of good Corporate Governance Practice and as recommended by the MCA Corporate Governance Voluntary Guidelines, 2009, the Company has voluntarily subjected itself to a Secretarial Audit for FY2014, which was carried out by N.L. Bhatia & Associates, Practicing Company Secretaries. The Secretarial Audit Report forms part of this Annual Report.

The said Secretarial Audit Report confirms that the Company has complied with all the applicable provisions of the Companies Act, 1956, the notified sections of Companies Act, 2013, Listing Agreements with the Stock Exchanges and all the regulations of Securities and Exchange Board of India (SEBI) as applicable to the Company, including the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and the SEBI (Prohibition of Insider Trading) Regulations, 1992.

CORPORATE GOVERNANCE

Our Company has complied with the applicable provisions of Corporate Governance under clause 49 of the Listing Agreement with the Stock Exchanges. A separate report on Corporate Governance compliance is included as a part of the Annual Report. The requisite Certificate confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid clause 49 of the Listing Agreement, issued by N.L. Bhatia & Associates, Practicing Company Secretaries, is annexed as Annexure III and forms part of this report.

AUDITORS

M/s. Haribhakti & Co., Chartered Accountants, Vadodara hold office till the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. In accordance with the provisions of section 139, 142 and other applicable provisions of the Companies Act, 2013 and of the Companies (Audit and Auditors) Rules, 2014, it is proposed to re-appoint them as the Auditors of the Company for a period of three consecutive years commencing from the conclusion of this Annual General Meeting, until the conclusion of the 19th Annual General Meeting of the Company in the calendar year 2017.

DIRECTORS RESPONSIBILITY STATEMENT

As required under section 217 (2AA) of the Companies Act, 1956, ("the Act") we hereby state:

- a. that in the preparation of annual accounts, the applicable accounting standards have been followed. There are no material departures from these applicable accounting standards;
- b. that the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2014 and its profit for the year ended on that date;
- c. that the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. that the Directors have prepared the annual accounts on a going concern basis.

ANNEXURE I TO THE DIRECTORS' REPORT

ACKNOWLEDGEMENTS

We take this opportunity to thank the employees for their dedicated service and co-operation in the functioning of the Company. We also thank the Shareholders and Company's Bankers for their continued support to the Company.

By Order of the Board

Place: Mumbai
Dated: 15th May, 2014

Ajay G. Piramal
Chairman

Particulars under Companies (Disclosures of Particulars in the Report of Board of Directors) Rules, 1988 for the year ended 31st March 2014

Conservation of Energy

The manufacturing Units in India have been certified for Energy Management System EMS 50001 by BV for systematically accelerating the energy management and conservation. During the year the Units implemented the following measures to conserve energy

- Optimised glass melting temperatures (specifically bottom temperature) to reduce energy consumption
- Quarterly air leakage audits and corrective action
- Instrument air pressure optimised using VFD
- Replacement of FRP sheets with PC sheets for more daylight and reduced artificial lighting.
- Replacement of existing lighting being done with energy efficient lights in phases

FORM - A

Form for Disclosure of Particulars with respect to Conservation of Energy.

A	POWER & FUEL CONSUMPTION	2013-2014	2012-2013
	1. Gas / Electricity		
	a) (I) Gas		
	Unit ('000 M3)	77,429	77,591
	Total Amount (₹ in Mio)	2084	1755
	Rate / Unit (M3)	26.92	22.62
	(II) Electricity		
	Unit (in '000)	113,210	101,335
	Total Amount (₹ in Mio)	581	562
	Rate / Unit (KWH)	5.13	5.54
	b) Own Generation		
	(I) Through Diesel Generator	—	—
	Unit	—	—
	Total Amount (₹ in Mio)	—	—
	Rate / Unit	—	—
	(II) Through Steam Turbine Generator		
	Unit	—	—
	Total Amount (₹ in Mio)	—	—
	Rate / Unit	—	—

A	POWER & FUEL CONSUMPTION	2013-2014	2012-2013
	2. Coal		
	Quantity (Tonnes)	—	—
	Total Amount (₹ in Mio)	—	—
	Average Rate	—	—
	3. Furnace Oil		
	Quantity (K Ltrs)	503.42	2,817
	Total Amount (₹ in Mio)	16.79	110
	Average Rate / K. Ltrs	33.36	39.11
	4. LPG/ Propane		
	Quantity (Tons.)	—	155
	Total Amount (₹ in Mio)	—	9
	Average Rate / Ton	—	60.85
	5. Other / Internal Generation		
	(I) CPP plant		
	Unit (in '000)	18,550.27	29,898
	Total Amount (₹ in Mio)	194.13	242
	Average Rate	10.47	8.08
	(II) Wind Mill Generation		
	Unit (in '000)	809.39	1,394
	Total Amount (₹ in Mio)	5.35	9.12
	Average Rate	6.61	6.54

B. Consumption per unit of Production

Since the operation of the Company involves multiple products of different sizes and volumes, disclosure of consumption figure per unit of production is not meaningful.

FORM - B

Form for the disclosure of particulars with respect to Technology Absorption

- 1. Research & Development:** The Company does not have a Research & Development set up and therefore there is no expenditure under this head.
- 2. Technology Absorption, Adoption & Innovation:** Continuous efforts are being made to reduce costs and improve product qualities.
- 3. Foreign Exchange Earning and Outgo:** During the year Foreign Exchange Earning was ₹ 6,166.16 Mio as against Outgo of ₹ 212.16 Mio.

ANNEXURE II TO THE DIRECTORS' REPORT

DISCLOSURES REGARDING STOCK OPTIONS

Pursuant to the applicable requirements, if any, of the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 ("the SEBI Guidelines"), following disclosures are made in connection with the ESOP Scheme of the Company.

Sr. No.	Details	Disclosures	
(i)	Options Granted (FY 2013-14)	Nil	
(ii)	The pricing formula	Not Applicable for FY2013-14 as no option were granted	
(iii)	Options Vested during FY 2013-14	69,985 (relating to Option Granted for FY 2012-13)	
(iv)	Options Exercised (during FY 2013-14)	Relating to Fin Yr FY 2009-10 FY 2010-11 FY 2011-12 FY 2012-13 Total	Options 82,805 1,64,450 1,61,073 49,985 4,58,313
(v)	Total number of shares arising as a result of exercise of options	Same as Options exercised, as each Option entitles the holder thereof to one equity share of ₹ 10 each.	
(vi)	Options Lapsed	Financial Year FY 2009-10 FY 2010-11 Total	Options Lapsed 2,250 9,000 11,250
(vii)	Variation of terms of Options	None	
(viii)	Total number of options in force	Relating to Fin Yr FY 2009-10 FY 2010-11 FY 2011-12 FY 2012-13 Total	Options 8,100 13,050 2,26,506 20,000 2,67,656

Note:

Since the PGL ESOP Scheme is implemented by the ESOP Trust and the shares issued by the ESOP Trust against exercise of stock options are those that have been acquired by the ESOP Trust from the existing shareholders and not fresh shares issued by the Company, there will not be any increase in the share capital of the Company, nor will there be any impact on the Earnings Per Share or other ratios relating to share capital as a result of such exercise of Stock Options.

Certificate on Corporate Governance

The Members of
Piramal Glass Limited

We have examined the compliance of conditions of Corporate Governance by Piramal Glass Limited for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement.

We further 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.

For **N. L. Bhatia & Associates**
Practicing Company Secretaries

N. L. Bhatia
Partner

C. P. No. 422
F.C.S No. 1176

Place: Mumbai
Date: 15th May, 2014

Auditors' Report

To the Members of Piramal Glass Limited

We have audited the accompanying financial statements of **PIRAMAL GLASS LIMITED** (the Company), which comprise the balance sheet as at **31st March 2014**, and the statement of profit and loss and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's responsibility for the financial statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the company as at 31st March 2014
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date, and
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - (a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - (b) in our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
 - (c) the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - (d) in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
 - (e) on the basis of written representations received from the directors as on 31st March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For **HARIBHAKTI & CO.**,
Chartered Accountants
Firm Reg. No. 118013W

HITESH J. DESAI
Partner

M. No. 37569

Place: Mumbai
Date: 15th May, 2014

Annexure To Auditors' Report

ANNEXURE REFERRED TO IN PARAGRAPH (3) OF REPORT ON FINANCIAL STATEMENTS OF EVEN DATE TO THE MEMBERS OF PIRAMAL GLASS LIMITED ON THE FINANCIAL STATEMENT FOR THE YEAR ENDED 31ST MARCH 2014.

- i. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of its fixed assets.
- (b) The fixed assets of the Company in its possession, are physically verified by the management according to a phased programme designed to cover all the items over a period of three years, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme a portion of the fixed assets have been verified by the management during the year and no material discrepancies between the book records and the physical inventory has been noticed. Confirmations have been received in respect of fixed assets lying with third parties.
- (c) In our opinion and according to the information and explanations, the fixed assets disposed off during the year were not substantial and therefore do not affect the going concern assumption.
- ii. (a) The inventory (excluding stocks with third parties and materials in transit) has been physically verified by the management during the year. In respect of stocks lying with third parties, these have been substantially confirmed by them. In our opinion the frequency of verification is reasonable.
- (b) In our opinion, and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
- (c) On the basis of our examination of the inventory records, in our opinion and according to the information and explanations given to us, the Company is maintaining proper records of its inventories. The discrepancies noticed on physical verification of inventory as compared to the book records were not material and the same have been properly dealt with in the books of account.
- iii. (a) In our opinion and according to the information and explanations given to us, the Company has not granted any loans secured or unsecured to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly sub-clauses (b), (c) and (d) of clause 4 (iii) of the Order are not applicable to the Company.
- (b) In our opinion and according to the information and explanations given to us, the Company has not taken any loans secured or unsecured from companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly sub-clause (f) and (g) of clause 4 (iii) of the Order are not applicable to the Company.
- iv. In our opinion and according to the information and explanations given to us, having regard to the explanation that certain items purchased/sold are of special nature for which suitable alternative sources do not exist for obtaining comparative quotation, there are adequate internal control system commensurate with the size of the Company and nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across nor have been informed of any continuing failure to correct major weaknesses in the aforesaid internal control system.
- v. In respect of transactions entered in the register maintained in pursuance of section 301 of the Act:
 - (a) To the best of our knowledge and belief and according to the information and explanations given to us, particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
 - (b) In our opinion and according to the information and explanations given to us, having regard to the fact that certain items purchased / sold and service rendered / received are of special nature and suitable alternative, sources do not exist for obtaining comparative quotations, the transactions made in pursuance of such contracts or arrangements and exceeding the value of ₹ 5 Lacs in respect of any party, during the year, have been made at price which are reasonable having regard to the prevailing market prices at relevant time or the prices at which the transactions for similar goods have been made with other parties.
- vi. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Section 58A, 58AA or any other relevant provisions the Companies Act, 1956 and the rules framed there under.

Annexure To Auditors' Report (Contd.)

- vii. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- viii. We have broadly reviewed the books of account maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- ix. According to the information and explanations given to us and the records of the Company examined by us in respect of statutory and other dues:
- (a) The Company is generally regular in depositing undisputed statutory dues, including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, Cess and other statutory dues with the appropriate authorities in India. According to the information and explanations given to us, there are no undisputed amount payable in respect of such statutory dues which have remained outstanding as at 31st March 2014 for a period more than six months from the date they became payable.
- (b) Disputed Income Tax liability of ₹ 7.25 million and Excise duty of ₹ 10.30 million has not been deposited since the matters are pending with the relevant Appellate Authorities.
- x. The Company does not have any accumulated losses as at the end of the financial year. The Company has not incurred cash losses during the current financial year and in the immediately preceding financial year.
- xi. According to the records of the Company examined by us and the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to financial institutions or banks as at the balance sheet date.
- xii. Based on our examination of documents and records and according to the information and explanations given to us, we are of the opinion that the Company has not granted any loans and/or advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii. In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society. Therefore, the provisions of clause 4(xiii) of the Order are not applicable to the Company.
- xiv. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the order are not applicable to the Company.
- xv. The Company has given guarantees, for term loan and working capital facilities availed by its Subsidiary Companies viz. Piramal Glass USA Inc. and Piramal Glass Europe SARL. According to the information and explanation given to us we are of the opinion that the terms and conditions thereof are not prima facie prejudicial to the interest of the Company.
- xvi. According to the information and explanations given to us and to the best of our knowledge and belief, term loans availed by the Company were, prima facie, applied by the Company during the year for the purpose for which the loans were obtained, other than temporary deployment pending applications.
- xvii. According to the information and explanations given to us and on the overall examination of the Balance Sheet of the Company and Cash Flow Statement we report that no funds raised on short term basis have been used for long term investment of the Company.
- xviii. The Company has not made during the year any preferential allotment of shares to the parties and companies covered in the register maintained under section 301 of Companies Act, 1956.
- xix. The Company has not issued any debentures during the year and hence the clause relating to the creation of security or charge for debentures is not applicable to the Company.
- xx. The Company has not raised any money by public issue during the year.
- xxi. During the course of our examination of books of account and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to information and explanation given to us, we have neither come across any instance of material fraud on or by the Company, noticed or reported during the year, nor have been informed of such cases by the management.

For **HARIBHAKTI & CO.,**
 CHARTERED ACCOUNTANTS
 Firm Reg. No. 118013W

HITESH J. DESAI
 PARTNER
 M. No. 37569

Place: Mumbai
 Date: 15th May, 2014

Balance Sheet

as at March 31, 2014

	Note No.	As at March 31, 2014 ₹ in Millions		As at March 31, 2013 ₹ in Millions	
I. EQUITY AND LIABILITIES					
1. Shareholders' Funds					
(a) Share Capital	1	809.16		809.16	
(b) Reserves and Surplus	2	4,138.37	4,947.53	3985.11	4794.27
2. Non-current liabilities					
(a) Long-term borrowings	3	3,063.40		2,796.14	
(b) Deferred tax liabilities (Net)	4	252.40	3,315.80	172.74	2,968.88
3. Current liabilities					
(a) Short-term borrowings	5	5,076.13		4,866.14	
(b) Trade payables		1,224.45		1,055.16	
(c) Other current liabilities	6	1,080.13		861.21	
(d) Short-term provisions	7	981.12	8,361.83	864.10	7,646.61
			16,625.16		15,409.76
II. ASSETS					
1. Non-current assets					
(a) Fixed assets	8				
– Tangible assets		7,956.79		7,828.69	
– Intangible assets		11.07		13.47	
– Capital work-in-progress		26.41		100.26	
(b) Non-current investments	9	592.63		592.63	
(c) Long-term loans & advances	10	57.91		78.17	
(d) Other non-current assets		102.71	8,747.52	95.61	8,708.83
2. Current assets					
(a) Inventories	11	2,290.13		1,918.48	
(b) Trade receivables	12	3,996.84		3,607.41	
(c) Cash and cash equivalents	13	167.29		145.52	
(d) Short-term loans & advances	14	1,220.54		885.64	
(e) Other current assets	15	202.84	7,877.64	143.88	6,700.93
			16,625.16		15,409.76
Significant Accounting Policies and Notes are an integral part of financial statements.	23				

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

For Haribhakti & Co.,
Chartered Accountants
Firm Reg. No. 118013W

Hitesh J. Desai
Partner
M. No. 37569

Ajay G. Piramal

Chairman

Vijay Shah

Director

Sandeep Arora

Chief Financial Officer

Debashis Dey

Company Secretary

Mumbai, 15th May, 2014

Statement of Profit and Loss

for the year ended March 31, 2014

	Note No.	Year ended March 31, 2014 ₹ in Millions	Year ended March 31, 2013 ₹ in Millions
I. Revenue from Operations (Gross)	16	11,347.40	10,530.70
Less: Excise Duties		384.21	375.90
Revenue from Operations (Net)		10,963.19	10,154.80
II. Other Income	17	236.69	221.09
III. Total Revenue		11,199.88	10,375.89
IV. Expenses:			
Cost of Materials Consumed	18	2,863.52	2580.00
Purchases of Traded Goods		98.51	67.27
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	19	(359.34)	(448.50)
Employee Benefits Expense	20	1,344.58	1,241.08
Other Expenses	21	5,219.58	5,208.29
Total Expenses		9,166.85	8,648.14
V. Earnings before Interest, Depreciation & Tax		2,033.03	1,727.75
Finance Costs	22	696.34	731.04
Depreciation and Amortization Expense		946.46	933.97
VI. Profit Before Tax		390.23	62.74
VII. Tax Expense:			
Current Tax		62.64	42.93
MAT Credit Entitlement		(36.07)	(42.93)
Deferred Tax		115.73	14.30
VIII. Profit for the Period		247.93	48.44
IX. Earnings per Equity Share of ₹ 10/- each			
Basic / Diluted		3.06	0.60
Significant Accounting Policies and Notes are an integral part of financial statements.	23		

This is the Profit & Loss statement referred to in our report of even date.

For Haribhakti & Co.,
Chartered Accountants
Firm Reg. No. 118013W

Hitesh J. Desai
Partner
M. No. 37569

Ajay G. Piramal

Chairman

Vijay Shah

Director

Sandeep Arora

Chief Financial Officer

Debashis Dey

Company Secretary

Mumbai, 15th May, 2014

Cash Flow Statement

for the year ended March 31, 2014

	Year ended March 31, 2014 ₹ in Millions	Year ended March 31, 2013 ₹ in Millions
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	390.23	62.74
Adjustments for :		
Add/ (Less) :		
(Profit) / Loss on Sale of Fixed Assets	16.83	(1.14)
Depreciation	946.46	933.97
Interest Paid	696.34	731.04
Technical Fees	(49.15)	(109.00)
Dividend Income	(91.02)	(80.38)
Operating Profit Before Working Capital Charges	1,909.69	1,537.22
Adjustments for Changes in Working Capital :		
(Increase) / Decrease in Inventories	(371.65)	(525.27)
(Increase) / Decrease in Sundry Debtors	(417.81)	(476.44)
(Increase) / Decrease in Loans & Advances	(327.59)	213.47
(Increase)/Decrease in Other Current Assets / Non Current Assets	(66.05)	28.71
Increase / (Decrease) in Trade Payables & Other Liabilities	170.01	(61.85)
Increase / (Decrease) in Other Provisions	112.32	233.81
Cash Generated From Operations	1,008.93	949.65
Direct Tax Paid Less refund received	(45.00)	(48.90)
NET CASH FROM OPERATING ACTIVITIES – A	963.93	900.75
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets / WIP	(1,025.19)	(817.67)
Sale of Fixed Assets	10.05	13.27
Dividend Received	91.02	80.38
Technical Fees Received	77.53	22.09
NET CASH FROM INVESTING ACTIVITIES - B	(846.58)	(701.93)

Cash Flow Statement (Contd.)

for the year ended March 31, 2014

	Year ended March 31, 2014 ₹ in Millions	Year ended March 31, 2013 ₹ in Millions
C. CASH FLOW FROM FINANCING ACTIVITIES		
(Repayment) / Proceeds From Borrowings	647.40	891.68
Dividend & tax thereon	(94.38)	(326.98)
Interest Paid	(648.59)	(745.45)
NET CASH FROM FINANCING ACTIVITIES – C	(95.58)	(180.75)
Net Increase in Cash & Cash Equivalents (A+B+C)	21.77	18.06
Cash & Cash Equivalents as at 01-04-2013 (Opening Balance)	145.52	127.46
Cash & Cash Equivalents as at 31-03-2014 (Closing Balance)	167.29	145.52

Notes :

1. The above cash flow has been prepared under the Indirect Method as set out in the Accounting Standard - 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.
2. The previous year figures have been regrouped wherever necessary in order to confirm to this years' presentation.
3. Figures in brackets reflect cash outflows.

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

For Haribhakti & Co.,
Chartered Accountants
Firm Reg. No. 118013W

Hitesh J. Desai
Partner
M. No. 37569

Ajay G. Piramal

Chairman

Vijay Shah

Director

Sandeep Arora

Chief Financial Officer

Debashis Dey

Company Secretary

Mumbai, 15th May, 2014

Notes to Financial Statements

as on March 31, 2014

	As at March 31, 2014 ₹ in Millions	As at March 31, 2013 ₹ in Millions
1. SHARE CAPITAL		
AUTHORISED		
8,20,00,000 Equity Shares of ₹ 10/- each	820.00	820.00
ISSUED		
8,09,23,500 Equity Shares of ₹ 10/- each	809.24	809.24
SUBSCRIBED AND PAID UP		
8,09,15,986 Equity Shares of ₹ 10/- each (Previous year 8,09,15,986 Equity shares of ₹ 10/- each)	809.16	809.16
Notes:		
a. Reconciliation of shares outstanding at the beginning & at the end of Reporting Period:	Equity Shares in Nos.	Equity Shares in Nos.
Issued, Subscribed and paid up shares		
Opening Balance	80915986	80915986
Issued during the year	—	—
Closing Balance	80915986	80915986
b. Terms and Rights attached to equity shares:		
The company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets after discharging all liabilities of the Company, in proportion to their shareholding.		
	31st March 2014	31st March 2013
c. Details of shareholders holding more than 5% shares in the Company:		
PEL Management Services Pvt. Ltd - Trustee of The Shri Hari Trust.		
– No. of shares	56411924	56351424
– % Holding	69.72%	69.65%
d. At the time of the Company's Rights Issue of 62940500 equity shares of ₹ 10/- each for cash at a price of ₹ 30/- per share (including a share premium of ₹ 20/-) in 2009, entitlements relating to 488764 Rights shares were held in abeyance. Subsequently, during FY 2011-12, 481922 equity shares were allotted after obtaining approval of RBI & 672 equity shares stand cancelled after the denial of approval by RBI.		
Consequent to the above, total Rights entitlements held in abeyance stands reduced from 488764 shares to 6842 shares.		

Notes to Financial Statements (Contd.)

as on March 31, 2014

	As at March 31, 2014 ₹ in Millions	As at March 31, 2013 ₹ in Millions
2. RESERVES AND SURPLUS		
Capital Redemption Reserve	490.00	490.00
Securities Premium Reserve	2,316.64	2,316.64
General Reserves		
Opening Balance	206.69	205.48
Additions during the year	—	1.21
Closing Balance	206.69	206.69
Surplus in the Profit & Loss Statement		
Opening Balance	971.78	1,019.22
Profit for the Year	247.93	48.44
Profit Available for Appropriation and Allocations	1,219.71	1,067.66
Appropriation :		
Dividend on Equity Shares	80.92	80.92
Corporate Dividend Tax thereon	13.75	13.75
Transfer to General Reserve	—	1.21
Net Surplus in the Profit & Loss Statement	1,125.04	971.78
Total Reserves & Surplus	4,138.37	3,985.11
3. LONG TERM BORROWINGS		
Term Loans from banks		
Secured		
Rupee Term Loan from IndusInd Bank (Payable in 20 Qtr installment of ₹ 20 Million Each starting from Dec-09 to Sept -2014) (refer Note 1)	—	40.00
Rupee Term Loan from AXIS Bank (Payable in 12 Qtr installment of ₹ 41.67 Million each starting from June-2015 to Mar-18) (refer Note 1)	500.00	500.00
Rupee Term Loan from Kotak Mahindra Bank (Payable in 16 quarterly installment of ₹ 31.25 Million each starting from June -2015 to Mar-18) (refer Note 1)	500.00	—
Rupee Term Loan from Tata Capital Finance (Payable in 12 quarterly installment of ₹ 41.67 Million each starting from June -2015 to Mar-18) (refer Note 1)	500.00	—
ECB Loan – AXIS Bank (Payable in 12 Qtr installment of ₹ 45.26 Million each starting from Aug -13 to May -16) (refer Note 1)	249.67	407.33
ECB Loan - HSBC Bank (₹ 108.60 Million in three equal half yearly installments starting from Sep-14 and balance ₹ 135.80 Million payable on Mar-16 (Refer Note 1)	269.64	461.64
Axis Bank Buyers' Credit (Payable in FY 2014-15 ₹ 258.54 million) (Refer Note 2)	—	258.54
Rupee Term Loan from HDFC Bank (₹ 500.00 Million repayable in 3 equal annual installments from May 16 to May-18 & ₹ 500.00 Million repayable in 12 equal quarterly installments from Jan-15 to Oct-18)	958.33	1,000.00

Notes to Financial Statements (Contd.)

as on March 31, 2014

	As at March 31, 2014 ₹ in Millions	As at March 31, 2013 ₹ in Millions
3. LONG TERM BORROWINGS (Contd.)		
Deferred Payment Liabilities		
Sales Tax Deferment Loan (Unsecured Payable in 6 equal annual installments from 2011 to 2016)	85.76	128.63
Total	3,063.40	2,796.14
Notes:		
1. The Rupee Term Loan / ECB is secured by mortgage and pari pasu charge of immovable properties of the company, both present and future. They are further secured by hypothecation of all movables and movable machinery, machinery spares and accessories, stocks, both present and future, subject to prior charge created/to be created in favour of banks for securing the borrowing for cash credit from Bank Facilities and the charge on specific assets referred to in note no 2 below:		
2. Loans under Buyer's Credit are secured by an exclusive charge on the assets and equipments procured under the facility.		
4. DIFFERED TAX LIABILITY		
Deferred Tax Liability	747.05	712.78
Deferred Tax Assets (Refer Note No. 10 of Schedule 23)	(494.65)	(540.04)
Total	252.40	172.74
5. SHORT-TERM BORROWINGS		
Loans Repayable on Demand from banks		
Secured		
Cash Credit (Refer Note:1)	740.70	332.58
Short Term loan from Indostar Finance Company Limited (Refer Note 2)	—	500.00
Unsecured		
a. Packing Credit from:		
Corporation Bank	304.50	432.49
ANZ Bank	417.23	434.48
HSBC Bank	292.38	433.93
CITI Bank	—	135.77
Standard Chartered Bank	164.78	—
Kotak Mahindra Bank	22.88	—
b. Short Term loan from:		
CITI Bank	977.30	892.08
ANZ Bank	350.00	—
Central Bank of India	500.00	—
HSBC Bank	—	550.00
Kotak Mahindra Bank	550.00	—
YES Bank	—	400.00
DBS Bank	750.00	750.00
Deposits	6.37	4.81
Total	5,076.13	4,866.14
Notes:		
1. Cash Credit facilities are secured by Hypothecation of current assets namely, stocks, bills receivables and book debts and all other movables, both present and future, of the Company.		
2. The Short Term Loan from Indostar Finance Company Limited secured by mortgage and second charge of immovable properties of the Company, both present and future. It is further secured by second charge on all movables and movable machinery, machinery spares and accessories both present and future.		

Notes to Financial Statements (Contd.)

as on March 31, 2014

	As at March 31, 2014 ₹ in Millions	As at March 31, 2013 ₹ in Millions
6. OTHER CURRENT LIABILITIES		
Current maturities of long-term debt	796.16	626.01
Interest accrued but not due on borrowings	42.74	15.83
Interest accrued and due on borrowings	47.43	26.58
Unpaid dividends	7.67	7.39
Application money received for allotment of securities and due for refund	0.08	0.08
Other payables	186.05	185.32
Total	1,080.13	861.21
7. SHORT-TERM PROVISIONS		
Provision for employee benefits		
Leave Encashment	59.71	48.57
Leave Travel Assistance	9.52	7.18
	69.23	55.75
Others		
Proposed Dividend	80.92	80.92
Tax on Proposed Dividend	13.75	13.75
Provision for Tax	25.56	20.85
Provision for Other Liabilities	791.66	692.83
	911.89	808.34
Total	981.12	864.10

8. FIXED ASSETS

₹ in Million

Description	GROSS BLOCK					DEPRECIATION					NET BLOCK		
	As on 01.04.2013	Addi- tions	Deduc- tions	Other Adjustment	As on 31.03.2014	As on 01.04.2013	Addi- tions	Deduc- tions	Other Adjustment	As on 31.03.2014	As on 31.03.2014	As on 31.03.2013	
Tangible Assets													
Freehold Land	64.64	—	—	—	64.64	—	—	—	—	—	64.64	64.64	
Buildings	1,611.33	120.20	—	—	1,731.53	424.91	53.82	—	—	478.73	1,252.80	1,186.42	
Plant & Machinery	12,458.53	775.87	313.49	189.77	13,110.68	5,955.30	839.69	288.50	36.18	6,542.67	6,568.01	6,503.23	
Furniture & Fixtures	166.28	2.54	31.98	—	136.84	111.82	8.56	30.14	—	90.24	46.60	54.46	
Office Equipments	11.97	2.63	—	—	14.60	3.32	0.62	—	—	3.94	10.66	8.65	
Vehicles	19.45	4.94	0.12	—	24.27	8.16	2.11	0.08	—	10.19	14.08	11.29	
Total A	14,332.20	906.18	345.59	189.77	15,082.56	6,503.51	904.80	318.72	36.18	7,125.77	7,956.79	7,828.69	
Intangible Assets													
Software	107.16	3.08	—	—	110.24	93.69	5.48	—	—	99.17	11.07	13.47	
Total B	107.16	3.08	—	—	110.24	93.69	5.48	—	—	99.17	11.07	13.47	
Total (A+B)	14,439.36	909.26	345.59	189.77	15,192.80	6,597.20	910.28	318.72	36.18	7,224.94	7,967.86	7,842.16	
Previous Year	12,397.76	2,050.68	190.63	181.55	14,439.36	5,840.56	916.65	177.33	17.32	6,597.20			
Capital Work in Progress											26.41	100.26	
TOTAL											7,994.27	7,942.42	

Notes :

- 1) Gross Block is net of CENVAT credit availed on relevant assets
- 2) Borrowing cost capitalized ₹ Nil (Previous year ₹ 3.88 Million) during the year.
- 3) Exchange loss capitalized ₹ 189.77 Million (previous year ₹ 181.55 Million) during the year.

Notes to Financial Statements (Contd.)

as on March 31, 2014

	As at March 31, 2014 ₹ in Millions	As at March 31, 2013 ₹ in Millions
9. NON CURRENT INVESTMENTS		
Investment in Equity Shares		
Trade Investments		
Shares in Subsidiary Companies - Quoted	348.09	348.09
536,331,880 Ordinary Shares of SLR 1 each of Piramal Glass Ceylon PLC, Sri Lanka. Market Value of ₹ 784.12 Million (Previous Year ₹ 1406.80 Millions)		
Shares in Subsidiary Companies - Un-Quoted		
(i) 500,000 Ordinary Shares of USD 10 each of Piramal Glass - USA Inc.	227.61	227.61
(ii) 150,000 Ordinary Shares of GBP 1 each of Piramal Glass (UK) Ltd.	11.59	11.59
(iii) 50000 ordinary Shares of Euro 1 each of Piramal Glass Europe SARL	3.13	3.13
(iv) 25,000 Ordinary Shares of USD 1 each of Piramal Glass International Inc., USA	1.21	1.21
Other Investments		
Shares in Other Companies - Un-Quoted		
100,000 Ordinary Shares of ₹ 10 each of Enviro Infrastructure Co. Ltd.	1.00	1.00
	592.63	592.63
10. LONG-TERM LOANS AND ADVANCES		
Unsecured considered good		
Capital Advance	11.05	43.63
Security Deposits	9.70	10.04
Loans and Advances to Related Parties	37.16	24.50
Unsecured considered doubtful		
Loans and Advances to Related Parties	35.00	35.00
Less: Allowance for Bad & Doubtful Loan	(35.00)	(35.00)
Total	57.91	78.17
11. INVENTORIES		
Raw Materials & Packing Materials [Goods in transit ₹ 5.74 Millions (Previous year ₹ 14.68 million)]	218.38	263.86
Work-in-progress	29.39	25.96
Finished goods [Goods in transit ₹ 64.66 Millions (Previous year ₹ 66.34 Millions)]	2,005.37	1,739.20
Stock-in-trade	8.94	2.89
Stores and spares [Goods in transit ₹ 0.65 Millions (Previous year ₹ 4.34 Millions)]	361.89	304.10
Provision for Slow and Non moving Finished goods	(333.84)	(417.53)
Total	2,290.13	1,918.48

Note :

Raw materials, Stores & spares, and Packing Materials are valued at weighted average cost. Work in progress and finished goods are valued at lower of cost or net realizable value. Cost of work in progress and finished goods is determined by taking materials, labour cost and other appropriate allocable overheads. Excise Duty on goods manufactured by the company and are remaining in inventory is included as part of valuation of finished goods. Requisite provision has been made for slow and non moving finished goods.

Notes to Financial Statements (Contd.)

as on March 31, 2014

	As at March 31, 2014 ₹ in Millions	As at March 31, 2013 ₹ in Millions
12. TRADE RECEIVABLES		
Due over Six Months		
Unsecured – Considered good	776.69	609.84
– Considered doubtful	30.24	38.77
	<u>806.93</u>	<u>648.61</u>
Less: Provision for Bad debts	30.24	38.77
	<u>776.69</u>	<u>609.84</u>
Others		
Unsecured - Considered good	3,220.15	2,997.57
Total	<u>3,996.84</u>	<u>3,607.41</u>
13. CASH AND CASH EQUIVALENTS		
Balances with banks:		
Equity Dividend	7.67	7.39
Right Issue Refund Payable	0.08	0.08
Margin Money	1.34	1.34
Current Accounts	24.40	12.32
Cash on hand	0.73	0.78
Fixed Deposit with Bank	133.07	123.61
Total	<u>167.29</u>	<u>145.52</u>
14. SHORT-TERM LOANS AND ADVANCES		
Unsecured and considered good		
Advances recoverable in cash or in kind for value to be received		
– From Suppliers	43.19	55.37
– From Others	955.72	666.17
Advance Income Tax & TDS	176.17	139.18
Claims receivable	14.22	0.71
Prepaid expenses	31.24	24.21
Total	<u>1,220.54</u>	<u>885.64</u>
15. OTHER CURRENT ASSETS		
Balance with Excise Authorities	186.05	127.43
Other Deposits	16.79	16.45
Total	<u>202.84</u>	<u>143.88</u>

Notes to Financial Statements (Contd.)

as on March 31, 2014

	Year ended March 31, 2014 ₹ in Millions	Year ended March 31, 2013 ₹ in Millions
16. REVENUE FROM OPERATION		
Sale of Products		
Sale of Goods	11,067.92	10,233.78
Other Operating Revenues		
Power Generation (Wind mill)	5.52	9.09
Scrap Sales	63.23	68.52
Mould Recoveries	34.60	56.43
Transport recoveries	11.72	10.52
Sale of Export licenses	164.41	152.36
	11,347.40	10,530.70
Less : Excise Duty	384.21	375.90
Revenue From Operations (Net)	10,963.19	10,154.80
17. OTHER INCOME		
Interest Income	13.14	15.37
Dividend Income		
From Subsidiary	90.87	80.23
From Other	0.15	0.15
Technical Fees	49.15	109.00
Other Non-Operating Income(Net)		
Claims & Refunds	83.27	11.16
Credit Balance Written off	—	0.12
Miscellaneous Income	0.10	5.06
Total	236.69	221.09
18. COST OF MATERIAL CONSUMED		
Raw Materials Consumed		
Opening Stock	241.01	213.71
Add : Purchases	1,741.79	1,673.77
	1,982.80	1,887.48
Less : Closing Stock	194.67	241.01
Raw Materials Consumed	1,788.13	1646.47
Packing Materials Consumed	1,075.39	933.53
Total	2,863.52	2,580.00

Notes to Financial Statements (Contd.)

as on March 31, 2014

	Year ended March 31, 2014 ₹ in Millions	Year ended March 31, 2013 ₹ in Millions
Details of Raw Materials & Packing Materials Consumed:		
Quartz & Sand	412.43	405.00
Soda Ash	733.83	698.01
External Cullet (Broken Glass)	74.85	60.53
Borax	110.36	132.23
Lime Stone	52.31	55.84
Alumina Hydrate	96.26	84.42
Potassium Nitrate	48.03	44.47
Packing Materials	1,075.39	933.53
Others	260.06	165.97
Total	2,863.52	2,580.00
Details of Inventory of Raw Materials & Packing Materials:		
Quartz & Sand	30.51	31.10
Soda Ash	10.07	12.00
External Cullet (Broken Glass)	0.29	4.09
Borax	2.89	9.69
Lime Stone	4.11	5.41
Alumina Hydrate	6.92	3.39
Potassium Nitrate	2.31	1.21
Packing Materials	23.70	22.84
Others	113.86	174.13
Total	194.67	263.86
19. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Opening Stock		
Finished Goods	1,321.68	881.26
Work-in-Progress	25.96	16.70
Traded Goods	2.89	4.07
Closing Stock		
Finished Goods	1,671.54	1,321.68
Work-in-Progress	29.39	25.96
Traded Goods	8.94	2.89
Total	(359.34)	(448.50)
20. EMPLOYEE BENEFIT EXPENSES		
Salaries and Wages	1,249.53	1,159.50
Contribution to Provident and Other Funds	46.87	39.27
Staff Welfare Expenses	48.18	42.31
Total	1,344.58	1,241.08

Notes to Financial Statements (Contd.)

as on March 31, 2014

	Year ended March 31, 2014 ₹ in Millions	Year ended March 31, 2013 ₹ in Millions
21. OTHER EXPENSES		
Manufacturing Expenses		
Consumption of stores and spare parts	311.48	303.33
Power and fuel	2,683.82	2436.97
Repairs to :		
Building	9.60	6.67
Plant & Machinery	39.31	36.04
Others	27.05	28.43
Decoration Expenses	513.00	472.87
Excise Expenses	29.99	54.50
Total (a)	3,614.25	3,338.81
Administrative, Selling & Other Expenses		
Rent	55.51	40.66
Insurance	25.02	20.59
Rates and taxes	2.59	2.05
Bank Charges	25.62	27.45
Wind farm rent & maintenance	1.94	2.33
Donation	2.58	0.06
Communication Expenses	17.61	16.58
Travelling	44.90	39.29
Foreign Technical Fees	37.50	29.37
Legal & Professional Fees	37.35	40.88
Auditors Remuneration	1.40	1.40
Freight	948.69	869.80
Marketing Survey Fees	68.79	35.64
Commission on Sales	47.56	52.22
Sitting fees	0.80	1.06
Loss on Sale of Assets	16.82	1.84
Net Loss/(Gain) on foreign currency transaction and translation	(38.27)	388.75
Miscellaneous Expenses	308.92	299.50
Total (b)	1,605.33	1,869.47
Total (a + b)	5,219.58	5,208.28
22. FINANCE COST		
Interest Expense	735.90	642.84
Net Loss/(Gain) on Foreign Currency Transactions and Translation	(39.55)	88.20
Total	696.34	731.04

Notes to Financial Statements (Contd.)

as on March 31, 2014

23. SIGNIFICANT ACCOUNTING POLICIES & GENERAL NOTES

PART – A SIGNIFICANT ACCOUNTING POLICIES

1 ACCOUNTING ASSUMPTION

The financial statements are drawn up in accordance with the historical cost convention on accrual basis and comply with the accounting standards referred to in Sec 211 (3C) of the Companies Act, 1956.

2 FIXED ASSETS

All fixed assets are stated at cost of acquisition less accumulated depreciation and impairment loss, if any. Cost comprises the purchase price, material cost and any attributable/incidental cost incurred by the Company for bringing the asset to its working condition for its intended use. In the case of fixed assets acquired for new projects / expansions, finance cost on borrowing and other related expenses up to the date of commercial production incurred towards acquiring fixed assets are capitalized.

3. IMPAIRMENT

- A. The Company assesses at each balance sheet date whether there is any indication that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash-generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount. The reduction is treated as an impairment loss and is recognized in the Profit & Loss account.
- B. A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

4. DEPRECIATION

Depreciation on all fixed assets except moulds is provided on straight-line method at the rate specified in Schedule XIV of the Companies Act, 1956. Depreciation on additions / deletions is provided on pro-rata basis to the months of additions / deletions.

Moulds with predetermined useful life, are depreciated on the actual usage of the mould impression used for production during the reporting period. Depreciation on mould provided in the books is not less than depreciation if provided at the rates specified in the schedule XIV of the Companies Act, 1956.

5 INVESTMENTS

Investments are classified as long-term investments and are stated at cost. Diminution in value, if any, which is of a temporary nature, is not provided.

6 VALUATION OF INVENTORIES

Raw materials, Stores & spares, and Packing Materials are valued at weighted average cost. Work in progress and finished goods are valued at lower of cost or net realizable value. Cost of working in progress and finished goods is determined by taking materials, labour cost and other appropriate allocable overheads. Excise Duty on goods manufactured by the company and are remaining in inventory is included as part of valuation of finished goods.

7 REVENUE RECOGNITION

Sales are recognized, on invoicing and actual dispatch to customers and are recorded inclusive of Excise Duty and Sales Tax. Technical Services and Other Fees, Interest incomes are accounted on accrual basis. Insurance Claims are accounted on receipt basis. Dividend income is recognized when the right to receive dividend is established.

8 EXCISE DUTY

The Excise Duty in respect of Closing Inventory of Finished Goods is included as part of the Inventory. The amount of CENVAT Credit, in respect of Material consumed for Sales is deducted from Cost of Material Consumed.

9 FOREIGN CURRENCY TRANSACTION

The transactions in foreign currency are accounted at exchange rate prevailing on the date of transaction. Monetary items denominated in foreign currency outstanding at the year-end are translated at the year-end exchange rate and the unrealized exchange gain or loss is recognized in the profit and loss account.

Exchange difference (Realized / Unrealized) as on reporting date, arising on long term Foreign Currency Monetary Items so far as they relate to acquisition of depreciable asset, are added to or deducted from the cost of the asset. (This change in the accounting policy has been made during the financial year 2011-12 in exercise of the option given by the Government of India, Ministry of Corporate Affairs vide a Notification dated December 29, 2011, amending the Companies (Accounting Standards) Rules, 2006.) Prior to FY 2011-12 such exchange difference was charged to Profit and Loss account.

10 RETIREMENT BENEFITS

The Company's contributions in respect of Provident Fund are charged against revenue every year. Present Liability for future payment of Gratuity and unavailed leave benefits to the employees at the end of the year is provided on the basis of actuarial valuation and is charged to revenue.

Notes to Financial Statements (Contd.)

as on March 31, 2014

11 BORROWING COSTS

Borrowing costs are recognized as an expense in the period in which they are incurred, except to the extent where borrowing costs that are directly attributable to the acquisition, construction, or production of an asset till put for its intended use is capitalized as part of the cost of that asset.

12 A. Current Tax

Provisions for Current Income tax liability is made on estimated Taxable Income under Income Tax Act, 1961 after considering permissible tax exemptions, deductions and disallowances. This liability is calculated at the applicable tax rate or Minimum Alternate Tax rate under section 115JB of The Income Tax Act, 1961 as the case may be.

B. Deferred Tax

Deferred Tax liability ascertained as on 31st March 2002 resulting from timing differences between book profits and tax profits is accounted for under the liability method, at the tax rate specified under section 115JB of the Income Tax Act, 1961 to the extent that the timing differences are expected to crystallize. Deferred tax liability on timing difference arising subsequent to 31st March, 2002 is accounted at regular rate as enacted in the Income Tax Act, 1961.

13 PROVISION AND CONTINGENT LIABILITIES

The Company recognizes a provision when there is a present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, requires an outflow of resources. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made.

14. PROPOSED DIVIDEND

Dividend proposed by the Board of Directors is provided in the books of account, pending approval of the shareholders in Annual General Meeting.

15. MEASUREMENT OF EBIDTA.

As per the guidance note on revised schedule VI of the Companies Act 1956, issued by ICAI, the company has elected to present earnings before interest, tax, depreciation & amortization (EBIDTA) as a separate line item on the face of the statement of profit and loss. The company measures EBIDTA on the basis of profit/(loss) from continuing operations. In its measurements, the company does not include finance costs, depreciation and amortization expense and tax expense.

PART B – GENERAL NOTES FORMING PART OF FINANCIAL STATEMENTS

1. Contingent Liabilities and Commitments:

	As at March 31, 2014 (₹ in Million)	As at March 31, 2013 (₹ in Million)
Contingent Liabilities		
a) Disputed Liability		
– Central Excise authorities	10.30	10.67
– Sales Tax Authorities	—	—
– Income Tax	7.25	7.25
b) Counter Guarantees issued to others	400.82	422.38
– Counter guarantees given for working capital loan & overdraft facilities of US \$ 50.50 million (PY US \$ 50.50 million) granted to the wholly owned subsidiary in USA viz. Piramal Glass USA, Inc	2,996.00	2,715.50
– Counter guarantee given for insurance cover granted to the wholly owned subsidiary in USA viz. Piramal Glass USA, Inc	83.90	96.67
– Counter guarantees given for working capital loan of EURO 16.50 (PY EURO 16.50) millions granted to the wholly owned subsidiary in Europe viz. Piramal Glass Europe SARL	68.30	80.00
c) The Company has provided Corporate Guarantees and/or has given pari passu charge on the entire fixed assets (movable & immoveable) both present & future (except assets having exclusive charge) of the Company situated at Jambusar & Kosamba, for Term Loans aggregating to US \$ 20 million granted to the wholly owned subsidiary in USA viz. Piramal Glass USA, Inc.	1198.40	1,086.20
Commitments		
Estimated amount of contracts remaining to be executed on Capital account (Net of advances)	45.66	150.24

Notes to Financial Statements (Contd.)

as on March 31, 2014

2. The aggregate amount of Investments, Loans and other outstanding balances with Subsidiaries of the Company is as follows:

	As at March 31, 2014 (₹ in Million)	As at March 31, 2013 (₹ in Million)
Investment in Equity Shares		
– Piramal Glass Ceylon PLC	348.09	348.09
– Piramal Glass USA Inc.	227.61	227.61
– Piramal Glass International Inc.	1.21	1.21
– Piramal Glass (UK) Ltd.	11.59	11.59
– Piramal Glass Europe SARL.	3.13	3.13
Amount recoverable (Subsidiaries)		
– Piramal Glass Ceylon PLC		
– Debtors	12.70	38.36
– Technical Fees & Others	173.22	201.07
– Piramal Glass USA Inc.		
– Debtors	287.69	227.85
– Other for Expenses	1.21	7.27
– Piramal Glass International Inc.		
– Debtors	169.56	251.87
– Other for Expenses	22.23	0.70
– Piramal Glass (UK) Ltd.		
– Debtors	5.32	24.64
– Loan (maximum amount outstanding ₹ 72.16 millions, PY ₹ 59.50 millions)	72.16	59.50
– Piramal Glass Europe SARL		
– Debtors	246.18	198.00
– Other for Expenses	19.50	3.13

3. The Company had received a proposal dated February 07, 2014 from Sri Hari Trust acting through its Corporate Trustee - PEL Management Services Private Limited, being member of the promoter group, of the Company, to acquire the entire fully paid-up equity shares of the Company held by public shareholders and for consequential Voluntary Delisting of the equity shares of the Company from all the stock exchanges where such shares are presently listed i.e. BSE Limited and National Stock Exchange of India Limited. The Board of Directors also approved the delisting proposal at its meeting held dated 10th February 2014.

Further, the Company has obtained requisite majority from the public shareholders through postal ballot and passed the special resolution for making the final application for delisting of its shares to the said stock exchanges as per regulation 8 (1) (d) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

4. Debtors, Loans and advances includes ₹ 1025.08 millions (previous year ₹ 1,024.79 millions) are due from companies, where Directors of the company are interested as Director.
5. a. In view of brought forward unabsorbed depreciation, the Company is liable to pay tax under section 115JB of the Income Tax Act, 1961 which has been provided for. The tax paid under section 115JB of the Income Tax Act, 1961, in excess of regular tax payable under the provision of the Income Tax Act, 1961 has been accounted for as MAT Credit Entitlement.
- b. Income tax assessment has been completed up to financial year 09-10 relevant to AY 10-11. Appeal is pending before Appellate Authorities for several additions and/or disallowances made in various earlier years. The management does not expect any additional liability, and adjustment entries, if any, will be passed on finalization of assessments.
6. The Company's operations relate only to container glass packaging in the domestic as well as export market and accordingly, primary segment reporting disclosures for business segments, as envisaged in Accounting Standard 17 on 'Segment Reporting' (AS 17) issued by The Institute of Chartered Accountants of India, is not applicable.

The Company's operations relating to secondary segment reporting has been confined to sales in India and exports outside India.

Fixed assets used in the company's business and liabilities contracted in respect of its manufacturing facilities are not identifiable in line with the following reportable segments as the fixed assets and liabilities contracted are used interchangeably between the segments. Accordingly, only figures for debtors have been given.

Notes to Financial Statements (Contd.)

as on March 31, 2014

Secondary segment reporting:

(₹ in Millions)

Particulars	Year Ended 31.03.14			Year Ended 31.03.13		
	Domestic	Export	Total	Domestic	Export	Total
Revenue by Geographical Segment						
Gross Sales (Net of returns)	3,641.75	7,426.17	11,067.92	3,459.85	6,773.93	10,233.78
Current Assets, Loans & Advances						
Sundry Debtors (Net of Provisions)	1,746.39	2,250.45	3,996.84	1,246.64	2,360.77	3,607.41

7. As required by Accounting Standard – AS 18 “Related Parties Disclosure” issued by The Institute of Chartered Accountants of India are as follows:

A. List of Related Parties with whom transactions have taken place during the year:

a. Subsidiary Company

- | | |
|--|---|
| – Piramal Glass Ceylon Plc., Sri Lanka | – Piramal Glass International Inc., USA |
| – Piramal Glass UK Ltd., UK | – Piramal Glass USA Inc., USA |
| – Piramal Glass Flat River LLC., USA | – Piramal Glass Williamstown LLC., USA |
| – Piramal Glass Europe SARL, France | |

b. Associated Companies

- Piramal Enterprises Limited
- Piramal Corporate Services Limited
- Piramal Realty Private Limited.

c. Key Management Personnel

- | | |
|---------------------|-----------------------------------|
| – Mr. Ajay Piramal | Chairman |
| – Dr. Swati Piramal | Director |
| – Mr. Vijay Shah | Director |
| – Mr. Sandeep Arora | Manager & Chief Financial Officer |

B. Summary of the transactions with related parties is as follows:

(₹ in Million)

Particulars	Subsidiaries		Associates		Key Management Personnel		Total	
	Year ended 31-03-14	Year ended 31-03-13	Year ended 31-03-14	Year ended 31-03-13	Year ended 31-03-14	Year ended 31-03-13	Year ended 31-03-14	Year ended 31-03-13
Purchase of goods / service/assets	5.13	—	7.70	7.70	—	—	12.83	7.70
Sale of goods	1,735.31	1,745.78	51.10	64.00	—	—	1,786.41	1,809.78
Reimbursement of exp. Recd.	63.79	55.11	0.97	1.80	—	—	64.75	56.91
Reimbursement of exp. Paid	39.24	13.58	22.28	1.31	—	—	61.52	14.89
Technical Fees & Other Exp. Recd	49.15	109.00	—	—	—	—	49.15	109.00
Dividend received	90.87	80.23	—	—	—	—	90.87	80.23
Marketing Fees Paid	68.79	35.64	—	—	—	—	68.79	35.64
Loan	—	334.69	—	—	—	—	—	334.69
Remuneration	—	—	—	—	9.11	9.03	9.11	9.03
Corporate Service Charges	—	—	5.00	5.00	—	—	5.00	5.00
Outstanding payable	56.58	25.28	—	—	—	—	56.58	25.28
Outstanding receivable	1,009.79	1,012.38	15.28	12.41	—	—	1,025.08	1,024.79

Note : The above information has been determined to the extent such parties have been identified on the basis of information provided by the Company and approved by the Board of Directors of the Company, which has been relied upon by the Auditors.

8. The company's leasing arrangement (Operating) is only in respect of vehicles & Office Equipments. The aggregate lease rentals payable on these leasing arrangements are charged as lease rentals under “other expenses” in schedule-16. These leasing arrangements are for a period not exceeding five years and are in most cases renewable by mutual consent on mutually agreeable terms.

Notes to Financial Statements (Contd.)

as on March 31, 2014

The future lease rent payable in respect of vehicle on lease is:

- (i) not later than 1 year – ₹ 2.37 millions (Previous year ₹ 3.05 millions), and
- (ii) later than 1 year but less than 5 years - ₹ 1.12 millions (Previous year ₹ 2.58 millions).

The future lease rent payable in respect of office building on lease is:

- (i) not later than 1 year – ₹ 3.61 millions (Previous year 3.78), and
- (ii) later than 1 year but less than 5 years - ₹ 9.77 millions (Previous year 15.03).

The future lease rent payable in respect of office Equipment on lease is:

- (i) not later than 1 year – ₹ 6.29 millions (Previous year 5.66), and
- (ii) later than 1 year but less than 5 years - ₹ 4.40 millions (Previous year 8.03).

9. As required by Accounting Standard 20 issued by the Institute of Chartered Accountants of India, the Earning Per Share (EPS) is calculated by dividing the profit attributable to the equity share holders by the average number of equity shares outstanding during the year and is ascertained as follows:

Profit available to equity shareholders

Particulars		Year ended March 31, 2014	Year ended March 31, 2013
Profit / Loss available to equity shareholders	₹ in Millions	247.93	48.44
Weighted average no. of equity share for Basic EPS	Nos.	80915986	80915986
Nominal value of equity shares	₹	10	10
Earning Per Share of ₹10/- each (Basic/Diluted)	₹	3.06	0.60

The diluted EPS has been calculated without considering the shares in abeyance. (Refer note no 1 on share Capital)

10. During the Financial Year 2001-02 provision for deferred tax as required by Accounting Standard – 22 issued by the Institute of Chartered Accountants of India (ICAI) was determined and provided in accounts by considering the “enacted rate” of tax at the MAT rate u/s 115JB of the Income-tax Act, 1961, which was the applicable rate to the company for that year. Subsequently, in December 2002, ICAI issued an Accounting Standard Interpretation clarifying that the tax effect to be recognized under Accounting Standard – 22 should be measured using regular tax rate and not MAT rate. Subsequently the liability has been provided at regular tax rate as enacted in the Income Tax Act, 1961.

(₹ in Million)

	As of 31 st March 2013 ₹ In Million	For the year	As of 31 st March 2014 ₹ In Million
Deferred Tax Liability			
Excess of net block over WDV as per the provisions of the Income Tax Act 1961	712.78	34.27	747.05
Total	712.78	34.27	747.05
Deferred Tax Assets			
Unabsorbed Depreciation	60.38	(60.38)	—
Provision for gratuity & leave encashment	8.70	(0.07)	8.63
Provision for Doubtful Debts	12.58	(2.32)	10.26
Disallowance u/s 43B	6.25	3.00	9.25
Provision for non-moving inventory	135.48	(21.69)	113.79
MAT Credit u/s 115JB	316.65	36.07	352.72
Total	540.04	(45.39)	494.65
Net Deferred Tax Liability / (Asset)	172.74	79.66	252.40

Notes to Financial Statements (Contd.)

as on March 31, 2014

11. The Actuarial Valuation of Liability arising on account of retirement benefits has been carried out by experts in accordance with parameters suggested under Revised Accounting Standard 15. The necessary disclosures as regards liability arising on Actuary Valuation, Fair value of assets and Assumptions made by the experts while determining the liability are given here under:

₹ in Million

		As at 31 st March 2014	As at 31 st March 2013
(i)	Present value of the funded defined benefit obligation at the end of the period	(110.19)	(100.68)
	Fair value of plan assets	129.51	118.42
	Net Liability / (Assets)	(19.31)	(17.74)
(ii)	The amounts recognized in salary, wages and employee benefits in the Profit and Loss account as follows in respect of gratuity:		
	Current service cost	8.33	7.37
	Interest Cost	8.05	8.39
	Expected return on plan assets	(10.30)	(8.50)
	Net Actuarial (gain) / loss recognised during the period	(7.66)	(14.82)
	Net Cost	—	—
	Net charge to Profit and Loss account	(1.57)	(7.56)
(iii)	Actual return on plan assets		
	Expected return on plan assets	10.30	8.50
	Actuarial gain / (loss) on plan assets	8.27	10.28
	Actual return on plan assets	18.57	18.78
(iv)	Reconciliation of present value of the obligation and the fair value of the plan assets:		
	Opening defined benefit obligation as on 1st April, 2014	100.68	98.71
	Current service cost	8.33	7.37
	Benefit paid in the normal course	(7.48)	(9.25)
	Interest cost	8.05	8.39
	Actuarial (gain) / loss	0.61	(4.54)
	Closing defined benefit obligation as on 31st March, 2014	110.19	100.68
(v)	Change in fair value of the plan assets		
	Opening fair value of the plan assets	118.42	98.89
	Benefit paid in the normal course	(7.48)	(9.25)
	Expected return on plan assets	10.30	8.50
	Actuarial (gain) / loss	8.27	10.28
	Contributions by the employer	—	10.00
	Closing fair value of the plan assets	129.51	118.42
(vi)	Experience Adjustments		
	Defined benefit obligation	98.71	98.71
	Plan assets	98.71	98.71
	Surplus / (Deficit)	—	—
	Experience adjustment on plan liabilities	14.07	(8.41)
	Experience adjustment on plan assets	8.27	10.28
(vii)	Investment details of plan assets		
	Government of India Securities	0%	0%
	Corporate Bonds	0%	0%
	Insurer Managed Fund	100%	100%
	Total	100%	100%

Notes to Financial Statements (Contd.)

as on March 31, 2014

₹ in Million

		As at 31 st March 2014	As at 31 st March 2013
(viii)	There are no amounts included in the fair value of plan assets for:		
	i) Company's own financial instrument	—	—
	ii) Property occupied by or other assets used by the Company The overall expected rate of return on assets is determined based on the market prices prevailing on that date, applicable to the period over which the obligation is to be settled.	—	—
(ix)	Principal actuarial assumptions at the Balance Sheet date (31st March, 2014)		
	Discount rate	8.00%	8.50%
	Estimated rate of return on plan assets	8.70%	8.60%
	The estimates of future salary increases are considered taking into account inflation, seniority, promotion and other relevant factors.	5.00%	5.00%
	Attrition Rate	2.00%	2.00%
	Mortality Table	LIC (1994-96) Ultimate	

12. A) Total amount due to Small Scale Industrial Undertakings is ₹ 8.04 millions. The names of the Small Scale Industrial Undertakings to whom the company owes a sum exceeding ₹ 1 Lakh and which is outstanding for more than 30* days are

(₹ in Million)

Name of Creditor / Supplier	As at 31 st March 2014	As at 31 st March 2013
Intercer Engineering Works	0.23	0.40
Solar Enterprise	1.33	2.55
Dattashish Enterprise	0.28	0.16
G S Minerals	0.12	0.42
Tashkent Oil co. Pvt Ltd	0.62	—
Foremost Minerals	0.20	0.82
Anmol Cast Industries	—	1.22
Ganesh Engineering Co.	0.38	0.62
Intellicon Pvt Ltd	0.28	0.14
Hitech Engineers	0.67	1.05
Nirmal Glasstech Industries Ltd	0.71	0.66
TOTAL	4.83	8.04

* As per the terms of contract, the credit period is generally up to 60 days.

Note: The above information regarding small scale industrial undertakings have been determined to the extent such parties has been identified on the basis of information available with the company. This has been relied upon by the Auditors.

- B) The company has not received any intimation from 'suppliers' regarding their status under the Micro Small and Medium Enterprises Development Act, 2006 and hence disclosures, if any, relating to amount unpaid as at the year end together with interest paid/payable as required under the said Act have not been furnished.
13. There are no amounts due and outstanding to be credited to Investor Education and Protection fund.

Notes to Financial Statements (Contd.)

as on March 31, 2014

14. Miscellaneous Expense includes payment to Auditors as:

(₹ in Million)		
Particulars	2013-2014	2012-2013
for Taxation Matters	0.30	0.25
for Other Services	0.53	0.28
for Reimbursement of Expenses	0.40	0.40
	1.23	0.93

15. Additional Information

(₹ in Million)		
Particulars	Year ended March 31, 2014	Year ended March 31, 2013
a) Amounts set aside / proposed to be set aside to reserves	—	—
b) Amounts set aside to provisions to meet specific liabilities, contingencies and commitments		
– Provision for export commission	26.89	32.38
– Provision for leave encashment	20.73	18.55
– Provision for employee benefits	18.70	45.51
– Provision for bad stock	—	15.19
c) The amount remitted during the year in foreign currencies on account of dividends.		
– Financial year to which dividend pertains	2012-13	2011-12
– Number of shareholders	156	153
– Total Number of shares held	1361916	1361871
– Dividend Amount Remitted	13,61,916/-	47,66,548/-
	Year ended March 31, 2014	Year ended March 31, 2013
d) Value of imports on CIF Basis		
– Raw Materials	288.56	661.84
– Capital Goods & Spares	334.26	315.39
e) Expenditure in Foreign Currency (On mercantile basis)		
– Foreign Travelling	12.29	8.53
– Technical Fees & Consultancy Fees	32.18	27.38
– Exports Promotional Expenses	4.02	56.93
– Marketing Survey Fees for USA	68.78	35.64
– Decoration, Resorting, Repacking & Warehousing Expenses	41.10	20.30
– Legal & Professional Exp.	0.73	1.55
– Bank Charges	3.88	4.21
– Salary – Foreign Staff	4.13	—
– Commission	42.37	—
– Other Office Expenses	2.68	9.45
f) Earnings in Foreign Exchange		
– Export of goods calculated on FOB basis	6,026.14	5,542.58
– Technical Fees	49.15	109.00
– Dividend received from Piramal Glass Ceylon PLC	90.87	80.23

Notes to Financial Statements (Contd.)

as on March 31, 2014

	Year ended March 31, 2014	%	Year ended March 31, 2013	%
g. Breakup of Imported and Indigenous Raw Materials, Spare parts and Components consumed				
Raw Material Consumption				
Imported	442.65	24.76%	529.94	32.19%
Indigenous	1,345.48	75.24%	1,116.53	67.81%
Total	1,788.13	100.00%	1,646.47	100.00%
Spare Parts and Components Consumption				
Imported	34.99	11.23%	35.06	11.56 %
Indigenous	276.49	88.77%	268.27	88.44%
Total	311.48	100.00%	303.33	100.00 %

16. Figures of Previous year have been regrouped wherever necessary for comparative purposes.

Significant accounting policies and General Notes form integral part of these financial statements.

For Haribhakti & Co.,
Chartered Accountants
Firm Reg. No. 118013W

Hitesh J. Desai
Partner
M. No. 37569

Ajay G. Piramal Chairman

Vijay Shah Director

Sandeep Arora Chief Financial Officer

Debashis Dey Company Secretary

Mumbai, 15th May, 2014

**STATEMENT PURSUANT TO GENERAL EXEMPTION GRANTED BY THE MINISTRY OF CORPORATE AFFAIRS
U/S. 212 (8) OF THE COMPANIES ACT, 1956**

The Indian rupee equivalents of the figures given in foreign currencies in the accounts of the subsidiary companies, have been given based on the exchange rates as on March 31, 2014 .

Name of the Subsidiary Company	Piramal Glass Ceylon Plc 31.03.2014 (₹ in Million)	Piramal Glass International Inc. 31.03.2014 (₹ in Million)	Piramal Glass USA Inc. 31.03.2014 (₹ in Million)	Piramal Glass Flat River LLC 31.03.2014 (₹ in Million)	Piramal Glass Williamstown LLC 31.03.2014 (₹ in Million)	Piramal Glass (UK) Ltd. 31.03.2014 (₹ in Million)	Piramal Glass (Europe) Ltd. 31.03.2014 (₹ in Million)
1 Capital	611.10	1.08	226.00	156.38	103.03	11.59	3.13
2 Reserves	1,016.58	12.96	(1,792.77)	89.57	55.79	(49.22)	32.17
3 Total Assets	3,023.95	302.44	3,321.67	245.95	158.82	36.79	413.37
4 Total Liabilities	1,396.27	288.39	4,888.44	—	—	74.42	378.06
5 Details of Investment							
DFCC Bank Deposit	—	—	—	—	—	—	—
6 Turnover (Net)	2,424.22	54.85	5,169.57	—	—	55.89	705.05
7 Profit before taxation	390.71	2.61	5.31	5.10	1.63	8.70	(22.39)
8 Provision for taxation	(2.54)	0.55	2.61	—	—	0.00	(7.54)
9 Profit after taxation	388.18	2.06	2.70	5.10	1.63	8.70	(14.85)
10 Proposed/ Interim Dividend	—	—	—	—	—	—	—
11 Exchange Rate used	0.4586	59.92	59.92	59.92	59.92	99.60	82.26
12 Local Currency	SLR	US \$	US \$	US \$	US \$	GBP	Euro

Auditors' Report

to the Members of Piramal Glass Limited

To,
The Board of Directors,
Piramal Glass Ltd.
Mumbai.

We have audited the accompanying Consolidated Financial Statements of **PIRAMAL GLASS LIMITED** ("the Company") and its subsidiaries, which comprise the consolidated Balance Sheet as at **March 31, 2014**, and the consolidated Statement of Profit and Loss and the consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

Management is responsible for the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with accounting principles generally accepted in India. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and presentation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

We did not audit the financial statements of the Subsidiaries; viz., Piramal Glass Ceylon Plc, Sri Lanka, Piramal Glass International Inc., USA, Piramal Glass USA Inc., Piramal Glass Flat River LLC, and Piramal Glass Williamstown LLC., Piramal Glass (UK) Ltd and Piramal Glass Europe SARL; whose financial statements reflect the Group share of total assets of ₹ 7,231.55 millions as at March 31, 2014 and Group share of total revenues of ₹ 8,292.62 millions for the period ended on that date as considered in the consolidated financial statements.

These financial statements and other information of the subsidiaries have been audited up to 31st March 2014, by other auditors, whose reports have been furnished to us and our opinion, insofar as it relates to the amounts included in respect of the Subsidiaries, is based solely on the report of the other auditors.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the consolidated financial statements give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Consolidated Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) in the case of the Consolidated Profit and Loss Account, of the 'profit' for the year ended on that date; and
- (c) in the case of the Consolidated Cash Flow Statement, of the cash flows for the year ended on that date.

HARIBHAKTI & CO.,
CHARTERED ACCOUNTANTS
Firm Reg. No. 118013W

HITESH J. DESAI
PARTNER
M.No. 37569

Place: Mumbai
Date : 15th May 2014

Balance Sheet

as on March 31, 2014

	Note No.	As at March 31, 2014 ₹ in Millions		As at March 31, 2013 ₹ in Millions	
I. EQUITY AND LIABILITIES					
1. Shareholders' Funds					
a. Share Capital	1	809.16		809.16	
b. Reserves and surplus	2	2,968.93	3,778.09	2,858.46	3,667.62
2. Minority Interest					
a. Capital		173.27		173.27	
b. Reserves		528.27	701.54	498.32	671.59
3. Non-current liabilities					
a. Long-term borrowings	3	4,874.87		5,183.72	
b. Deferred tax liabilities (Net)	4	274.31		180.90	
c. Long-term provisions	5	54.55	5,203.73	49.11	5,413.73
4. Current liabilities					
(a) Short-term borrowings	6	7,305.61		5,432.43	
(b) Trade payables		1,497.98		1,303.38	
(c) Other current liabilities	7	2,155.29		2,810.03	
(d) Short-term provisions	8	1,392.18	12,351.06	1,224.08	10,769.92
Total			22,034.42		20,522.86
II. ASSETS					
1. Non-current assets					
(a) Fixed assets	9				
– Tangible assets		10,883.97		10,879.37	
– Intangible assets		11.07		13.47	
– Capital work-in-progress		37.69		101.74	
(b) Non-current investments	10	1.12		1.12	
(c) Long-term loans & advances	11	36.67		83.92	
(d) Other non-current assets		102.71	11,073.23	95.61	11,175.23
2. Current assets					
(a) Inventories	12	4,458.98		3,766.92	
(b) Trade receivables	13	4,407.14		3,945.35	
(c) Cash and cash equivalents	14	522.19		500.71	
(d) Short-term loans & advances	15	1,337.70		970.47	
(e) Other current assets	16	235.18	10,961.19	164.18	9,347.63
Total			22,034.42		20,522.86
Significant Accounting Policies and Notes are integral part of financial statements.	24				

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

For Haribhakti & Co.,
Chartered Accountants
Firm Reg. No. 118013W

Hitesh J. Desai
Partner
M. No. 37569

Ajay G. Piramal

Chairman

Vijay Shah

Director

Sandeep Arora

Chief Financial Officer

Debashis Dey

Company Secretary

Mumbai, 15th May, 2014

Consolidated Profit and Loss Statement

for the year ended March 31, 2014

Particulars	Note No.	Year ended March 31, 2014 ₹ in Millions	Year ended March 31, 2013 ₹ in Millions
I. Revenue from Operations (Gross)	17	18,301.03	16,798.54
Less: Excise Duties		384.21	375.90
Revenue from Operations (Net)		17,916.82	16,422.64
II. Other Income	18	407.53	36.54
III. Total Revenue		18,324.35	16,459.18
IV. Expenses:			
Cost of Materials Consumed	19	4153.06	3,708.94
Purchases of Stock-in-Trade		98.51	67.27
Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	20	(323.83)	(444.75)
Employee Benefits Expense	21	3,655.56	3,241.84
Other Expenses	22	7,592.85	7,125.92
Total Expenses		15,176.15	13,699.22
V. Earnings before Interest, Depreciation & Tax		3,148.20	2759.96
Finance Costs	23	1,037.29	1,043.18
Depreciation and Amortization Expense		1,411.94	1,313.68
VI. Profit before tax		698.97	403.10
VII. Tax Expense			
(1) Current Tax		60.85	74.65
(2) MAT Credit		(36.07)	(42.93)
(3) Deferred Tax		115.73	13.68
VIII Profit before Minority interest		558.46	357.70
Minority Interest		(182.86)	(141.07)
Profit for the Year		375.60	216.63
IX Earnings per Equity Share:			
Basic / Diluted		4.64	2.68
Significant Accounting Policies and Notes are integral part of financial statements.	24		

The accompanying notes are integral part of the financial statements.
This is the Profit & Loss Account referred to in our report of even date.

For Haribhakti & Co.,
Chartered Accountants
Firm Reg. No. 118013W

Hitesh J. Desai
Partner
M. No. 37569

Ajay G. Piramal

Chairman

Vijay Shah

Director

Sandeep Arora

Chief Financial Officer

Debashis Dey

Company Secretary

Mumbai, 15th May, 2014

Consolidated Cash Flow

for the year ended March 31, 2014

	Year ended March 31, 2014 ₹ in Millions	Year ended March 31, 2013 ₹ in Millions
A. CASH FLOW FROM OPERATING ACTIVITIES		
Profit before Tax	698.97	403.10
Adjustments for:		
Add / (Less):		
(Profit)/ Loss on Sale of Fixed Assets	16.82	1.10
(Profit)/ Loss on Sale of land	(302.96)	—
Depreciation	1,411.94	1,313.68
Dividend from Investment in unquoted Shares	(0.23)	(0.21)
Interest Paid	1,037.29	1,043.18
Operating Profit Before Working Capital Charges	2,861.83	2,760.85
Adjustments for Changes in Working Capital:		
(Increase)/ Decrease in Inventories	(692.07)	(748.75)
(Increase)/ Decrease in Trade Receivables	(461.78)	(830.78)
(Increase)/ Decrease in Long Term Loans & Advances	47.26	221.38
(Increase)/ Decrease in Other Non Current Assets	(7.10)	42.39
(Increase)/ Decrease in Short Term Loans & Advances	(366.08)	(323.80)
(Increase)/ Decrease in Other Current Assets	(71.00)	63.74
Increase/ (Decrease) in Trade Payables & Other Liabilities	158.32	(294.01)
Increase/ (Decrease) in Non Current Liabilities & Provisions	195.72	284.82
Cash Generated from Operations	1,665.10	1,175.84
Direct Taxes Paid Less refund received	(70.43)	(48.89)
NET CASH FROM OPERATING ACTIVITIES - A	1,594.67	1,126.95
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets/ WIP	(1,348.14)	(985.63)
Sale of Fixed Assets	619.09	12.23
NET CASH FROM INVESTING ACTIVITIES - B	(729.05)	(973.40)

Consolidated Cash Flow (Contd.)

for the year ended March 31, 2014

	Year ended March 31, 2014 ₹ in Millions	Year ended March 31, 2013 ₹ in Millions
C. CASH FLOW FROM FINANCING ACTIVITIES		
(Repayment)/ Proceeds from Long Term Borrowings	(976.90)	3,822.71
(Repayment)/ Proceeds from Short Term Borrowings	1,873.18	(1,876.08)
Dividend from Investment in unquoted Shares	0.23	0.21
Equity Dividend and tax there on	(164.67)	(323.01)
Interest Paid	(990.73)	(1,055.55)
NET CASH FROM FINANCING ACTIVITIES - C	(258.89)	568.28
Net Increase / (Decrease) in Cash & Cash equivalents (A+B+C)	606.73	721.83
Increase/(Decrease) in Cash Flow on account of Exchange Fluctuation	(585.25)	(529.61)
Cash & Cash Equivalents as at 01.04.2013 (Opening Balance)	500.71	308.49
Cash & Cash Equivalents as at 31.03.2014 (Closing Balance)	522.19	500.71

Notes :

1. The above cash flow has been prepared under the Indirect Method as set out in the Accounting Standard - 3 on Cash Flow Statements issued by the Institute of Chartered Accountants of India.
2. The previous year figures have been regrouped wherever necessary in order to confirm to this years presentation.
3. Figures in brackets reflect cash outflows.

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

For Haribhakti & Co.,
Chartered Accountants
Firm Reg. No. 118013W

Hitesh J. Desai
Partner
M. No. 37569

Ajay G. Piramal

Chairman

Vijay Shah

Director

Sandeep Arora

Chief Financial Officer

Debashis Dey

Company Secretary

Mumbai, 15th May, 2014

Notes to Consolidated Financial Statements

as on March 31, 2014

	As at March 31, 2014 ₹ in Millions	As at March 31, 2013 ₹ in Millions
1. SHARE CAPITAL		
Authorized		
8,20,00,000 Equity Shares of ₹ 10/- each	820.00	820.00
Issued		
8,09,23,500 Equity Shares of ₹ 10/- each	809.24	809.24
Subscribed and Paid Up		
8,09,15,986 Equity Shares of ₹ 10/- each (Previous year 8,09,15,986 Equity shares of ₹ 10/- each)	<u>809.16</u>	<u>809.16</u>
Notes:		
a. Reconciliation of shares outstanding at the beginning & at the end of Reporting Period:	Equity Shares in Nos.	Equity Shares in Nos.
Issued, Subscribed and paid up shares		
Opening Balance	80915986	80915986
Issued during the year	—	—
Closing Balance	80915986	80915986
b. Terms and Rights attached to equity shares: The company has one class of equity shares having a par value of ₹ 10 per share. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets after discharging all liabilities of the Company, in proportion to their shareholding.		
	31st March 2014	31st March 2013
c. Details of shareholders holding more than 5% shares in the Company:		
PEL Management Services Pvt. Ltd - Trustee of The Shri Hari Trust		
– No. of shares	56411924	56351424
– % Holding	69.72%	69.65%
d. At the time of the Company's Rights Issue of 62940500 equity shares of ₹ 10/- each for cash at a price of ₹ 30/- per share (including a share premium of ₹ 20/-) in 2009, entitlements relating to 488764 Rights shares were held in abeyance. Subsequently, during FY 2011-12, 481922 equity shares were allotted after obtaining approval of RBI & 672 equity shares stand cancelled after the denial of approval by RBI. Consequent to the above, total Rights entitlements held in abeyance stands reduced from 4,88,764 shares to 6,842 shares.		

Notes to Consolidated Financial Statements (Contd.)

as on March 31, 2014

	As at March 31, 2014 ₹ in Millions	As at March 31, 2013 ₹ in Millions
2. RESERVES AND SURPLUS		
Capital Redemption Reserve	490.00	490.00
Securities Premium Reserve		
Opening Balance	2,316.64	2,316.64
Addition on shares issued during the year (Refer note 1 d)	—	—
Closing Balance	2,316.64	2,316.64
General Reserves		
Opening Balance	206.75	205.54
Additions during the year	—	1.21
Closing Balance	206.75	206.75
Exchange Reserve	14.67	40.13
Capital Reserve	60.33	60.33
Revaluation Reserve	19.01	164.00
Surplus in the Profit & Loss Statement		
Opening Balance	(419.40)	(540.15)
Profit for the Year	375.60	216.63
Profit Available for Appropriation and Allocations	(43.80)	(323.52)
Appropriation :		
Transfer to General Reserve	—	1.21
Dividend on Equity Shares	80.92	80.92
Corporate Dividend Tax thereon	13.75	13.75
Net Surplus in the Profit & Loss Statement	(138.47)	(419.40)
Total Reserves & Surplus	2,968.93	2,858.46

3. LONG TERM BORROWINGS

Secured Loans From	Repayment terms		As at March 31, 2014 ₹ in Millions	As at March 31, 2013 ₹ in Millions
	No. of Installments/ Beginning From	Amount of each installment		
– Indusind Bank (Refer note 1)	20 Quarterly Inst starting from Dec-09	₹ 20 Million each	—	40.00
– HDFC Bank (Refer note 1)	3 equal installments starting from F.Y. 16-17	₹ 166.66 Million each	500.00	500.00
– HDFC Bank (Refer note 1)	12 equal quarterly installments starting from F.Y 15-16	₹ 41.66 Million each	458.33	500.00
– Axis Bank Limited (Refer note 1)	12 quarterly installments starting from June 2015	₹ 41.70 Million Each	500.00	500.00
– Axis Bank (ECB) (Refer note 1)	12 quarterly installments starting from Aug. 13	₹ 45.26 Million each	249.67	407.33
– HSBC Bank (ECB) (Refer note 1)	5 installments starting from March 2014	First Inst. ₹ 81.46 Mio Three Inst. of ₹ 108.62 Mio each Final Int. ₹ 135.76 Mio.	269.64	461.64
– Kotak Mahindra Bank	16 quarterly installments starting from June 2015	₹ 31.25 Million Each	500.00	—

Notes to Consolidated Financial Statements (Contd.)

as on March 31, 2014

Secured Loans From	Repayment terms		As at	As at
	No. of Installments/ Beginning From	Amount of each installment	March 31, 2014 ₹ in Millions	March 31, 2013 ₹ in Millions
- Tata Capital Finance	12 quarterly installments starting from June 15	₹ 41.67 Million each	500.00	—
- Buyers Credit (Refer note 2)	FY 2013-14 FY 2014-15	₹ 285.89 Million ₹ 258.54 Million	—	258.54
- DFCC PLC (Refer note 3)	72 Monthly Inst starting from Jan-10	₹ 4.00 Million each	13.75	68.80
- Bank of Ceylon (Refer note 3)	72 Monthly Inst starting from Jan-10	₹ 0.50 Million each	—	12.45
- Hatton Bank PLC (Refer note 3)	72 Monthly Inst starting from Jan-10	₹ 0.75 Million each	—	16.42
- Sampath Bank PLC(Refer note 3)	72 Monthly Inst starting from Jan-10	₹ 0.75 Million each	—	16.42
- Bank of Ceylon (Refer note 3)	12 Quarterly Installments	US \$ 0.20 Million each	—	33.75
- Hatton Bank PLC (Refer note 3)	11 Quarterly Installments	US \$ 0.21 Million each	—	27.34
- Sampath Bank PLC(Refer note 3)	12 Quarterly Installments	US \$ 0.19 Million each	—	29.43
- Hatton Bank PLC (Refer note 3)	55 Monthly Installments	US \$ 0.04 Million each	—	8.11
- Sampath Bank PLC(Refer note 3)	52 Monthly Installments	US \$ 0.01 Million each	—	2.46
- Axis Bank (Refer note 4)	12 Quarterly Installments starting from Sept 14	US \$1.67 Million each	898.92	1086.20
- Axis Bank (Refer note 4)	4 Half yearly Inst starting from Feb 2015	US \$ 3.75 Million each	674.10	814.65
- Axis Bank (Refer note 4)	4 Half yearly Inst starting from Mar-2015	US \$ 1.25 Million each	224.70	271.55
Deferred Payment Liabilities				
Sales Tax Deferment Loan (Unsecured Payable in 6 equal annual installments from 2012 to 2016)			85.76	128.63
Total			4,874.87	5,183.72

Notes:

- The Rupee Term Loan / ECB's obtained by the Parent Company, viz Piramal Glass Limited are secured by mortgage and pari pasu charge of immovable properties of the Parent Company in India, both present and future. They are further secured by hypothecation of all movables and movable machinery, machinery spares and accessories, stocks, both present and future, subject to prior charge created/to be created in favour of banks for securing the borrowing for cash credit from Bank Facilities and the charge on specific assets referred to in note no 2 below:
- Loans under Buyer's Credit are secured by an exclusive charge on the assets and equipments procured under the facility.
- The loans obtained by subsidiary company, viz, Piramal Glass Ceylon PLC are secured by mortgage and first charge of the properties of the Company at Ratmalana and Horana locations.
- The loans obtained by subsidiary company, viz, Piramal Glass – USA Inc., are secured by mortgage and pari pasu charge of immovable properties of the Parent Company in India, both present and future. They are further mortgage exclusive first charge on fixed assets, stocks and receivables of the subsidiary company viz, Piramal Glass – USA Inc. They are further secured by hypothecation of all movables and movable machinery, machinery spares and accessories, both present and future, subject to prior charge created/to be created in favour of banks for securing the borrowing for cash credit from Bank Facilities and the charge on specific assets. The loans are further secured by an exclusive first charge on stock and receivables of the same subsidiary. These facilities are further secured by corporate guarantees of the Parent Company viz Piramal Glass Limited.

Notes to Consolidated Financial Statements (Contd.)

as on March 31, 2014

	As at March 31, 2014 ₹ in Millions	As at March 31, 2013 ₹ in Millions
4. DEFERRED TAX LIABILITY		
Deferred Tax Liability	768.96	720.94
Deferred Tax Assets	(494.65)	(540.04)
Total	274.31	180.90
5. LONG-TERM PROVISIONS		
Provision for Employee benefits	54.55	49.11
Total	54.55	49.11
6. SHORT-TERM BORROWINGS		
Loans Repayable on Demand from banks		
Secured		
Cash Credit (Refer Note1)	757.61	491.12
Term Loan from:		
Indostar Finance Co. Ltd. (Refer Note 2)	—	500.00
Unsecured loans		
a. Picking Credit From:		
Corporation Bank	304.50	432.49
ANZ Bank	417.23	434.48
HSBC Bank	292.38	433.93
CITI Bank	123.82	135.78
Standard Chartered Bank	279.43	—
Kotak Mahindra Bank	22.88	—
b. Short term loans From:		
CITI Bank	977.30	892.08
ANZ Bank	350.00	—
Central Bank Of India	500.00	—
HSBC Bank	—	550.00
Kotak Mahindra Bank	550.00	—
YES Bank	—	400.00
DBS Bank	750.00	750.00
CITI Bank	—	185.76
Standard Chartered Bank	—	159.10
People's Bank	45.86	—
Commercial Bank of Ceylon	196.89	62.88
Sampath Bank PLC	68.79	—
DFCC Bank	96.31	—
Bank of Baroda	1,498.00	—
HSBC Bank WCDL	68.24	—
Deposits	6.37	4.81
Total	7,305.61	5,432.43

Note:

- Cash Credit facilities are secured by Hypothecation of current assets namely, stocks, bills receivables and book debts and all other movables, both present and future, of the parent company and/or subsidiary companies.
- The Short Term Loans are secured by mortgage and second charge of immovable properties of the Company, both present and future. They are further secured by second charge on all movables and movable machinery, machinery spares and accessories both present and future.

Notes to Consolidated Financial Statements (Contd.)

as on March 31, 2014

	As at March 31, 2014 ₹ in Millions	As at March 31, 2013 ₹ in Millions
7. OTHER CURRENT LIABILITIES		
Current maturities of long-term debt	1,850.29	2,518.33
Interest accrued but not due on borrowings	50.43	24.72
Interest accrued and due on borrowings	47.43	26.59
Unpaid dividends	18.38	15.36
Application money received for allotment of securities and due for refund & Interest Accrued thereon	0.08	0.08
Other payables	188.68	224.95
Total	2,155.29	2,810.03
8. SHORT-TERM PROVISIONS		
Provision for employee benefits		
Leave Encashment	98.28	84.36
Others	9.78	7.33
	108.06	91.69
Others		
Proposed Dividend	80.92	80.92
Tax on Proposed Dividend	13.75	13.75
Provision for Tax	6.31	28.49
Provision for Other Liabilities	1,183.14	1,009.23
Total	1,392.18	1,224.08

9. FIXED ASSETS

₹ in Million

Description	GROSS BLOCK				DEPRECIATION					NET BLOCK		
	As on 01.04.2013	Additions	Deletion	Other Adjust- ments	As on 31.03.2014	As on 01.04.2013	Additions Year	Deletion	Other Adjust- ments	As on 31.03.2014	As on 31.03.2014	As on 01.04.2013
Tangible Assets												
Freehold Land	461.08	3.50	305.49	29.16	188.25	(0.08)	—	—	0.08	—	188.25	461.16
Leasehold Land	13.16	—	—	—	13.16	4.73	0.59	—	0.23	5.55	7.61	8.43
Building	2,527.00	221.89	0.59	71.89	2,820.19	575.18	81.40	0.02	5.84	662.40	2,157.79	1951.82
Plant & Machinery	16,158.35	896.18	313.49	583.39	17,324.43	7,793.10	1,307.13	288.50	69.98	8,881.77	8,442.66	8,365.25
Furniture & Fixtures	257.07	5.17	31.98	7.21	237.47	186.33	13.28	30.14	6.24	175.71	61.76	70.74
Office Equipments	65.87	87.44	—	(79.43)	73.88	57.10	0.62	—	5.42	63.14	10.74	8.77
Vehicles	55.12	5.23	0.18	3.02	63.19	41.92	3.36	0.14	2.89	48.03	15.16	13.20
Total – A	19,537.65	1,219.41	651.73	615.24	20,720.57	8,658.28	1,406.44	318.80	90.68	9,836.60	10,883.97	10,879.37
Intangible Assets												
Software	107.42	3.10	—	0.06	110.58	93.95	5.50	—	0.06	99.51	11.07	13.47
Total – B	107.42	3.10	—	0.06	110.58	93.95	5.50	—	0.06	99.51	11.07	13.47
Total A+B	19,645.07	1,222.51	651.73	615.30	20,831.15	8,752.23	1,411.94	318.80	90.74	9,936.11	10,895.04	10,892.84
Previous year	16,800.64	2,517.55	191.01	517.89	19,645.07	7,530.61	1,313.68	177.69	85.61	8,752.23		
CWIP											37.69	101.74
TOTAL											10,932.73	10,994.58

Notes:

- Gross Block is net of CENVAT credit availed on relevant assets.
- Additions to Plant & Machinery includes ₹ Nil (Previous year ₹ 3.88 million) on account of borrowing cost as per Accounting Standard 16 – Borrowing Costs
- Aggregate amount of revaluation of Land & Building, Plant & Machinery, Electric power installation etc owned by Piramal Glass Ceylon Plc., amounts to ₹ 33.68 million (Previous Year ₹ 300.16 million)
- Adjustment include foreign exchange fluctuations.
- Exchange loss capitalized ₹ 189.77 million (previous year ₹ 181.55 million) during the year.

Notes to Consolidated Financial Statements (Contd.)

as on March 31, 2014

	As at March 31, 2014 ₹ in Millions	As at March 31, 2013 ₹ in Millions
10. NON CURRENT INVESTMENTS		
Other Investments		
Investment in Equity instruments		
Shares in Companies - Quoted		
15108 Ordinary Shares of SLR 1 each of DFCC bank. Market Value ₹ 0.63 million (PY SLR 1.29 million)	0.12	0.12
Shares in Companies - Un-Quoted		
100,000 Ordinary Shares of ₹ 10 each of Enviro Infrastructure Co. Ltd.	1.00	1.00
Total	1.12	1.12
11. LONG-TERM LOANS AND ADVANCES		
Unsecured considered good		
Capital Advance	11.05	43.63
Security Deposits	25.62	27.72
Other loans and advances	—	12.57
Total	36.67	83.92
12. INVENTORIES		
Raw Materials & Packing Materials [Includes Raw material in transit ₹ 5.74 million (Previous year ₹ 14.68)]	536.44	526.73
Work-in-progress	31.34	29.93
Finished goods [Includes Finished Goods in transit ₹ 161.90 million (Previous year ₹ 102.63 million)]	3,673.77	3,032.25
Stock of Traded goods	8.94	133.34
Stores and spares [Includes Stores in transit ₹ 0.65 million (Previous year ₹ 4.34)]	542.33	462.20
Provision for slow and non moving finished goods	(333.84)	(417.53)
Total	4,458.98	3,766.92
Note :		
Raw materials, Stores & spares, and Packing Materials are valued at weighted average cost. Work in progress and finished goods are valued at lower of cost or net realizable value. Cost of work in progress and finished goods is determined by taking materials, labour cost and other appropriate allocable overheads. Excise Duty on goods manufactured by the company and are remaining in inventory is included as part of valuation of finished goods. Requisite provision has been made for slow and non moving finished goods.		
13. TRADE RECEIVABLES		
Due over Six Months		
Unsecured - Considered good	809.67	627.49
- Considered doubtful	20.29	32.85
	829.96	660.34
Less: Provision for Bad debts	30.24	39.28
	799.72	621.06
Others		
Unsecured - Considered good	3,607.42	3,324.29
Total	4,407.14	3,945.35

Notes to Consolidated Financial Statements (Contd.)

as on March 31, 2014

	As at March 31, 2014 ₹ in Millions	As at March 31, 2013 ₹ in Millions
14. CASH AND CASH EQUIVALENTS		
Balances with banks:		
Equity Dividend	7.67	5.22
Right Issue Refund Payable	0.08	0.08
Margin Money	1.34	1.34
Current Accounts	379.30	369.68
Cash on hand;	0.73	0.78
Fixed deposit with bank	133.07	123.61
Total	522.19	500.71
15. SHORT-TERM LOANS AND ADVANCES		
Unsecured and considered good		
Advances recoverable in cash or in kind for value to be received		
– From Suppliers	53.15	60.43
– From Others	999.81	673.58
Advance Income Tax & TDS	176.18	139.17
Claims receivable	22.45	0.71
Prepaid expenses	86.11	96.58
Total	1,337.70	970.47
16. OTHER CURRENT ASSETS		
Balance with Excise Authorities	186.05	127.43
Other Deposits	49.13	36.75
Total	235.18	164.18

Notes to Consolidated Financial Statements (Contd.)

as on March 31, 2014

	Year ended March 31, 2014 ₹ in Millions	Year ended March 31, 2013 ₹ in Millions
17. REVENUE FROM OPERATION		
Sale of Products		
Sale of Goods	18,002.59	16,486.36
Other Operating Revenues		
Power Generation (Wind Mill)	5.52	9.08
Scrap Sales	63.23	74.86
Mould Recoveries	46.73	65.36
Transport recoveries	18.55	10.52
Sale of Export licenses	164.41	152.36
	298.44	312.18
Less : Excise Duty	384.21	375.90
Revenue From Operations (Net)	17,916.82	16,422.64
18. OTHER INCOME		
Interest Income	13.61	15.67
Dividend Income	0.23	0.21
Other Non-Operating Income		
Claims & Refunds	83.27	11.16
Profit on sale of fixed assets	302.97	—
Miscellaneous Income	7.45	9.50
Total	407.53	36.54
19. COST OF MATERIALS CONSUMED		
Raw Materials Consumed		
Opening Stock	478.65	339.55
Add : Purchases	2,915.88	2,811.04
	3,394.53	3,150.59
Less : Closing Stock	450.20	478.65
Raw Materials Consumed	2,944.33	2,671.94
Packing Materials Consumed	1,208.73	1,037.00
Total	4,153.06	3,708.94
20. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE		
Opening Stock (Including Trading Inventories)	2,448.30	2,003.55
Closing Stock (Including Trading Inventories)	2,772.13	2,448.30
Total	(323.83)	(444.75)

Notes to Consolidated Financial Statements (Contd.)

as on March 31, 2014

	Year ended March 31, 2014 ₹ in Millions	Year ended March 31, 2013 ₹ in Millions
21. EMPLOYEE BENEFIT EXPENSES		
Salaries and Wages	3,061.16	2,721.65
Contribution to Provident and Other Funds	530.65	459.77
Staff Welfare Expenses	63.75	60.42
Total	3,655.56	3,241.84
22. OTHER EXPENSES		
Manufacturing Expenses		
Consumption of stores and spare parts	716.02	609.67
Power and fuel	3,890.14	3,429.72
Repairs to :		
Building	35.80	25.34
Plant & Machinery	165.45	146.67
Others	43.37	42.74
Decoration Expenses	513.00	472.88
Excise Expenses	29.99	54.50
Total (a)	5,393.77	4,781.52
Administrative, Selling & Other Expenses		
Rent	168.33	111.99
Insurance	49.45	45.82
Rates and taxes	20.45	25.74
Bank Charges	30.56	31.00
Wind farm rent & maintenance	1.94	2.33
Donation	2.85	0.36
Communication Expenses	29.57	27.02
Travelling	96.98	78.48
Foreign Technical Fees	50.63	39.84
Legal & Professional Fees	70.18	61.35
Auditors Remuneration	8.43	6.65
Freight	1,197.29	1,082.79
Commission on Sales	47.56	52.22
Sitting fees	0.80	1.06
Loss on Sale of Assets	16.82	1.10
Net Loss/(Gain) on foreign currency transaction and translation (other than considered as finance cost)	(37.04)	386.42
Miscellaneous Expenses	444.28	390.23
Total (b)	2,199.08	2,344.40
Total (a + b)	7,592.85	7,125.92
23. FINANCE COST		
Interest Expense	1067.96	956.80
Net Loss/(Gain) on Foreign Currency Transactions and Translation	(30.67)	86.38
Total	1,037.29	1,043.18

Notes to Consolidated Financial Statements (Contd.)

as on March 31, 2014

24. SIGNIFICANT ACCOUNTING POLICIES AND GENERAL NOTES

PART – A SIGNIFICANT ACCOUNTING POLICIES:

I. Basis of Accounting:

The financial statements are prepared under the historical cost convention and comply with the applicable Accounting Standards in the country of incorporation except for:

1. the revaluation of certain property, plant & machinery of Piramal Glass Ceylon Plc, and
2. assets and liabilities acquired by Piramal Glass- USA, Inc accounted at its estimated fair value.

II. Principles of Consolidation:

1. The Consolidated Financial Statements comprises the financial statements of Piramal Glass Ltd. (the Company) and its Subsidiaries (collectively known as the 'Group'). The consolidated financial statements have been prepared on the following basis in line with Accounting Standard - 21 Consolidated Financial Statements issued by ICAI.
 - a. The financial statement have been combined on a line by line basis by adding together book values of like items of assets, liabilities, income and expenses after fully eliminating intra-group balances and transactions and unrealized profit/losses resulting from intra group transactions related to transfer of assets/liabilities.
 - b. The difference between the costs of investment in the subsidiaries, over the net assets at the time of acquisition of shares in the subsidiaries is recognized in the financial statements as Goodwill or Capital Reserve as the case may be.
 - c. Minority Interest's share of net profit of consolidated subsidiaries for the year is identified and adjusted against the income of the group in order to arrive at the net income attributable to the shareholders of the Company.
 - d. Minority Interest's share of net assets of consolidated subsidiaries is identified and presented in consolidated balance sheet separate from liabilities and the equity of the Company's shareholders.
2. While preparing Consolidated Financial Statements, the foreign exchange adjustments have been carried out on following basis, as per Accounting Standard 11 – Accounting for effects of changes in Foreign Exchange Rates.
 - a. The summarized revenue and expense transaction at the year-end reflected in profit and loss account of the foreign subsidiaries, which are stated in the currency of their domicile, are translated into Indian Rupees at an average of Average Monthly Exchange Rate.
 - b. All monetary and non-monetary items reflected in the balance sheet of the foreign subsidiaries which are stated in the currency of their domicile, are translated into Indian Rupees at the year-end closing exchange rate except for fixed assets and share capital in case of integral foreign subsidiaries, which are converted at the exchange rate prevailing on acquisition / transaction date.
 - c. The resultant translation exchange gain/loss in case of Non-integral foreign operations is disclosed as Foreign Exchange Translation Reserve in Reserves & Surplus schedule to the accounts. In case of integral foreign operations as the translation exchange gain / loss is recognized in the Consolidated Profit & loss account.

III. Other Significant Accounting Policies

1. These are set out under "Significant Accounting Policies" as given in the unconsolidated financial statements of Piramal Glass Limited and its subsidiaries.

PART – B GENERAL NOTES:

1. The subsidiary companies considered in the consolidated financial statements are:

Name of Company	Country of Incorporation	% of Voting Power held as at 31 st March 2014
Piramal Glass Ceylon PLC	Sri Lanka	56.45%
Piramal Glass International Inc.	USA	100.00%
Piramal Glass USA, Inc.	USA	100.00%
Piramal Glass Flat river LLC. (Wholly owned Subsidiary of PG USA)	USA	100.00%
Piramal Glass Williamstown LLC. (Wholly owned Subsidiary of PG USA)	USA	100.00%
Piramal Glass (UK) Ltd.	UK	100.00%
Piramal Glass Europe SARL.	France	100.00%

Notes to Consolidated Financial Statements (Contd.)

as on March 31, 2014

2. Contingent Liability in respect of:

	As at March 31, 2014 (₹ in Million)	As at March 31, 2013 (₹ in Million)
a) Estimated amount of contracts remaining to be executed on Capital account	45.66	150.24
b) Disputed Liability		
– Central Excise authorities	10.30	10.67
– Income Tax Authorities	7.25	7.25

3. The Company had received a proposal dated February 07, 2014 from Sri Hari Trust acting through its Corporate Trustee-PEL Management Services Private Limited, being member of the promoter group, of the Company, to acquire the entire fully paid-up equity shares of Piramal Glass Limited held by public shareholders and for consequential Voluntary Delisting of the equity shares of the Company from all the stock exchanges where such shares are presently listed i.e. BSE Limited and National Stock Exchange of India Limited. The Board of Directors also approved the delisting proposal at its meeting held dated 10th February 2014.

Further, the Company has obtained requisite majority from the public shareholders through postal ballot and passed the special resolution for making the final application for delisting of its shares to the said stock exchanges as per regulation 8 (1) (d) of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009.

4. Debtors, Loans and advances includes:

₹ 1,025.08 Mio (previous year ₹ 1,240.79 Mio) are due from companies, where Directors of the Company are interested as Director.

5. The operations of the Company and its Subsidiaries viz Piramal Glass Ceylon PLC and Piramal Glass USA INC., relates only to business of manufacturing of containers glass packaging. The other subsidiaries of the Company, viz., Piramal Glass International Inc. and Piramal Glass (UK) Ltd, is in the business of marketing of container glass. Accordingly primary segment reporting disclosures for business segments, as envisaged in Accounting Standard 17 on 'Segment Reporting' (AS 17) issued by the The Institute of Chartered Accountants of India, is not applicable.

The operations relating to secondary segment reporting has been confined to within India operations & outside India operations.

Secondary segment reporting:

(₹ in Million)

Details	Within India		Outside India		Inter-Segment Elimination		Total	
	March 2014	March 2013	March 2014	March 2013	March 2014	March 2013	March 2014	March 2013
Revenues	10,963.19	10,154.79	8,292.62	7,608.20	(1,338.99)	(1,340.35)	17,916.82	16,422.64
Carrying amount of Segment Assets	16,625.16	15,409.75	7,231.55	6,877.38	(1,822.29)	(1,764.28)	22,034.42	20,522.85
Additions to Fixed and Intangible Assets	909.26	2,050.66	313.25	466.90	—	—	1,222.51	2,517.56

6. As required by Accounting Standard – AS 18 "Related Parties Disclosure" issued by The Institute of Chartered Accountants of India are as follows:

A. List of Related Parties with whom transactions have taken place during the period:

a) Subsidiary Company

- Piramal Glass Ceylon Plc.
- Piramal Glass International Inc., USA
- Piramal Glass (UK) Ltd.
- Piramal Glass – USA, Inc.
- Piramal Glass Flat River LLC.
- Piramal Glass Williamstown LLC
- Piramal Glass Europe SARL

Notes to Consolidated Financial Statements (Contd.)

as on March 31, 2014

b) Associated Companies

- Piramal Enterprises Ltd.
- Piramal Corporate Services Ltd.
- Piramal Realty Private Limited

c) Key Management Personnel

- Mr. Ajay Piramal
- Dr. (Mrs.) Swati Piramal
- Mr. Vijay Shah
- Mr. Sandeep Arora
(Chief Financial Officer & Manager)
- Mr. Niraj Tipre
- Mr. Sanjay Tiwari

B. Summary of the transactions with related parties is as follows:

(₹ in Million)

Particulars	Associates		Key Management Personnel		Total	
	Year ended 31-03-14	Year ended 31-03-13	Year ended 31-03-14	Year ended 31-03-13	Year ended 31-03-14	Year ended 31-03-13
Purchase of goods / service / assets	7.70	7.70	—	—	7.70	7.70
Sale of goods	51.10	64.00	—	—	51.10	64.00
Reimbursement of exp. Recd.	0.97	1.80	—	—	0.97	1.80
Reimbursement of exp. Paid	22.28	1.31	—	—	22.28	1.31
Remuneration	—	—	9.11	9.03	9.11	9.03
Corporate Service Charges	5.00	5.00	—	—	5.00	5.00
Outstanding receivable	15.28	12.41	—	—	15.28	12.41

Note : The above information has been determined to the extent such parties have been identified on the basis of information provided by the Company and approved by the Board of Directors of the Company.

7. a. In respect of operating leasing arrangement for office premises, motor vehicles and office equipments, the aggregate lease rentals payable on these leasing arrangements are charged as rent under "other expenses" in schedule-16.

These leasing arrangements are for a period not exceeding five years and are in most cases renewable by mutual consent on mutually agreeable terms. The minimum lease rentals outstanding in respect of these assets are as follows:

(₹ in Million)

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
Total minimum lease payments	373.39	198.12
Lease rentals payable within 1 year	53.55	73.59
Lease rentals payable between 1-5 years	319.84	124.53

b. In respect of plant and machinery and land taken on finance lease, the same have been accounted at fair market value and proper depreciation for the year under review has been provided. The minimum lease rentals outstanding in respect of these assets are as follows:

(₹ in Million)

Particulars	Year ended March 31, 2014	Year ended March 31, 2013
Total minimum lease payments	12.69	15.21
Lease rentals payable within 1 year	0.61	3.08
Lease rentals payable between 1-5 years	2.43	12.13
Lease rentals payable later than 5 years	9.65	—

Notes to Consolidated Financial Statements (Contd.)

as on March 31, 2013

8. As required by Accounting Standard 20 issued by the Institute of Chartered Accountants of India, the reporting in respect of Earning Per Share (EPS) is as follows:

Profit available to equity shareholders (₹ in Million)

Particulars		Year ended March 31, 2014	Year ended March 31, 2013
Profit/Loss available to equity shareholders	₹ in Millions	375.60	216.63
Weighted average no. of equity share for Basic EPS	Nos.	80915986	80915986
Nominal value of equity shares	₹	10	10
Earning Per Share (Basic/Diluted)	₹	4.64	2.68

9. The deferred tax assets & liabilities comprise of tax effect of following timing differences:

(₹ in Million)

Particulars	As of 31 st March 2014	As of 31 st March 2013
Deferred Tax Liability		
Depreciation	768.96	720.94
Total	768.96	720.94
Deferred Tax Assets		
Unabsorbed Depreciation	—	60.38
Provision for gratuity & leave encashment	8.63	8.70
Provision for Doubtful Debts	10.26	12.58
Disallowance u/s 43B	9.25	6.25
Provision for non-moving inventory	113.79	135.48
MAT Credit u/s 115JB	352.72	316.65
Deduction u/s 35 DD	—	—
Total	494.65	540.04
Net Deferred Tax Liability	274.31	180.90

10. Depreciation on fixed assets:

In case of the subsidiaries of the Company, it was not practicable to use uniform accounting policies for depreciation of assets.

Company	Method of Depreciation	Accounting Policy Used
Piramal Glass Ceylon Plc.	Straight Line Method	Building – 2.5%
		Plant & Machinery – 5% - 15%
		Office Equipments – 10%
		Computer Systems – 25%
		Motor Vehicles – 15%
		Moulds – On Actual usage based on predetermined life in no. of impressions. Leasehold assets are written off over the remaining period of the lease.
Piramal Glass - USA, Inc.	Straight Line Method	Building – 3.34%
		Plant & Machinery – 16.67% - 33.33%
		Motor Vehicles – 50%

Notes to Consolidated Financial Statements (Contd.)

as on March 31, 2013

Company	Method of Depreciation	Accounting Policy Used
Piramal Glass Flat River Inc.	Straight Line Method	Building – 3.34%
		Plant & Machinery – 16.67% - 33.33%
		Motor Vehicles – 50%
Piramal Glass Williamstown LLC.	Straight Line Method	Building – 3.34%
		Plant & Machinery – 16.67% - 33.33%
		Motor Vehicles – 50%
Piramal Glass International Inc.	Straight Line Method	Office Equipments – 3 years
		Furniture – 5 years
		Leasehold improvements – 62 Months
		Trade Show Booths – 3-5 years
Piramal Glass (UK) Limited.	Straight Line Method	Computer Systems – 33.33%
		Furniture & Fixtures – 10%

The impact of depreciation due to difference in accounting policy is not material and hence the same is ignored.

11. Figures for the previous year have been regrouped and rearranged wherever necessary so as to make them comparable with the current year figures.

For and on behalf of the Board

For Haribhakti & Co.,
Chartered Accountants
Firm Reg. No. 118013W

Ajay G. Piramal Chairman

Vijay Shah Director

Hitesh J. Desai
Partner
M. No. 37569

Sandeep Arora Chief Financial Officer

Debashis Dey Company Secretary

Mumbai, 15th May, 2014

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Registered Office : Piramal Tower, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400 013.

Website: www.piramalglass.com **E-mail:** complianceofficer.pgl@piramal.com

CIN: L28992MH1998PLC113433

Share Transfer Agent : Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078.

15th May, 2014

Dear Shareholder(s),

Electronic Payment of Dividend

As per directives from Securities and Exchange Board of India (SEBI), payment of dividend to shareholders holding shares in dematerialized form is being remitted electronically to their respective bank accounts as registered by them with their Depository Participants (DP), thereby ensuring direct credit of the dividend amount to the Bank Account. This service has also been extended to shareholders holding shares in physical form who choose to avail of the same.

The Company uses the National Electronic Clearing Service (NECS) of the Reserve Bank of India for the purpose of such electronic payment of dividend. NECS, which is a new platform for electronic payments, operates on the new and unique bank account number allotted by banks post implementation of the Core Banking Solutions (CBS). Pursuant to implementation of CBS, your bank account number may have undergone a change, which is required to be communicated by you to your Depository Participant (in case of shareholders holding shares in dematerialized form) or to the Company's Share Transfer Agent (in case of shareholders holding shares in physical form, in which case, the communication may be made in the format printed overleaf).

Accordingly, if your bank account number has undergone a change pursuant to implementation of CBS, then:

a) For shareholders holding shares in Dematerialized Form

Please inform details of your new bank account number to your Depository Participant (DP) and ensure that the same is duly updated in their records;

b) For shareholders holding shares in Physical Form

If you have already opted from the Company the NECS Mandate Facility (i.e. direct credit of dividend amount to your designated bank account) or the Bank Mandate Facility (i.e. where the details of your designated bank account are printed on the dividend warrant) please inform details of your new bank account number, if not already done so to the Company's Share Transfer Agent in the format mentioned overleaf.

If you have not yet opted for the NECS Mandate Facility, we urge you to avail of the NECS Mandate Facility as this not only protects a shareholder against fraudulent interception and encashment of dividend warrants but also eliminates dependence on the postal system, loss/damage of dividend warrants in transit and correspondence relating to revalidation/issue of duplicate dividend warrants.

Kindly ensure that the above instructions are under your signature (which should be as per specimen registered with the DP / Company) and are communicated before commencement of the book closure date, to facilitate receipt of dividend.

Please note that if your new bank account number is not informed as aforesaid, payment of your dividend to your old bank account number may be rejected, in which case the same will be paid by demand draft / warrant.

Assuring of our best services at all times.

Yours faithfully,

For **Piramal Glass Limited**

Debashis Dey

Company Secretary

Date :

To,
Link Intime India Pvt. Ltd.,
Unit : Piramal Glass Limited,
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West), Mumbai - 400 078.

FORM FOR NECS MANDATE / BANK MANDATE

(Not required to be filled by Shareholders holding shares in dematerialised form)

I/We do hereby authorise Piramal Glass Limited to :-

- Credit my dividend amount directly to my Bank Account as per details furnished below by National Electronic Clearing Service (NECS) - NECS Mandate*
- Print the details of my Bank Account as furnished below, on my dividend warrant which will be mailed to me - Bank Mandate*
(* Please strike out whichever is not applicable - Default option is NECS Mandate)

Folio No.

A. Bank Name		
B. Branch		
C. Bank Address		
D. Account Type (Savings / Current)		
E. Account Number (Please mention the new Core Banking Account number that you have received from your Bank)		
F. 9 Digit Code number of the bank & branch as appearing on the MICR cheque (for NECS Mandate only) Please attach photocopy of the cheque / cancelled cheque		
G. Telephone number (with STD code) of shareholder		
H. Email ID of Shareholder		

I/We shall not hold the Company responsible if the NECS mandate cannot be implemented for reasons beyond the control of the Company.

Signature of shareholder(s)
(as per specimen lodged with the Company)

Note :

1. Kindly note that NECS facility is currently available all over India.
2. For any clarifications, you may contact the Company's Share Transfer Agents
M/s. Link Intime India Pvt. Ltd.,
C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078.
Tel.: (022) 25946970, Fax: (022) 25946969, Email: piramal.irc@linkintime.co.in

Piramal Glass Limited

CIN: L28992MH1998PLC113433

Registered Office : Piramal Glass Limited, Piramal Tower, Ganpatrao Kadam Marg, Lower Parel, Mumbai - 400 013, India

Phone: (91 22) 3046 6969 • **Fax:** (91 22) 2490 8824

Website: www.piramalglass.com

Share Transfer Agent : Link Intime India Pvt. Ltd., C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078.

ATTENDANCE SLIP

I/We hereby record my/our presence at the 16th Annual General Meeting of the Company held at M. C. Ghia Hall, Bhogidas Hargovindas, 2nd Floor, 18/20, K Dubash Marg, Behind Prince of Wales Museum, V B Gandhi Rd., Kala Ghoda, Fort, Mumbai 400 001, at 11.15 a.m. on Monday, 21st July, 2014.

Name and Address of the Shareholder(s)		
If Shareholder(s), please sign here	Name of Proxy	
	Signature	

Notes :

1. Shareholder/Proxyholder, as the case may be, is requested to sign and hand over this slip at the entrance of the Meeting venue.
2. Members are requested to advise the change of their address, if any, to Link Intime India Pvt. Ltd., at the above address.

Piramal Glass Limited

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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:

DP ID:

I/We, being the member (s) of shares of the above named Company, hereby appoint

1. Name : Address:
..... E-mail Id: Signature:, or failing him

2. Name : Address:
..... E-mail Id: Signature:, or failing him

3. Name : Address:
..... E-mail Id: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 16th Annual General Meeting of the Company, to be held on Monday, 21st July, 2014 at 11.15 a.m. at M C Ghia Hall, Bhogilal Hargovindas, 2nd Floor, 18/20, K Dubash Marg, Behind Prince of Wales Museum, V B Gandhi Rd., Kala Ghoda, Fort, Mumbai 400 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I/We wish my above proxy(ies) to vote in the manner as indicated in the box below:

Resolutions	For	Against	Abstain
1. Adoption of Audited Balance Sheet as at and the Statement of Profit and for the financial year ended on March 31, 2014 and the Reports of the Directors and Auditors thereon.			
2. Approval of dividend on equity shares			
3. Re-appointment of Mr. Vijay Shah who retires by rotation			
4. Appointment of Auditors and fixing their remuneration			
5. Appointment of Mr. Shitin Desai as Independent Director			
6. Appointment of Mr. Jiten Doshi as Independent Director			
7. Appointment of Mr. Vimal Bhandari as Independent Director			
8. Appointment of Ms. Vinita Bali as Independent Director			
9. Appointment of Mr. Suhail Nathani as Independent Director			
10. Appointment of Mr. Dharendra Chadha as Independent Director			
11. Borrowing money upto ₹ 1,000 crores over and above the aggregate of the paid up share capital and free reserves of the Company			
12. Creation of charge on Borrowings / Financial Assistance availed			
13. Issue of Non-Convertible Debentures by Private Placement			
14. Ratification of fees payable to M/s. Kailash Sankhlecha Associates, Cost Accountants			

Signed this.....day of..... 2014.

Signature of shareholder

Affix
revenue
stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

** This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. Alternatively, you may mention the number of shares in the appropriate column in respect of which you would like your proxy to vote. If you leave all the columns blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

Note:

1. **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.**
2. A proxy need not be a member of the Company.
3. In case the appointer is a body corporate, the proxy form should be signed under its seal or be signed by an officer or an attorney duly authorized by it and an authenticated copy of such authorization should be attached to the proxy form.
4. A person can act as proxy on behalf of such number of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent, of the total share capital of the Company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person or Member.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

PLANT LOCATIONS FOR PGL & ITS SUBSIDIARIES

Name of Company	Plant Location
Piramal Glass Limited	<ul style="list-style-type: none">• ONGC Road, Tarsadi Village, Kosamba, Dist. Surat, PIN 394 120, India• Gajera Road, Ucchad Village, Jambusar, Dist. Bharuch, PIN 392 150, India
Piramal Glass Ceylon PLC	<ul style="list-style-type: none">• Poruwadanda, Wagawatte, Horana, Sri Lanka
Piramal Glass-USA Inc.	<ul style="list-style-type: none">• Flat River Glass, 1000 Taylor Avenue, Park Hills, Missouri, MO 63601, USA• PGI Decora/Coated, 918 E, Malaga Road, Williamstown, NJ 08094, USA

INFORMATION FOR SHAREHOLDERS

Listing of Equity Shares on Stock Exchanges : BSE Limited
(Code 532949)

National Stock Exchange of India Limited
(Symbol PIRGLASS)

Share Transfer Agent : **Link Intime India Private Limited**
C-13 Pannalal Silk Mills Compund
LBS Marg, Bhandup (West), Mumbai – 400 078.
Tel.: 2594 6970 • Fax: 2594 6969 • Email: piramal.irc@linkintime.co.in

INVESTORS CORRESPONDENCE

Debashis Dey
Company Secretary
Piramal Glass Limited
1st Floor, Piramal Tower Annexe,
Gapatrao Kadam Marg, Lower Parel,
Mumbai - 400 013.
Tel.: (91 22) 3046 6969 • Fax: (91 22) 3046 7855
Email: complianceofficer.pgl@piramal.com



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