TRIVENI GLASS LTD.

TGL/2021-22/SEC-0901

To,
The Manager
Department of Corporate Services-Listing
BSE Limited
16th floor, P J Towers,
Dalal Street, Mumbai- 400001

Sub: Notice of the 50th Annual General Meeting (AGM) and Annual Report 2020-21
Ref: Triveni Glass Limited (Scrip Code 502281)

Dear Sir,

In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice convening the 50th AGM of shareholders and the Annual Report for the Financial Year 2020-21 which may also be downloaded from the link **http://www.triveniglassltd.com/pdf/Annual-Report_010921.pdf** or **https://www.evoting.nsdl.com**. The 50th AGM will be held on **Tuesday, September 28th, 2021** at **12.00 P.M.** at **Hotel Allahabad Regency** at 16, Tashkent Marg, Civil Lines, Prayagraj, UP- 211001 through physical mode. The Notice and the Annual Report for Financial Year 2020-21 will be circulated to the shareholders through electronic/ physical mode.

Kindly take the above information on record.
Thanking you

For Triveni Glass Limited

A.K. Dhawan
Director Finance

Place: Prayagraj
Date: 01.09.2021

Regd. Off. :
1, Kanpur Road, Allahabad - 211 001, India
Phone : +91-532-2407325
Fax : +91-532-2407450
E-mail : akd@triveniglassltd.com
Website : www.triveniglassltd.com
CIN No. : L26101UP1971PLC003491

TRIVENI GLASS LTD.

NOTICE OF ANNUAL GENERAL MEETING

Dear Members,

Notice is hereby given that the **Fiftieth** Annual General Meeting of the members of **Triveni Glass Limited** will be held at Hotel Allahabad Regency, 16, Tashkent Marg, Prayagraj, UP- 211001, on Tuesday, **28th day of September, 2021**, At 12.00 P.M to transact the ordinary and special businesses as set forth in the notice of AGM which was already been sent to all the members individually at their registered email addresses electronically.

Notice of the meeting setting out the ordinary and special business to be transacted there at together with Audited Financial Statements for the year ended 31st March 2021, Auditor's Report, Director's Report have been sent to the members to their registered email addresses registered with the company /Depository Participant(s).

Members are hereby informed that the Notice of the meeting and the aforesaid documents are also available on the Company's website at www.triveniglassltd.com and copies of the said documents are also available for inspection at the registered office of the Company on all working days except Saturday & Sunday, during business hours up to the date of the meeting.

A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote on a poll instead of himself and the proxy need not to be a member of the company. The instrument appointing proxy to be valid should be deposited at the registered office of the Company not less than 48 hours before commencement of meeting.

Notice is also hereby given that pursuant to provisions of section 91 of the Companies Act, 2013 and Regulation 42 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into with Stock Exchange that the Registers and Books of Share Transfer shall be closed from **Wednesday, 22nd September, 2021** to **Tuesday, 28th September, 2021** both days inclusive.

By Order of the Board
For Triveni Glass Limited

A.K. Dhawan
Director Finance
Place: Prayagraj
Date: 06.08.2021

Regd. Off. :
1, Kanpur Road, Allahabad - 211 001, India
Phone : +91-532-2407325
Fax : +91-532-2407450
E-mail : akd@triveniglassltd.com
Website : www.triveniglassltd.com
CIN No. : L26101UP1971PLC003491

TRIVENI GLASS LTD.

NOTICE OF E-VOTING FOR ANNUAL GENERAL MEETING ON 28.09.2021

Dear Members

Notice is hereby given that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 as amended and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is providing its members facility to exercise their right to vote on resolutions proposed to be passed in the Annual General Meeting of the company scheduled to be held on Tuesday, 28th September, 2021 at 12:00 P.M. at Hotel Allahabad Regency at 16, Tashkent Marg, Allahabad -211001. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting (remote e- voting). The company has engaged the service of National Securities Depository Limited (NSDL) as the Agency to provide e- voting facility.

The communication relating to e-voting inter alia containing user id and password along with a copy of the notice convening the meeting has been dispatched to members. This communication and the Notice of the meeting are available on website of the Company at www.triveniglassltd.com and on the website of NSDL at **https://www.evoting.nsdl.com**.

The remote e-voting facility shall begins on **Saturday, 25th September, 2021** at **9:00 A.M.** and ends on **Monday, 27th September, 2021** at **5:00 P.M**

A person whose name appears in the register of members/beneficial owners as on the cut-off date i.e. 21st September, 2021 only shall be entitled to avail the facility of remote e-voting as well as voting at meeting.

Any person, who becomes member of the company after dispatch of the notice of the meeting and holding shares as on the cut-off date i.e. 21st September, 2021, may obtain the User ID and Password by sending request at **https://www.evoting.nsdl.com**. The detailed procedure for obtaining user id and password is also provided in the notice of meeting which is available on Company's website and NSDL's website. If the member id already registered with NSDL for e voting the he can use existing user id and password for casting the vote through remote e-voting.

The members who cast their vote by remote e-voting may attend the meeting but shall not be entitled to cast their vote again. The facility for voting through electronic system (insta poll) shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e voting shall be able to vote at the meeting through insta poll.

Regd. Off. :
1, Kanpur Road, Allahabad - 211 001, India
Phone : +91-532-2407325
Fax : +91-532-2407450
E-mail : akd@triveniglassltd.com
Website : www.triveniglassltd.com
CIN No. : L26101UP1971PLC003491

In case any queries/grievances relating to voting by electronic means, the members/beneficial owners may contact at the following addresses –

Mr. Vikram Jha, Manager, National Securities Depository Ltd. TradeWorld, 'A' Wing, 4th Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013. Phone no: + 91 22 24994545 Email: vikramj@nsdl.co.in.

By Order of the Board
For Triveni Glass Limited

A.K. Dhawan
Director Finance

Place: Prayagraj
Date: 06.08.2021

TRIVENI GLASS LTD.

ANNUAL REPORT

2020 - 2021

TRIVENI GLASS LIMITED

50th ANNUAL REPORT

2020-2021

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Schedule of 50th Annual General Meeting

Date	28th September 2021
Day	Tuesday
Time	12:00 PM
Place	Hotel Allahabad Regency, 16, Tashkent Marg, Civil Lines, Prayagraj – 211001.

CORPORATE INFORMATION:

BOARD OF DIRECTORS	
Mr. J.K Agrawal (DIN: 00452816) Mr. A K Dhawan (DIN: 00694401) Mrs. Jyoti Agarwal (DIN: 07128325) Mr. Abhishek Jain (DIN: 06895874) Mrs. Manju Agarwal (DIN: 00778983)	Managing Director Director Finance Independent Director Independent Director Non Executive Director
COMPANY SECRETARY & COMPLIANCE OFFICER Mrs. Sushma Company Secretary M No. A34410 Tel: 0532-2407325 E-mail Id: triveniglasscs@gmail.com	**STATUTORY AUDITORS** M/s. Sanjay Talwar & Associates Chartered Accountants M No. 074521 & FRN : 005923C Tel: 0532-6550007, 09792200910 E-mail Id: sanjaytalwarca@gmail.com
INTERNAL AUDITOR M/s. Gopal Gupta & Associates Chartered Accountants M No. 407472 Tel: 0532-2400703, 09415309678 Email Id: mailtoggco@gmail.com	**SECRETARIAL AUDITOR** Mr. Saurabh Basu Practicing Company Secretary M No. A18686 & COP No 14347 Tel: 9830063501 Email Id: pcs.saurabhbasu@gmail.com
REGISTRARS & SHARE TRANSFER AGENT CB Management Services (P) Ltd P-22, Bondel Road, Kolkata-700 019 Phone : (033) 4011 6700/2280 6692 Fax : (033) 4011 6739, Email : rta@cbmsl.com Website : www.cbmsl.com	**BANKERS** HDFC Bank Limited State Bank Of India Allahabad Bank IndusInd Bank
REGISTERED OFFICE & CONTACT DETAILS 1. Kanpur Road, Prayagraj- 211001 Telephone: 0532-2407325 Fax: 0532-2407450 Email: akd@triveniglassltd.com Website: www.triveniglassltd.com	**LISTED AT** BSE Limited P.J. Towers, Dalal Street Mumbai-400001 Scrip Code: 502281
OTHER DETAILS **CIN:** L26101UP1971PLC003491 **ISIN:**INE094C01011	

COMMITTEES OF THE BOARD OF DIRECTORS:

AUDIT COMMITTEE

Mrs Jyoti Agarwal Independent Director	Member & Chairperson
Mr. A.K. Dhawan Director Finance	Member
Mr. Abhishek Jain Independent Director	Member

NOMINATION & REMUNERATION COMMITTEE

Mrs. Jyoti Agarwal Independent Director	Member & Chairperson
Mrs. Manju Agarwal Non Executive Director	Member
Mr. Abhishek Jain Independent Director	Member

STAKEHOLDER RELATIONSHIP COMMITTEE/

Mrs. Jyoti Agarwal Independent Director	Member & Chairperson
Mr. A.K. Dhawan Director Finance	Member
Mr. J.K. Agrawal Managing Director	Member

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

Mrs. Jyoti Agarwal Independent Director	Member & Chairperson
Mr. A.K. Dhawan Director Finance	Member
Mr. J.K. Agrawal Managing Director	Member

IMPORTANT COMMUNICATION TO THE MEMBERS

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of Notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses and mobile no., either with their respective Depository Participant (If shareholding is in electronic mode) or with the Registrar & Share Transfer Agent of the Company (If shareholding in physical mode).

TRIVENI GLASS LIMITED

R.O.: 1. Kanpur Road, Prayagraj 211001
Tel: 0532 2407325 Fax: 0532-2407450
Email: akd@triveniglassltd.com Website: www.triveniglassltd.com
CIN: L26101UP1971PLC003491

NOTICE OF ANNUAL GENERAL MEETING

Dear Members,

Notice is hereby given that the Fiftieth (50th) Annual General Meeting of the members of Triveni Glass Limited will be held on Tuesday, 28th day of September 2021 at 12.00 p.m. at Hotel Allahabad Regency, 16 Tashkent Marg, Prayagraj-211001, to transact the following businesses:

ORDINARY BUSINESS:

Item No.1- Adoption of Financial Results

To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31st, 2021, including the Audited Balance Sheet as on March 31st, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended as on that date, and the reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS:

Item No.2-Ratification of Cost Auditor's Remuneration

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

"**RESOLVED THAT** pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 10,000/- plus out-of-pocket expenses payable to M/s Shishir Jaiswal & Co. who are appointed as Cost Auditors of the Company to conduct Cost Audits relating to such businesses of the Company as may be ordered by the Central Government under the Act and the Rules there under, for the year ending 31st March, 2022."

Item No.-3 - Ratification of Appointment of Mrs. Manju Agarwal as Non Executive Director of the company

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

"RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (Act) and the Rules framed there under, read with Schedule IV to the Act, as amended from time to time, Mrs. Manju Agarwal (DIN: 00778983), a Non-executive Director of the Company, who is eligible for appointment, as Non Executive Director of the company, be and is hereby appointed with effect from 19th March 2021 up to 18th March 2026

RESOLVED FURTHER THAT Mr. J.K. Agrawal (DIN:00452816), Managing Director of the Company be and is hereby authorised to do all such acts, deed as may be necessary in this regard including but not limited to signing and billing notice of their appointment with the regulatory authorities."

Item No.-4: Ratification of Re-appointment of Mr. A. K. Dhawan as a Whole Time Director (KMP designated as CFO) of the company for a period of 5 years w.e.f. 06.07.2022

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 Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V thereto and the Rules made thereunder, as amended from time to time and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf, consent of the members be and is hereby accorded for the re-appointment of Mr. A.K Dhawan (DIN: 00694401) as Whole-Time Director of the Company designated as Director Finance for a further period of five (5) years with effect from 6th July, 2022 upon such terms and conditions as to remuneration by way of salary and perquisite set out in the Explanatory Statement annexed hereto

Regd. Off: 1, Kanpur Road
Prayagraj - 211001 (U.P.)

By order of The Board of Directors of
Triveni Glass Limited

	Sd/-	**Sd/-**
	J.K. Agrawal	**A.K. Dhawan**
	Managing Director	**Director Finance**
Place: Prayagraj	**DIN: 00452816**	**DIN: 00694401**
Date: 06.08.2021		

NOTES:

1. The Notice of AGM and Annual Report are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s). Members (Physical /Demat) who have not registered their email addresses with the Company can get the same registered with the company by requesting in member updation form by sending an email to **rta@cbmsl.com.** Please submit duly filled and signed member updation form to the abovementioned email. Upon verification of the Form the email will be registered with the Company.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September 2021 to 28th September 2021 (Both Days inclusive).

3. Corporate members are requested to send a duly certified copy of the board resolution authorizing their representative to attend and vote at the AGM, before e-voting/attending AGM at **rta@cbmsl.com** or **akd@triveniglassltd.com**, pursuant to Section 113 of the Companies Act, 2013.

4. As per Articles of Association, if any share stands in the names of two or more persons, the person name listed first in the register shall, as regards voting, be deemed to be the sole holder thereof. Hence if shares are in the name of joint holders, then first named person is only entitled to attend the meeting and is only eligible for e-voting.

5. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.

6. Members holding shares in physical form and desirous of making a Nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to submit to the Registrars and Transfer Agents the details as required in Form No. SH-13 of Companies (Share Capital and debentures) Rules, 2014.

7. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08th, 2020, Circular No.17/2020 dated April 13th, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13 th, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the EGM/AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.

8. Pursuant to the Circular No. 14/2020 dated April 08th, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

9. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding),Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

10. The attendance of the Members attending the EGM/AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

11. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended)and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08 th, 2020, April 13 th, 2020 and May 05th, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM/AGM. For this purpose the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the EGM/AGM will be provided by NSDL.

12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13th, 2020, the Notice calling the EGM/AGM has been uploaded on the website of the Company at

www.triveniglassltd.com The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the EGM/AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e.www.evoting.nsdl.com.

13. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08th, 2020and MCA Circular No. 17/2020 dated April 13th, 2020, MCA Circular No. 20/2020 dated May 05th, 2020 and MCA Circular No. 2/2021 dated January 13th, 2021.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING ANNUAL MEETING ARE ASUNDER:-

The remote e-voting period begins on Saturday, 25th September 2021 at 9:00 A.M. and ends on Monday 27th September 2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 21st September 2021, may cast their votes electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 21st September 2021.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9th, 2020 on e-Voting facility provided by Listed Companies, Individual shareholder holding securities in demat mode are allowed to vote through their demat accounts maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and address in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Types of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for **NSDL IDeAS facility**, please visit the e-Services website of NSDL. Open web browser by typing the following URL: **https://eservices.nsdl.com/** either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the **"Beneficial Owner"** icon under "Login" which is available under **"IDeAS"** section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL**and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is

	available at https://eservices.nsdl.com. Select **"Register Online for IDeAS"**Portal or click at **https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp** 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or **e-Voting service provider - NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are **https://web.cdslindia.com/myeasi/home/login** or **www.cdslindia.com** and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL.** Click on **NSDL** to cast your vote. **3.** If the user is not registered for Easi/Easiest, option to register is available at **https://web.cdslindia.com/myeasi/ Registration/EasizRegistration** 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in **www.cdslindia.com** home page. The system will authenticate the user by sending OTP on registered No. & address as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or **e-Voting service provider-NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at **evoting@nsdl.co.in** or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at **helpdesk.evoting@cdslindia.com** or contact at 022- 23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf

file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

   a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com.**
   b) Click on hysical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.co.in** mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Annual General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and who's voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes casted by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sinhaayush2@gmail.com with a copy marked to **evoting@nsdl.co.in.**

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.evoting.nsdl.com** or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Vikram Jha at **evoting@nsdl.co.in**

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **akd@triveniglassltd.com** In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to **akd@triveniglassltd.com**. If you are Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e.**Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

2. Alternatively shareholders/members may send a request to **evoting@nsdl.co.in** for procuring user id and password for e-voting by providing above mentioned documents.

3. In terms of SEBI circular dated December 9th, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement
(Pursuant to section 102 of the Companies Act, 2013)

DISCLOSURE UNDER SECTION 102(3)

The documents relating with these businesses are available for inspection till the date of AGM on all working days (except on Saturday and Sunday) at the Registered Office of the company during Office Hours.
This Explanatory Statement may also be regarded as a disclosure under Listing Regulations with the Stock Exchange. As required by section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 2,3 and 4 of the accompanying Notice:

Item No.2- Ratification of Cost Auditors' Remuneration

The Company is directed, under Section 148 of the Act to have the audit of its cost records conducted by a cost accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s. Shishir Jaiswal & Co as the Cost Auditors of the Company to conduct Cost Audits relating to such businesses of the Company as may be ordered by the Central Government under the Act and the Rules there under for the year ending 31st March, 2022, at a remuneration of Rs. 10,000/- plus out-of-pocket expenses and the ratification of the shareholders is sought for the same by an Ordinary Resolution at Item No. 2. M/s. Shishir Jaiswal & Co has furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 2 of the Notice.

Item No.-3 - Ratification of Appointment of Mrs. Manju Agarwal as Non Executive Director of the company

The Company had, pursuant to the provisions of the Listing Obligations & Disclosure Requirement Regulations, 2015 and the Companies Act, 2013 appointed Mrs Manju Agarwal as Non Executive Director in compliance with the requirements of the regulations.

The Nominations & Remuneration Committee has recommended the appointment of Mrs. Manju Agarwal as Non Executive Director from 19th March 2021 for a term of five years.

Mrs Manju Agarwal is graduate and holds Directorship for more than 10 years. Mrs Manju Agarwal, non-executive directors of the Company, have given a required declaration/consent to the Board. In the opinion of the Board, the director fulfil the conditions specified in the Act and the Rules framed there under for appointment as Non Executive Director
In compliance with the provisions of of the Act, the appointment of the director as Non Executive Director is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday & Sunday.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

Item No.4- Ratification of Re-appointment of Mr. A. K. Dhawan as a Whole Time Director (KMP designated as CFO) of the company for a period of 5 years w.e.f. 06.07.2022

Mr. A.K. Dhawan's term as the Whole-Time Director of the Company is expiring on 5th July 2022. The Board at its meeting held on 30th July 2021, has, on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, re-appointed Mr. A.K. Dhawan as the Whole time Director of the Company, designated as Director Finance for a period of five (5) years commencing from 6th July 2022 on the said terms and conditions. This resolution is for seeking approval of the company in general meeting of such reappointment and which contains terms & conditions including remuneration payable to him as follows:

Mr. A. K. Dhawan has been in charge of overseeing the Company's Financial and other relevant business since 1994. He is a Chartered Accountant with vast experience in diverse functional areas such as accounting, taxation, budgeting & business planning, Management accounting, auditing and financial management. During his tenure with the company, he has handled certain crucial assignments. He was appointed as Director (Finance) with effect from 6th July, 2017 for a period of 5 (Five) years which expires on 5th July, 2022.

The principal terms and conditions of Mr. A.K. Dhawan's appointment as Director Finance are:

1. Term of Appointment – 5 years.
2. Period: 6th July 2022- 5th July 2027
3. Nature of duties:

a) The Director shall devote his whole time attention to the business of the Company and carry out such duties, as may be entrusted to him by the Chairman and Managing Director from time to time and exercise such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company.

b) He shall undertake to employ the best of the skill and ability to make his utmost endeavours to promote the interests and welfare of the Company and to conform to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

c) He shall not at any time exceed the powers so delegated by the Board.

4. Remuneration: Mr. A.K. Dhawan shall be entitled to the following remuneration per annum:
   Salary and other fixed allowances:
   Basic Salary of @ Rs. 1,15,000/- per month plus perks

(Increment of Basic Salary shall be decided by the Board of Directors on the recommendation of Nomination & Remuneration Committee subject to the above limit.)

5. Perquisites: In addition to aforesaid consolidated salary, the Director (Finance) shall be entitled to perquisites like gas, electricity, furnishing, medical reimbursement, leave travel concession for self and family, Personal Accident Insurance in accordance with the rules of the Company, the monetary value of such perquisites being limited to Rs. 3,00,000/- (Rupees Three Lakhs only) per annum. However, the following limit shall not be included in the aforesaid perquisite limit:

   a. Rent Free unfurnished Accommodation owned/ leased/ rented by the Company provided that 10% of the basic salary shall be payable by the Director (Finance) himself.

   b. Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.

   c. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.

d. Encashment of leave at the end of tenure as per Rules of the Company, but not exceeding one month's leave for every eleven months' of the service, subject to the conditions that leave accumulated but not availed shall not exceed 150 days at any one time.

e. Provisions for the use of Car for Company's Business and Telephone at residence (including payment for local calls and long distance official calls) shall not be considered as perquisites.

6. The Director (Finance) shall also is entitled to the reimbursement of entertainment expenses actually and properly incurred for the business of the Company.

7.The Director (Finance) so long as he functions as such shall not be paid any sitting fees for attending the meetings of the Board of Directors or Committee of Directors.

8. This appointment may be terminated by either party by giving to the other party advance notice of three months.

Minimum Remuneration: Notwithstanding anything herein above stated, where in any financial year during the tenure of Mr. A.K Dhawan, the Company incurs a loss or its profits are inadequate, the Company subject to the approval of Central Government shall pay the same remuneration as stated above but subject to being within the overall limits on managerial remuneration as provided under Section 197, 198 and other applicable provisions of the Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force , and the rules framed there under read with Schedule V to the said Act. No sitting fees shall be paid for attending the meetings of the Board of Directors or Committees thereof.

Mr. A.K Dhawan may be deemed to be concerned or interested in this proposal to the extent of the remuneration payable to him. He holds 6,166 shares in the company.

Except Mr. A.K Dhawan, being the appointee himself, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

The Notice and Explanatory Statement may be treated as the abstract of the terms of reappointment and remuneration payable to Mr. A.K. Dhawan under Companies Act, 2013.
The Board of Directors recommends this resolution for your approval.

Regd. Off: 1, Kanpur Road
Prayagraj - 211001 (U.P.)
By order of The Board of Directors of
Triveni Glass Limited

	Sd/-	**Sd/-**
	J.K. Agrawal	**A.K. Dhawan**
Place: Prayagraj	**Managing Director**	**Director Finance**
Date: 06.08.2021	**DIN: 00452816**	**DIN: 00694401**

BOARD'S REPORT

Dear Stakeholders,

The Board of Directors of your Company hereby present the 50th Annual Report for the Financial Year ended on 31st March, 2021 together with the Audited Statement of Accounts for the said Financial Year.

FINANCIAL RESULTS

As per Rule 8(5) of The Companies (Accounts) Rules, 2014, (i) the financial summary for the Year ended on 31stMarch 2021 is given below (IND-AS Format):

(Figs in Rs. Lakhs)

PARAMETERS	F.Y. 2020-21	F.Y. 2019-20
Revenue from operations	0.00	7171.66
Other Income	93.55	95.69
Total Income	**93.55**	**7267.35**
Expenditure	84.64	7310.40
PBIDT	**8.91**	**-43.05**
Depreciation	0.41	36.35
Interest	2.23	53.46
Net Profit / Loss	**6.27**	**-132.86**
Exceptional items	0.00	1810.20
Net profit from ordinary Activities	**6.27**	**1677.34**
Loss from discontinued operations	0.00	-120.68
Profit/Loss for the period	**6.27**	**1556.66**
EPS	0.05	12.34

Information pursuant to Section 134 (1) and (2) of the Companies Act, 2013, Auditor's report & Balance Sheet, Profit and Loss Account and Cash Flow Statement for year ended 31.03.2021 is annexed with this report.

PRODUCTION & SALES

There was no production & sales during the year as the company does not have any manufacturing plant at present

CAPITAL EXPENDITURE:

No expenditure was incurred during the year

CAPITAL STRUCTURE

The Authorised Share Capital of the Company is Rs. 2000.00 Lakhs and Subscribed & Paid up share capital is Rs. 1261.94 Lakhs. There was no change in the share capital during the year under review.

PUBLIC DEPOSITS

The Company has not accepted any public deposits and as such, no amount on account of principal or interest on public deposits was outstanding as on the date of the balance sheet.

ANNUAL RETURN

Information pursuant to Section 134 (3) (a) of the Companies Act, 2013, the extract of Annual Return in Form MGT-9 as provided under sub - section (3) of Section 92 is available at the company's website **'www.triveniglassltd.com'** and can be accessed by clicking **'http://www.triveniglassltd.com/bse.html'.**

DIRECTORS' & THEIR MEETINGS

Information pursuant to Section 134 (3) (b) of the Companies Act, 2013, the Board of Directors at present consists of Mr. J.K. Agrawal, Managing Director, Mr. A.K. Dhawan Director (Finance) and Independent Directors namely, Mrs.Jyoti Agarwal and Mr. Abhishek Jain and Non Executive Director Mrs. Manju Agarwal. The details of Meetings of the Company held in the year are given in Corporate Governance Compliance Report.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statements in terms of Section 134(3) (c) of the Companies Act, 2013.

i. In the preparation of annual accounts for the financial year ended March 31st, 2021, the applicable accounting standards have been followed along with proper explanation relating to material departures.
ii. The Directors had 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 at the end of the financial year ended on March 31st 2021 and of the profit or loss of the Company for that period.
iii. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
iv. The Directors had prepared the annual accounts on a going concern basis.
v. The Directors had laid down an adequate system of internal financial control to be followed by the Company and that such internal financial controls are adequate and were operating efficiently and
vi. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors including audit of internal financial controls over financial reporting by the statutory auditors and reviews performed by the management and the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2020-21.

FRAUD REPORTING BY AUDITORS

Information pursuant to Section 134 (3) (ca) of the Companies Act, 2013, no such fraud has been detected by the auditors to mention herein.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

Statement pursuant to Section 134 (3) (d) of the Companies Act 2013 read with section 149 (6) of Companies Act 2013 is given in the **Annexures 1 & 2** to this Report.

SECRETARIAL STANDARDS

The Company complies with all applicable secretarial standards.

COMPANY'S POLICY ON DIRECTOR'S APPOINTMENT & REMUNERATION

Information pursuant to Section 134 (3) (e) of the Companies Act, 2013 read with subsection (3) of Section 178 is given under **Annexure 3** - Corporate Governance Compliance Report

AUDITORS & AUDITORS' REPORT

According to Section 134 (3) (f) (i) of the Companies Act, 2013, the Auditors, M/s. Sanjay Talwar & Associates, Chartered Accountants are the existing Statutory Auditors of the Company. They have audited the financials of the Company for the Financial Year 2020-21 and nil qualification has been observed.

M/s. Sanjay Talwar & Associates, Chartered Accountants, were appointed as the Statutory Auditors of the Company for the period of five years, to hold office from the conclusion of 46th Annual general meeting held in the year 2017 till the conclusion of the 51st Annual general meeting to be held in the financial year 2022. (As ratification clause being omitted under the amendment act vide MCA notification dated 07.06.2018, hence no ratification is required).

SECRETARIAL AUDITORS

According to Section 134 (3) (f) (ii) of the Companies Act, 2013, the Board of Directors of the Company have appointed Mr. Saurabh Basu, Practicing Company Secretary , as the Secretarial Auditor of the Company for the financial year 2020-21, in terms of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Report of the Secretarial Audit and Certificate of disqualification of directors pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed herewith as **Annexure 4** and forms an integral part of this Report. The comments mentioned in Secretarial Audit Report are self-explanatory.

COMMENTS ON AUDIT REPORT BY THE BOARD

The Secretarial Audit Report by the Secretarial Auditor and the Independent Audit Report by the Statutory Auditors for the year ended 2020-21 does not contain any qualification, hence no further comments have been given by the Board and the said reports are unanimously accepted and approved by the Board.

LOANS, GUARANTEES OR INVESTMENTS

Disclosure pursuant to Section 134(3) (g) of the Companies Act, 2013 regarding Loans, guarantees and investments covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statements

RELATED PARTY TRANSACTIONS

Information pursuant to Section 134 (3) (h) of the Companies Act, 2013, read with Rule 8 of Companies (Accounts) Rule, 2014 is given in the **Annexure 5** and relevant related party transaction policy is also presented in a separate section forming part of the Annual Report.

COMPANY'S AFFAIRS

Pursuant to Section 134 (3) (i) of the Companies Act 2013 the manufacturing unit of your company has been sold off in February 2020 hence during financial year 2020-21 there has been no business activity as such.

The company has taken up renovation of two managers' building and sale of the same there after but due to Covid-19, there has been no work since last three months hence the completion of project has got delayed and now we complete Block A by July, 2021 and Block B by December 2021.

Your Company has entered into a Partnership Agreement with a local developer for development and sale of 35 Acres of the factory land but due to non-payment by the party, as per the agreed payment terms the agreement been cancelled. We would now have to look for a fresh party once the real estate business starts has looking up.

RESERVE & SURPLUS

Pursuant to Section 134 (3) (j) of the Companies Act 2013, Capital Reserves of the Company at Rs 3729.83 Lakhs and Security Premium Account was Rs 4408.75 Lakhs.

DIVIDEND

Information pursuant to Section 134 (3) (k) of the Companies Act, 2013, in the view of the fact that the company is in the stage of recovery from a sick company and still has some financial liabilities your directors are not in a position to recommend any dividend for the financial year ending March 2021.

MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY

Information pursuant to Section 134 (3) (l) of the Companies Act, 2013, the Company has sold its manufacturing unit situated at Rajahamundry, Andhra Pradesh on 23.02.2020 and has taken the approval of shareholders through postal ballot on 22.03.2020 for the sale of Allahabad Closed Unit during the year and further plans to be engaged in the real estate sector. It initially, would be refurbishing the existing 72 no. of flats and sell them at the best market prices. It also intends to sell the factory land in due course of time. The going concern status of the Company does not get affected due to sale of Rajahmundry Unit.

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

Information pursuant to Section 134 (3) (m) of the Companies Act, 2013, read with Rule 8 of Companies (Accounts) Rule, 2014 is not applicable as there is no manufacturing unit of the company at present.

RISK MANAGEMENT POLICY

Information pursuant to Section 134 (3) (n) of the Companies Act, 2013 is given in the **Annexure 6** to this Report

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Information pursuant to Section 134 (3) (o) of the Companies Act, 2013, read with Rule 8 of Companies (Accounts) Rule, 2014 is given in the **Annexure 7** and relevant Corporate social responsibility policy is also presented in a separate section forming part of the Annual Report.

BOARD EVALUATION

As per Rule 8 (4) of Companies (Accounts) Rule, 2014 and pursuant to Section 134 (3) (p) of the Companies Act, 2013, we at Triveni believe in striving and excelling against contenders not only through products and initiatives but also through effective and efficient Board monitoring. As required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, an evaluation of all the directors, the Board as a whole and its committees was conducted based on the criteria and framework adopted by the Board.

The details of the said evaluation have been enumerated in the Corporate Governance Report, which is annexed to the Boards' Report.

SUBSIDIARIES

Information pursuant to Rule 8 (5) (iv) of Companies (Accounts) Rule, 2014, the company has no subsidiary company, joint ventures or Associates.

CHANGE IN NATURE OF BUSINESS

Information pursuant to Rule 8 (5) of Companies (Accounts) Rule, 2014, as stated earlier, the company has sold its Rajahmundry unit and got shareholders approval through postal ballot on 22.03.2020 for sale of Allahabad closed Unit of the Company. Although, the Rajahmundry Plant is sold, there is no impact on the going concern of the Company. At present, the Company has no other manufacturing activity and plans to move into the real estate sector where it is to be engaged in renovation of existing 72 no. of flats and sell buildings comprising of 72 residential flats which it intend to repair/refurbish and sell at best market prices, as mentioned in the board Meeting held on 24.01.2020.

SIGNIFICANT AND MATERIAL ORDERS

Information pursuant to Rule 8 (5) (vii) of Companies (Accounts) Rule, 2014, there are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future.

INTERNAL FINANCIAL CONTROL

Information pursuant to Rule 8 (5) (viii) of Companies (Accounts) Rule, 2014, the Company has laid down certain guidelines, processes and structure, which enables implementation of appropriate internal financial controls across the organization. Such internal financial controls encompass policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of business, including adherence to its policies, safeguarding of its assets, prevention and detection of frauds and errors, the accuracy and completeness of accounting records and the timely preparation of reliable financial information. These include control processes both on manual and IT applications including the ERP application wherein the transactions are approved and recorded. Appropriate review and control mechanisms are built in place to ensure that such control systems are adequate and are operating effectively.

The Company has, in all material respects, an adequate internal financial controls system and such internal financial controls were operating effectively based on the internal control criteria established by the Company considering the essential components of internal control, stated in the Guidance Note on Audit of Internal Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

PARTICULARS OF EMPLOYEES

The Statement containing ratio of remuneration paid to each director and the median employee remuneration and other details in terms of sub-section 12 of section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 form a part of this report.

The Statement containing particulars in terms of subsection 12 of section 197 of the Companies Act 2013 read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 form a part of this report.

Considering the first proviso to Section 136(1) of the Companies Act, 2013, the Annual Report, excluding the aforesaid information, is being sent to the members of the Company and others entitled thereto. The said information is available for inspection at the registered office of the Company during business hours on working days Saturday & Sunday of the Company up to the date of the ensuing Annual General Meeting. Any shareholder interested in obtaining a copy thereof, may write to the Company Secretary in this regard.

COMMISSION TO MANAGING DIRECTOR AND WHOLE TIME DIRECTOR

Information pursuant to Section 194 (14) of the Companies Act, 2013, no separate commission is being paid to the said directors.

CODE OF CONDUCT

The Board of Directors has approved a Code of Conduct which is applicable to the Members of the Board and all employees in the course of day to day business operations of the company. The Code has been placed on the Company's website **www.triveniglassltd.com.** The Code lays down the standard procedure of business conduct which is expected to be followed by the Directors and the designated employees in their business dealings and in particular on matters relating to integrity in the work place, in business practices and in dealing with stakeholders. All the Board Members and the Senior Management personnel have confirmed compliance with the Code.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company is committed to the high standards of Corporate Governance and stakeholder responsibility. The Company has established a vigil mechanism to be known as the 'Whistle Blower Policy' for its Directors and employees, to report instances of unethical behavior, actual or suspected, fraud or violation of the Company's Code of Conduct. The aim of the policy is to provide adequate safeguards against victimization of whistle blower who avails of the mechanism and also provide direct access to the Chairman of the Audit Committee, in appropriate or exceptional cases.

Accordingly, 'Whistle Blower Policy' has been formulated with a view to provide a mechanism for the Directors and employees of the Company to approach the Ethics Counselor or the Chairman of the Audit Committee of the Company. The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees willing to raise a concern about serious irregularities within the Company.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN

Your Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention of sexual harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 and rules made there under. There was no complaint on sexual harassment during the year under review.

INDUSTRIAL RELATIONS

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

INVESTOR RELATIONS

Your Company always endeavors to keep the time of response to shareholders request / grievance at the minimum. Priority is accorded to address all the issues raised by the shareholders and provide them a satisfactory reply at the earliest possible time. The Shareholders' Relationship Committee of the Board meets periodically and reviews the status of the Shareholders' Grievances. The shareholders of the Company continue to be traded in electronic forum and de-materialization exists with both the depositories viz., National Securities Depository Limited and Central Depository Services (India) Limited.

PREVENTION OF INSIDER TRADING

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for implementation of the Code. All Board of Directors and the designated employees have confirmed compliance with the Code.

HUMAN RELATIONS

Your Company does not have any manufacturing unit or any office except the registered office.

ENVIRONMENT AND SAFETY

A lot of emphasis is placed on occupational, environment, health and safety of the employees of the Company. Several steps have been taken to conserve water by recycling it into useful purposes. A much greener environment has been created by using waste water and only those plants have been planted which make the environment clean and dust free. The Company recognizes employees' safety and is always inclined to improve on such standards.

GREEN INITIATIVE IN THE CORPORATE GOVERNANCE

In view of the 'Green Initiative in Corporate Governance' introduced by the Ministry of Corporate Affairs vide its circular no. 17/2011 dated 21st April 2011, all shareholders of the Company are requested to register their e-mail IDs with the Company, so as to enable the company to send all notices/ reports/documents/ intimations and other correspondences etc. through e-mails, in the electronic mode instead of receiving physical copies of the same.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review, as stipulated under Listing Regulation with stock exchanges in India, is presented in as **Annexure 8.**

CORPORATE GOVERNANCE

As required under Chapter IV and Schedule V of the SEBI (Listing Obligations& Disclosure Requirements), Regulations 2015 with the Stock Exchanges, Corporate Governance as well as the Statutory Auditors' Certificate regarding compliance of conditions of Corporate Governance forms part of the Annual Report.

Your Company has always practiced sound corporate governance and takes necessary actions at appropriate times for meeting stakeholders' expectations while continuing to comply with the mandatory provisions of corporate governance and it has been the endeavor of your company to follow and implement the best practices of corporate governance, in letter and spirit.

APPRECIATION

The Directors wish to place on record their deep thanks and gratitude to;

a) The Central and the State Government as well as their respective Departments and Development Authorities connected with the business of the Company, the Bankers of the Company as well as other Institutions for their co-operation and continued support.

b) The Shareholders, Suppliers and the Contractors for the trust and confidence reposed in the company and to the Customers for their valued patronage.

c) The Board also takes this opportunity to express its sincere appreciation for the efforts put in by the officers and employees at all levels in achieving the results and hopes that they will continue their sincere and dedicated endeavor towards attainment of better working results during the current year.

APPLICATIONS UNDER INSOLVENCY AND BANKRUPTACY CODE, 2016

Information pursuant to Rule 8 (5) (x) of Companies (Accounts) Rule, 2014, there are no applications made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 as at the end of the financial year 31.03.2021.

SETTLEMENTS

Information pursuant to Rule 8 (5) (xii) of Companies (Accounts) Rule, 2014, there were no instance of one-time settlement with any Bank or Financial Institution.

TRANSFER OF UNPAID AND UNCLAIMED AMOUNT TO IEPF

During the year, no amount was due for transfer to IEPF.

ACKNOWLEDGEMENT

Your Directors would like to place on record their sincere appreciation to Shareholders, Bankers, Institutions and Employees for their cooperation and support.

Regd. Off: 1, Kanpur Road
Prayagraj - 211001 (U.P.)

By order of The Board of Directors of Triveni Glass Limited

	Sd/	**Sd/**
	J.K. Agrawal	**A.K. Dhawan**
Place: Prayagraj	**Managing Director**	**Director Finance**
Date: 06.08.2021	**DIN: 00452816**	**DIN: 00694401**

ANNEXURE- 1

To,
The Members
Triveni Glass Limited
1, Kanpur Road, Prayagraj-211001

Sub: Declaration of Independence under Companies Act, 2013 & SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015

I, Jyoti Agarwal, hereby certify that I am a Non-executive Director of Triveni Glass Limited and comply with all the criteria of independent director envisaged under Section 149 (6) and SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015. I hereby certify that:

I. I am not and never have been in the past the promoter of the Company, its holding, subsidiary or associates Company.
II. I am not related to promoters or Directors of the Company, its holding, Subsidiary or associate Company;
III. Apart from receiving director's remuneration in the form of sitting fee, I do not have any material pecuniary relationships or transactions with the company, its holding, subsidiary or Associate Company or promoters and directors thereof in immediate past 2 financial Year and in the current financial year;
IV. None of my relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two percent or more of its gross turnover or total income or fifty Lakh, during the two immediately preceding financial years or during the current financial year;
V. Neither I nor any of my relatives:
    i. Holds or has held the position of key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the immediately preceding three financial years,
    ii. is or has been an employee or proprietor or a partner, in any of the immediately preceding three financial years of,
        a) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
        b) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
    iii. is a Chief Executive Officer or Director of any Non Profit organisation which receive 25% or more of its receipt from the Company, its holding, Subsidiary, or associates Company or its promoter or Director thereof or which holds two per cent. or more of the total voting power of the company.
    iv. hold together with the relatives 2% or more of the total voting power.
    v. I am not a material supplier, service provider or customer or a lessor or lessee of the company;
    vi. I am not less than 21 year.

I undertake that I shall take prior approval of the Board of Directors if and when I have any such relationship or transaction whether material or not and if fail to do so I shall cease to become an independent Director.

Date: 15.06.2021
Place: Prayagraj

Sd/-
Jyoti Agarwal
(Director)

ANNEXURE- 2

To,
The Members
Triveni Glass Limited
1, Kanpur Road, Prayagraj-211001

Sub: Declaration of Independence under Companies Act, 2013 & SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015

I, Abhishek Jain, hereby certify that I am a Non-executive Director of Triveni Glass Limited and comply with all the criteria of independent director envisaged under Section 149 (6) and SEBI (Listing Obligation & Disclosure Requirements) Regulations,2015. I hereby certify that:

I. I am not and never have been in the past the promoter of the Company, its holding, subsidiary or associates Company.
II. I am not related to promoters or Directors of the Company, its holding, Subsidiary or associate Company;
III. Apart from receiving director's remuneration in the form of sitting fee, I do not have any material pecuniary relationships or transactions with the company, its holding, subsidiary or Associate Company or promoters and directors thereof in immediate past 2 financial Year and in the current financial year;
IV. None of my relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two percent or more of its gross turnover or total income or fifty Lakh, during the two immediately preceding financial years or during the current financial year;
V. Neither I nor any of my relatives:

i. Holds or has held the position of key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the immediately preceding three financial years,

ii. is or has been an employee or proprietor or a partner, in any of the immediately preceding three financial years of,

a) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
b) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;

iii. is a Chief Executive Officer or Director of any Non Profit organisation which receive 25% or more of its receipt from the Company, its holding, Subsidiary, or associates Company or its promoter or Director thereof or which holds two per cent. or more of the total voting power of the company.

iv. hold together with the relatives 2% or more of the total voting power.

v. I am not a material supplier, service provider or customer or a lessor or lessee of the company;

vi I am not less than 21 year.

I undertake that I shall take prior approval of the Board of Directors if and when I have any such relationship or transaction whether material or not and if fail to do so I shall cease to become an independent Director.

Date: 15.06.2021
Place: Prayagraj

Sd/-
Abhishek Jain
(Director)

ANNEXURE 3

CORPORATE GOVERNANCE

[Pursuant to Chapter IV and Schedule V of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 entered into with the Stock Exchange]

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company seeks to focus on enhancement of long-term value creation for all stakeholders without compromising on integrity, social obligations and regulatory compliances. As a responsible corporate citizen, Your Company encourages and recognizes employee participation in environment and social initiatives that contribute to organizational sustainability, training, learning, personal growth, conservation of energy and other scarce resources, promoting safety and health of its employees and of the neighboring communities. Company believes that profitability must go hand in hand with a sense of responsibility towards all stakeholders

The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors. In addition, the Company has adopted a Code of Conduct for its Non-Executive Directors.

BOARD OF DIRECTORS

The Board of Directors of the Company is comprised of Executive, Non-Executive, and Independent Director. The Executive Directors are responsible for the overall operations and working of the Company and Non-executive Independent Director provides and evaluates the strategic directions of the Company; formulates and reviews management policies, serves and protects the overall interests of shareholders to ensure long-term value creation for stakeholders.

Composition

The Board of Directors is comprised of 5 Directors as on 31st March 2021.

Category	No. of Directors	Percentage of total No. of Directors
Executive Directors	2	40
Non-Executive Independent Directors	3	60
Total	**5**	**100**

Name of the Director	Designation	Category
Mr. J.K. Agrawal	Managing Director	Executive Director
Mr. A.K. Dhawan	Director Finance	Executive Director
Mrs. Manju Agarwal	Woman Director	Non-Executive Director
Mrs. Jyoti Agarwal	Woman Director	Non-Executive Independent Director
Mr. Abhishek Jain	Director	Non-Executive Independent Director

- None of the Non-Executive Directors have any material pecuniary relationship with the Company.
- None of the Directors have inter se relationship.

BOARD MEETING

During the financial year ended March 31st, 2021, four meetings of the Board of Directors were held in line with the minimum requirement of 4 times. Due to COVID -19 and Continuous lock down from March 20 upto

June 20, the Company could not held first Board Meeting of the FY 20 within 120 days from last Board Meeting other than that none of the two Board Meetings have a gap of more than 120 days between them in terms of Listing Regulations. The dates of meetings were 19.08.2020, 29.10.2020, 25.01.2021, 19.03.2021.

Attendance record of the Directors for the Board Meetings held during their tenure is given below:

Sr. No.	Name of Director	No. of Meeting attended during 2020-21			No. of Directorship in other Public Companies		No. of Committee positions held in other public companies	
		Board		Last AGM	Listed	Others	Chairman	Member
		Held*	Attended					
1.	Mr. J.K. Agrawal	4	4	Yes	0	0	0	0
2.	Mr. A.K. Dhawan	4	4	Yes	0	0	0	0
3.	Mr. P.K. Kesharwani	4	2	Yes	0	0	0	0
4.	Mrs Jyoti Agarwal	4	4	Yes	0	0	0	0
5.	Mr. Abhishek Jain	4	4	Yes	0	2	0	0
6.	Mrs Manju Agarwal	4	0	NA	0	0	0	0

* Denotes number of meetings held during the tenure of directorship of each director.

Note:

- None of the Directors of your Company is a member of more than 10 Committees or is the Chairman of more than five Committees across all the Public Companies in which they are Directors.
- The directorship/ committee membership is based on the disclosures received from the directors.

COMMITTEES OF THE BOARD

The Board has constituted the following standing Committees to carry out the purpose and various function assigned to them by the Board of Directors or under the law for time being in force:

I. Audit Committee
II. Nomination Remuneration And Committee
III. Shareholders'/Relationship Committee
IV. Corporate Social Responsibility Committee

I. AUDIT COMMITTEE

The purpose of the audit committee is to ensure the objectivity, credibility and correctness of the Company's financial reporting and disclosure processes, internal controls, risk management policies and processes, tax policies, compliance and legal requirements and associated matters.

i) Terms of reference

1. Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending the appointment and removal of statutory and internal Auditors (whenever required), fixation of audit fee and also approval for payment for any other services.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

4. Reviewing with Management the quarterly / half yearly and the annual financial statements before submission to the Board, focusing primarily on:
   - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of section 134 of the Companies Act, 2013.
   - Any Change in accounting policies and practices.
   - Major accounting entries based on exercise of judgment by management.
   - The going concern assumption.
   - Compliance with accounting standards.
   - Compliance of legal requirement concerning financial statements.
   - Any related party transactions.

5. Reviewing with the management, statutory and internal Auditors, the adequacy and compliance of internal control system.
6. Reviewing with the management, the quarterly financial statements before submission to the board for approval.
7. Reviewing the adequacy of internal audit function, reporting structure coverage and frequency of internal audit.
8. Discussion on internal Auditors significant findings and follow up there on.
9. Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
10. Discussion with Statutory Auditors about the scope of audit as well as have post audit discussion to ascertain any area of concern.
11. Reviewing the Company's financial and risk management policies.
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

Further the Audit Committee shall mandatorily review the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the audit committee), submitted by management;
3. Management letters / letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee

ii) Composition:

Mr. Peeyush Kumar Kesarwani, member of the Committee has resigned on 05.11.2020 and accordingly the Committee was reconstituted on 25.01.2021. Currently, the Audit Committee is comprised of three members, including Mrs Jyoti Agrawal who is heading the committee and Mr. Anil Kumar Dhawan, and Mr. Abhishek Jain.

iii) Meeting and attendance:

During the year under review meetings of the Audit committee were held on 19.08.2020, 29.10.2020 and 25.01.2021 Attendance record of Directors present thereat is as under:

Name of the Member	No. of Meetings Held*	No. of Meetings attended
Mr. Peeyush Kumar Kesharwani	3	2
Mr. Anil Kumar Dhawan	3	3
Mrs Jyoti Agarwal	3	3
Mr. Abhishek Jain	3	3

II. NOMINATION AND REMUNERATION COMMITTEE

Role

Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees in the senior management;

1. To identify the persons who are qualified to become the director and who may be appointed in the senior management.
2. To lay down the criteria and policy for selection relating to the appointment of Directors, Officers in the senior Management and their remuneration.
3. Formulation of criteria for evaluation of Independent Directors and the Board;
4. Devising a policy on Board diversity.

CONSTITUTION

Mr. Peeyush Kumar Kesarwani, member of the Committee has resigned on 05.11.2020 and accordingly the Committee was reconstituted on 19.03.2021 by the induction of Mrs Manju Agarwal to the Board and the Committee. Currently the Nomination and Remuneration committee is comprised of the following Directors

Name	Category	Designation
Mrs. Jyoti Agarwal	Non Executive Independent Director	Member & Chairperson
Mr. Abhishek Jain	Non Executive Independent Director	Member
Mrs. Manju Agarwal	Non Executive Director	Member

ATTENDANCE RECORD & DETAILS OF THE COMMITTEE MEETING

During the year under review one meetings of the Nomination & Remuneration committee were held on 19.03.2021 Attendance record of Directors present thereat is as under:

Name of the Member	No. of Meetings Held*	No. of Meetings attended
Mrs. Jyoti Agarwal	1	1
Mr. Abhishek Jain	1	1
Mrs Manju Agarwal	1	0

REMUNERATION POLICY

Remuneration policies of the Triveni Glass Limited have been designed in such fashion so that it attracts and retains the talent.

III. STAKEHOLDERS RELATIONSHIP / SHAREHOLDERS GRIEVANCES COMMITTEE

The purpose of constituting investor grievance committee is to expedite the process of redressal of investors' grievances and it is responsible for specifically look in to the matters related to the shareholders grievances and their complaints related to non-receipt of share certificates, letter of allotment, non-payment of dividend etc.

Terms of reference

1. To consider and review the queries/complaints received from Share/ Debenture Holders.
2. To take steps to redress queries/complaints and ensure speedy satisfaction to shareholders/ investors.
3. To work under the control & supervision of the Board of Directors

Composition
Mr. Peeyush Kumar Kesarwani, member of the Committee has resigned on **05.11.2020** and accordingly the Committee was reconstituted on 19.03.2021. Currently the Stakeholder Relationship Committee comprises of three members, including Mr. A.K Dhawan, Mr. J.K. Agrawal and Mrs Jyoti Agarwal who is heading the committee.

Meeting and attendance
During the year under review meetings of the Stakeholder Relationship Committee were held on 21.09.2020, 15.10.2020, 28.10.2020, 18.01.2021, 13.02.2021 and 26.02.2021. Attendance record of Directors meeting present thereat is as under:

Name of the Member	No. of Meetings Held*	No. of Meetings attended
Mrs. Jyoti Agarwal	6	6
Mr. Jitendra Kumar Agrawal	6	6
Mr. Anil Kumar Dhawan	6	6

.

Role and Powers of Stakeholder Relationship Committee/Shareholders' Grievance Committee
The Investors' Grievance Committee shall have the following roles, functions and responsibilities:

(i) To look into and supervise the redressal of shareholders'/Investors' Complaints.
(ii) To oversee the performance of the Registrars and Share Transfer Agents and recommend measures for overall improvement of the quality of investor services.
(iii) To consider and approve the transfer of shares, transmission of shares, dematerialization of shares, transposition of shares, issuance of duplicate share, deletion of names, splitting and consolidation of shares, etc.

IV. CORPORATE SOCIAL RESPONSBILITY COMMITTEE
In terms of Companies Act, 2013 Every Company having turnover of Rs. 1000 Crore or Networth of Rs. 500 or Net Profit of Rs. 5 Crore or more shall constitute a committee to be named as Corporate Social Responsibility Committee. Accordingly the Board of Directors in its meeting held on 28.01.2017 was Corporate Social Responsibility Committee (CSR Committee). As Mr. Peeyush Kumar Kesarwani, member of the Committee has resigned on 05.11.2020 and accordingly the Committee was reconstituted on 19.03.2021.

COMPOSITION
Currently, the composition of CSR committee is as follows:

S.No.	Name	Category	Designation
1.	Mr. Jitendra Kumar Agrawal	Managing Director	Member & Chairman
2.	Mr. Anil Kumar Dhawan	Director (Finance)	Member
3.	Mrs Jyoti Agarwal	Independent Director	Member

ROLE OF CSR COMMITTEE
The role of the CSR and Sustainability Committee is, inter alia, to formulates, review, monitor and direct the CSR policies and practices of Company and recommend to the Board of Directors its CSR policies to be followed. The Committee seeks to guide the Company in integrating its social and environmental objectives with its business strategies and assists in crafting unique models to support creation of sustainable livelihoods.

MEETING & ATTENDANCE RECORD
During the year under review meeting of the Corporate Social Responsibility Committee was held on 29.10.2020. Attendance record of Directors present thereat is as under:

Name of the Member	No. of Meetings Held*	No. of Meetings attended
Mr. Peeyush Kumar Kesharwani	1	1
Mr. Jitendra Kumar Agrawal	1	1
Mr. Anil Kumar Dhawan	1	1
Mrs Jyoti Agarwal	1	1

GENERAL BODY MEETINGS

Date and venue of last three Annual General Meeting

Nature of Meeting	Date	Venue	Special Resolution passed
Annual General Meeting	27th November, 2020	Hotel Allahabad Regency, 16 Tashkent Marg, Allahabad-211001	1. Ratification of Cost Auditors' Remuneration.
Annual General Meeting	20th September, 2019	Hotel Allahabad Regency, 16 Tashkent Marg, Allahabad-211001	1. Ratification of Cost Auditors' Remuneration. 2. Re-appointment of Mr. J. K. Agrawal as Managing Director. 3. Re-appointment of Mr. P.K. Kesharwani as Independent Director. 4. Re-appointment of Mrs. Jyoti Agrawal as Independent Director.
Annual General Meeting	20th September, 2018	Hotel Allahabad Regency, 16 Tashkent Marg, Allahabad-211001	1.Ratification of Cost Auditors' Remuneration 2. Authorization to Board of Directors for determining fee for delivery of documents to a member 3. Appointment of Mr. Abhishek Jain as Independent Director of the company

POSTAL BALLOT

During the year ended March 31st, 2021, your Company does not seek any approval from its shareholders for passing Special/Ordinary resolution through the process of Postal ballot in accordance with the provisions of section 110 of the companies Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

However, in February 2020, the Postal Ballot notice dated 21.02.2020 was sent to the shareholders for seeking approval regarding sale of Allahabad Plant and Machinery, Land and Building, which was successfully passed as on the last date of receiving ballots i.e. on 22.03.2020 with 99.99% majority.

MEANS OF COMMUNICATION

The Company communicates with the shareholders through its Annual report and publication of financial results. The Board of Directors of the Company approves and takes on record the Un-audited financial results within 45 days of the close of the quarter and the results are announced to the Stock Exchange Limited. Further the highlights of the quarterly results are published in the newspapers named Financial Express and AAJ.

GENERAL SHAREHOLDER INFORMATION

a) Annual General Meeting through VC/OAVM

- Date and Time : 28th September 2021 at 12.00 P.M.
- Deemed Venue : Hotel Allahabad Regency, 16 Tashkent Marg, Prayagraj-211001

b) Financial Year of the Company : April 1st 2020 to March 31st 2021

Tentative Schedule for financial Year 2021-22

- 1st Quarter ending June 30, 2021 : End of July 21
- 2nd Quarter ending September 30, 2021 : End of Oct 21
- 3rd Quarter ending December 31, 2021 : End of Jan 22
- Annual Result for the year ended March 31, 2022 : End of May 22

c) Date of Book Closure/Record Date : 22.09. 2021 to 28.09. 2021 (Both Days inclusive) for the purpose of Annual General Meeting

d) Registered Office : 1, Kanpur Road, Prayagraj-211001

e) Dividend Payment Date : N.A.

f) Listing of Equity Shares on Stock Exchanges : BSE Limited

g) Stock Code
BSE Limited : 502281

h) Registrar & Share Transfer Agents : CB Management Services Pvt. Ltd.
P-22, Bondel Road, Kolkata
Tel: (033) 4011 6700/2280 6692
E-mail: rta@cbmsl.com

i) Market Price (High & Low) at BSE during each month of the Financial Year 2020-2021

Month	High (Rs.)	Low (Rs.)
April' 2020	5.39	3.92
May'2020	4.99	4.55
June, 2020	5.65	3.57
July,2020	9.27	5.93
August'2020	10.33	6.70
September'2020	9.60	7.22
October, 2020	10.33	7.91
November, 2020	8.02	6.69
December, 2020	9.38	6.93
January '2021	9.80	6.76
February'2021	7.01	5.74
March' 2021	6.44	5.06

j) Liquidity

Liquidity is offered to the Members of the Company as the Equity shares of the Company are listed and actively traded on BSE Limited.

k) Dematerialization of Shares

The Company's scrip forms part of the Compulsory Demat segment for all investor's effective 8th March 2001. In order to facilitate the investors to have an easy access to the demat system, the Company has joined with both the Depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

As on 31st March 2021 94.47% of the Company's paid-up share capital representing 11921809 equity shares are held in Dematerilized form and the balance 5.53% representing 697625 equity shares are in physical form.

l) Outstanding GDRs/ADRs/Warrants or any other convertible instruments

Your Company does not have any GDRs/ADRs/Warrants or any other Convertible Instruments.

m) Address for Correspondence

The Correspondence may be addressed to Mr. Anil Kumar Dhawan, Director Finance officer of the Company, at the Registered Office of the Company at 1, Kanpur Road, Allahabad-211001 Uttar Pradesh or CB Management Services Pvt. Ltd. P-22, Bondel Road, Kolkata-700019, West Bengal, Tel: (033) 4011 6700/2280 6692, E-mail: rta@cbmsl.com

n) Investor Correspondence

i) For transfer of shares, payment of dividend on shares and any other queries relating to the shares is handled by the Company's Registrar & Share Transfer Agent at the following address:
M/s CB Management Services Pvt. Ltd.
P-22, Bondel Road, Kolkata-700019, West Bengal,
Tel: (033) 4011 6700/2280 6692, E-mail: **rta@cbmsl.com**

ii) **Mrs. Sushma** has been designated as the **Compliance Officer** of the Company as required under the Listing Regulations with Stock Exchange.

o) Shareholding Pattern

The shareholding pattern as on 31st March 2021:

CATEGORY	NO.OF SHARES HELD	% OF HOLDING
FIS/BANKS	38,00	0.03
INSURANCE COMPANIES	4,32,516	3.43
MUTUAL FUND & UTI	57,16	0.04
FOREIGN PORTFOLIO	3,48,782	2.75
PROMOTERS	8,09,554	6.42
CENTRAL/STATE GOVERNMENT	10,00	0.01
PUBLIC	85,64,449	67.86
CORPROATE BODIES / TRUST	24,53,617	19.46
TOTAL	**1,26,19,434**	**100.00**

p) Distribution of Shareholding as on 31.03.2021.

Range (No.of shares)	No.of shareholders	% of shareholders	No.of shares	% of shares
1-500	11000	86.21	1195858	9.48
501-1000	754	6.06	641838	5.09
1001-2000	408	2.95	647626	5.13
2001-3000	167	1.19	438458	3.47
3001-4000	71	0.66	254953	2.02
4001-5000	96	0.74	461409	3.66
5001-10000	129	1.06	968445	7.67
10001 & above	154	1.13	5629241	63.48
TOTAL	**12779**	**100.00**	**12619434**	**100.00**

Regd. Off: 1, Kanpur Road
Prayagraj- 211001 (U.P.)

By order of The Board of Directors of Triveni Glass Limited

Sd/-
J.K. Agrawal
Managing Director
DIN: 00452816

Sd/-
A.K. Dhawan
Director (Finance)
DIN: 00694401

Place: Prayagraj
Date: 06.08.2021

ANNEXURE-4

Form No. MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED ON 31.03.2021
[Pursuant to section 204(1) of the Companies Act, 2013 and the Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2004]

To,
The Members
TRIVENI GLASS LTD.
1, Kanpur road,
Prayagraj- 211001 (U.P)

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Triveni Glass Ltd. (CIN L26101UP1971PLC003491**) (herein after called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and exposing and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its Officers, agents and authorised representatives during the conduct of the Secretarial Audit. We hereby report that, in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2021('Audit Period') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2021 according to the provisions of (to the extent it's applicable to the Company):

(i) The Companies Act, 2013 (the Act) and the Rules made there under;
(ii) The Securities Contract (Regulation) Act, 1956 (SCRA;) and the Rules made there under;
(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
(iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowing;
(v) The Regulation and Guidelines prescribed under the Securities and Exchange Board of the India Act, 1992 ('SEBI Act') viz-
(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
(d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
(f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993; regarding The Companies Act and dealing with client;
(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
(i) The Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations,2015
(vi) Other Laws applicable to the Company: The Company has informed that there are no laws, which are specifically applicable to the Company.

We have also examined compliance with the applicable clause of the following;

I. The Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India.
II. The Listing Agreements entered into by the Company with BSE Limited.

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

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors except that the number of Independent Directors did not comprise of fifty percent or more of the Board of Directors .The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the meetings of the Boards and Committees of the Boards, except where consent of the directors was received for scheduling meeting at a shorter notice, agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and recorded in the minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that based on review of compliance mechanism established by the Company, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For S Basu & Associates
Company Secretaries
Firm Registration No : S2017WB456500

Place: Kolkata
Date: 19.06.2021

Sd/-
Saurabh Basu
Practising Company Secretary
ACS: 18686 ; C.P.: 14347
Peer Review No : 1017/2020
UDIN : A018686C000487s39

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

"ANNEXURE -A"

To,

The Member,
TRIVENI GLASS LTD.
1, Kanpur road,
Prayagraj- 211001 (U.P)

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

1. Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test -check basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

4. Where ever required, we have obtained the Management Representation about compliance of laws, rules and regulations and happenings of events etc.

5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test-check basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficiency or effectiveness with which the management has conducted the affairs of the Company.

7. In view of restrictions imposed due to COVID 19, we have conduct part of our audit on the basis of details /documents provided by the Company through Email and/or other digital mode.

For S Basu & Associates
Company Secretaries
Firm Registration No : S2017WB456500

Place: Kolkata
Date: 19.06.2021

Sd/-
Saurabh Basu
Practising Company Secretary
ACS: 18686 ; C.P.: 14347
Peer Review No : 1017/2020
UDIN : A018686C000487s39

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

To,

The Members of
TRIVENI GLASS LIMITED

1, KANPUR ROAD, PRAYAGRAJ-211001

I/We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of TRIVENI GLASS LIMITED having CIN L26101UP1971PLC003491and having registered office at 1, KANPUR ROAD, PRAYAGRAJ-211001 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my/our opinion and to the best of my/our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me / us by the Company & its officers, I/We hereby certify that none of the Directors on the Board of the Company as stated below or the Financial Year ending on 31st March, 2021 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority .

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	JITENDRA KUMAR AGRAWAL	00452816	01/01/1995
2.	MANJU AGARWAL	00778983	19/03/2021
3.	ANIL KUMAR DHAWAN	00694401	06/07/2002
4.	ABHISHEK JAIN	06895874	07/08/2018
5.	JYOTI AGARWAL	07128325	24/03/2015

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

Place: Kolkata
Date: 19.06.2021

For S Basu & Associates
Company Secretaries

Sd/-
Saurabh Basu
Practising Company Secretary
ACS: 18686 ; C.P.: 14347
UDIN No.: A018686B000732784

ANNEXURE - 5

Form No. AOC-2

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

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

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL

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

(a) Name(s) of the related party: Uttar Pradesh Safety Glass Works (P) Ltd.
(b) Nature of Relationship: Service Provider
(c) Nature of contracts/arrangements/transactions: Rent
(d) Duration of the contracts / arrangements/transactions: 5 year Agreement
(e) Salient terms of the contracts or arrangements or transactions including the value, if any: Rs. 40,000/- per month
(f) Date(s) of approval by the Board, if any: 26.07.2016
(g) Amount paid as advances, if any: Nil

For Triveni Glass Limited
Sd/-
J.K. Agrawal
(Managing Director)
DIN: 00452816

Date: 06.08.2021
Place: Prayagraj

ANNEXURE- 6

RISK MANAGEMENT POLICY

Risk Strategy

Triveni Glass Limited recognizes that, the risk is an integral and unavoidable component of business and is committed to managing the risk in a proactive and effective manner The Company believes that the Risk cannot be eliminated. However, it can be:

- Transferred to another party, who is willing to take risk, say by buying an insurance policy or entering into a forward contract;
- Reduced, by having good internal controls;
- Avoided, by not entering into risky businesses
- Retained, to either avoid the cost of trying to reduce risk or in anticipation of higher profits by taking on more risk,
- Shared, by following a middle path between retaining and transferring risk.

Risk Management Framework: We adopt systematic approach to mitigate risks associated with accomplishment of objectives, operations, revenues and regulations. We believe that this would ensure mitigating steps proactively and help achieve stated objectives. The entity's objectives can be viewed in the context of four categories: (i) Strategic, (2) Operations, (3) Reporting and (4) Compliance and Wide Risk Management with focus on three key elements, viz. (1) Risk Assessment; (2) Risk Management; (3) Risk Monitoring.

To meet the stated objectives, it is imperative to make effective strategies for exploiting opportunities and as a part of this endeavor, the Company has identified key risks and developed plans for managing the same.

Organizational Objectives

Reporting:
Maintaining high standards of Corporate Governance and public disclosure.

Compliance:
Ensuring stricter adherence to policies, procedures and laws / rules / regulations / standards.

Risk Management and Risk Monitoring

In principle, risk always results as consequence of activities or as consequence of non-activities. Risk Management and Risk Monitoring are important in recognizing and controlling risks

Risks specific to the Company and the mitigation measures adopted

1) Business dynamics: Variance in the demand and supply of the product in various areas. Based on experience gained from the past, the Company is able to predict the demand during a particular period and accordingly supply is planned and adjusted.

2) Business Operations Risks: These risks relate broadly to the company's organization and management, such as planning, monitoring and reporting systems in the day-to-day management process namely: Organization and management risks, Production, process and productivity risks, Business interruption risks, Profitability risks

Risk mitigation measures: The Company functions under a well-defined organization structure. Flow of information is well defined to avoid any conflict or communication gap between two or more Departments. Second level positions are created in each Department to continue the work without any interruption in case

of non-availability of functional heads. Sufficient stock of raw materials is kept to ensure continuous production. Effective steps are being taken to reduce cost of production. Back-up Captive power generating capacity for uninterrupted production and strong HR Department to maintain excellent and cordial relations at all levels of employment.

3) Liquidity Risks: Financial Solvency and liquidity risks, borrowing limits, cash management risks

Risk mitigation measures: Proper financial planning is put in place. Annual and Quarterly Budgets and Variance Analyses are prepared to have better financial planning. Daily, monthly cash flows are prepared. Exposure to Foreign Exchange transactions are supported by LCs and Bank Guarantees.

4) Credit Risks: Risks in settlement of dues by clients. Provision for bad and doubtful debts.

Risk mitigation measures: Systems put in place for assessment of creditworthiness of Customers. Provision for bad and doubtful debts made to arrive at correct financial position of the Company. Appropriate recovery management and follow up.

5) Logistic Risks: Use of outside transport sources.

Risk mitigation measures: Sourcing committed and dedicated service providers. Exploring possibility of an in-house logistic mechanism if the situation demands. Possibilities to optimize the operations, by having a combination of transportation through road / rail and sea / air are explored. Comprehensive transit risk insurance coverage for all incoming and outgoing goods across the organization.

6) Market Risks / Industry Risks: Demand and Supply Risks Quantities, Qualities, Suppliers, lead time, interest rate risks Raw material rates Interruption in the supply of Raw material

Risk mitigation measures: Raw materials are procured from different sources at competitive prices. Alternative sources are developed for uninterrupted supply of raw materials Demand and supply are external factors on which company has no control, but however the Company plans its production and sales from the experience gained in the past. The Company tries to reduce the gap between demand and supply. Proper inventory control systems have been put in place.

7) Human Resource Risks: Employee Turnover Risks, involving replacement risks, training risks, skill risks, etc. Unrest Risks due to Strikes and Lockouts.

Risk mitigation measures: Company has proper recruitment policy for recruitment of personnel at various level in the organization. Proper appraisal system to give yearly increment is in place. Employees are trained at regular intervals to upgrade their skills. Labour problems are obviated by negotiations and conciliation. Activities relating to the Welfare of employees are undertaken.

8) Disaster Risks: Natural risks like fire, Floods, Earthquakes, etc.

Risk mitigation measures: The property of the company is insured against natural risks, like fire, flood, earthquakes, etc. Fire Hydrants have been installed at all manufacturing locations. Other apparatus like extinguishers filled with chemical, Foam etc. have been placed at fire sensitive locations and regular fire safety drills are carried out. First aid training is given to watch and ward staff and safety personnel. Workmen of the company are covered under ESI, EPF, etc., to serve the welfare of the workmen. Engaging professional Risks Assessing Advisors who conduct periodical audit / review and suggest risks improvement measures from time to time.

9) System Risks: System capability System reliability Data integrity risks Coordinating and interfacing risks.

Risk mitigation measures: EDP department maintains repairs and upgrades the systems on a continuous basis with personnel who are trained in software and hardware. Password protection is provided at different levels to ensure data integrity. Licensed software is being used in the systems. The Company ensures "Data Security", by having access control / restrictions.

10) Legal Risks: These risks relate to the following:

Contract Risks Contractual Liability Frauds Judicial Risks Insurance Risks Patent, Design and Copyright Infringement Risks Legal risk is the risk in which the Company is exposed to legal action. As the Company is governed by various laws and the Company has to do its business within four walls of law, where the Company is exposed to legal risk exposure. The Company engages professionals, advisors who focus on evaluating the risks involved in a contract, ascertaining our responsibilities under the applicable law of the contract, restricting our liabilities under the contract, and covering the risks involved, to meet the general and specific requirements so that they can ensure adherence to all contractual obligations and commitments. Management places and encourages its employees to place full reliance on professional guidance and opinion and discuss impact of all laws and regulations to ensure company's total compliance. The suggestions and recommendations from professional agencies and industrial bodies, chambers of commerce etc., are carefully analysed and acted upon wherever relevant. The Company has established a compliance management system in the organization and Secretary of the Company ensures the submission of the quarterly compliance reports by functional heads for placing the same before the Board supported by periodical Secretarial Audit Reports by Practicing Company Secretaries.

11) Disclaimer Clause: The Management cautions readers that the risks outlined above are not exhaustive and are for information purposes only. Management is not an expert in assessment of risk factors, risk mitigation measures and in having a complete / proper management's perception of risks. Readers are therefore requested to exercise their own judgement in assessing various risks associated with the same.

Regd. Off: 1, Kanpur Road
Prayagraj - 211001 (U.P.)

By order of The Board of Directors of Triveni Glass Limited

	Sd/-	**Sd/-**
	J.K. Agrawal	**A.K. Dhawan**
Place: Prayagraj	**Managing Director**	**Director (Finance)**
Date: 06.08.2021	**DIN: 00452816**	**DIN: 00694401**

Annexure - 7

REPORT ON CSR ACTIVITIES

1. **A brief outline of the company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes:**

   The company through its CSR initiatives is committed towards the benefit of its present and future generations of stakeholders and will continue to enhance value creation in the society and in the community in which it operates as a Socially Responsible Corporate and in this regard some projects were identified which are stated further in the report.

2. **The Composition of the CSR Committee:**

S.No.	Name	Category	Designation
1.	Mr. Jitendra Kumar Agrawal	Managing Director	Member & Chairman
2.	Mr. Anil Kumar Dhawan	Director (Finance)	Member
3.	Mrs. Jyoti Agarwal	Independent Director	Member

3. **Average net Profit of the company for last three financial years**: Rs 247.98 Lakhs

4. **Prescribed CSR Expenditure (two per cent. of the amount as in item 3 above**): Rs 4.95 Lakhs

5. **Details of CSR spent during the financial year:**
   a) **Total amount spent during the financial year:** Rs 0.36 Lakhs
   b) **Provision required, if any:** as provision of Rs. 10.70 Lakhs
   c) **Manner in which the amount spent during the financial year**: Promoting health care by bearing dialysis expenses of socially backward people, sponsoring education of under privileged children and Covid Support.

6. **In case the company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report**: The project undertaken was accomplished and new projects were identified for the remaining amount.

7. **A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the company:** We hereby affirm that the CSR policy, as approved by the Board, has been implemented and the CSR committee monitors the implementation of the projects and activities in compliance with our CSR objectives.

For Triveni Glass Limited
Sd/-
J.K. Agrawal
(Managing Director)

Date: 06.08.2021
Place: Prayagraj

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Annexure - 8

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Your Directors present before you the Company's Management Discussion and Analysis Report for the year ended on 31.03.2021.

The management of the company is presenting herein the overview, opportunities and threats, initiatives by the company and overall strategy of the company and its outlook for the future. This outlook is based on management's own assessment and it may differ materially from those expressed or impaired depending upon global and Indian demand- supply conditions, changes in government regulations, tax regimes and economic developments within India and overseas. The Covid-19 pandemic did not have any material impact on the Company, as all the manufacturing units of the Company i.e. Rajahmundry were sold to Triveni Pattern Glass Private Limited on 23.02.2020 with the approval of the shareholders on 19.05.2019. The sale of Allahabad (Prayagraj) Closed unit (since 2006) was also approved by the shareholders on 22.03.2020.

FINANCIAL PERFORMANCE

As the company has disposed off its manufacturing unit at Rajhmundry in February 20, there has been no business activity during the year 2020-21. The company is renovating the existing buildings and the same will be put up for sale. At the same time the company is also trying to sell the factory land which is taking some time due to pandemic situation created by Covid 19.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The company has a proper and adequate system of internal controls commensurate with its size to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and the transactions are authorized, recorded and reported correctly. Proper controls and checks are exercised by the company by following the procedures prescribed in the various manuals. The Audit Committee of the Board reviews Internal Control Systems of the company on periodical basis and is headed by a Non-Executive Independent Director. The Company has appointed external firms of Chartered Accountants as Internal Auditors.

DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS

Your company recognizes the value of human resource, and therefore, the human resource policies are framed in such manner that they not only aim at achieving the organizational goal but also recognize, appreciate and develop the individual interest of the employees. The Human Resource Development policies of the company are so framed that it is in the best interest of the organization as well that of as employees of the company.

FORWARD LOOKING STATEMENT

The Company is focused to create business values for its customers. Statement in this report, particularly those which relate to Management Discussion and Analysis, describing the company's future plans, objectives, projections, estimates and expectations may constitute "forward looking statements" within the meaning of applicable laws and regulations. Actual results might vary materially from those either expressed or implied.

Regd. Off: 1, Kanpur Road
Prayagraj -211001 (U.P.)

By order of The Board of Directors of Triveni Glass Limited

	Sd/-	Sd/-
	J.K. Agrawal	**A.K. Dhawan**
Place: Prayagraj	**Managing Director**	**Director (Finance)**
Date: 06.08.2021	**DIN: 00452816**	**DIN: 00694401**

Certificate by CEO/CFO on compliance with the conditions of Corporate Governance under Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

The Board of Directors
Triveni Glass Limited

I, A.K. Dhawan, the Director Finance is responsible for the finance and overall functions of the company hereby certify that for the Financial Year 2020-21 that:

(a) I have reviewed financial statements and the cash flow statement for the year and that to the best of my knowledge and belief:
(i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
(ii) These statements together present a true and fair view of the company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
(b) There are, to the best of my knowledge and belief, no transactions entered into by the company during the year which are fraudulent, illegal or violative of the company's code of conduct.
(c) I accept responsibility for establishing and maintaining internal controls for financial reporting and I have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting I have disclosed to the auditors, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps we have taken or propose to take to rectify these deficiencies.
(d) I have indicated to the auditors and the Board Members
(i) significant changes in internal control over financial reporting during the year;
(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
(iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

Sd/-
A.K. Dhawan
Director Finance
DIN: 00694401

Date: 06.08.2021
Place: Prayagraj

Declaration by the CEO under Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015

As per requirement of Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, the Company has laid down a Code of Conduct for its Board of Directors and Senior Management.
I, J.K. Agrawal, the Managing Director of the Company confirm the compliance of this code by myself and other members of the Board of Directors and Senior Management personnel as affirmed by them individually, for the year ended 31st March, 2021.

For Triveni Glass Limited

Sd/-
J.K. Agrawal
(Managing Director)
DIN: 00452816

Date: 06.08.2021
Place: Prayagraj

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE UNDER CHAPTER IV OF SEBI (LODR) REGULATIONS, 2015

To
The Members
Triveni Glass Limited
1, Kanpur Road,
Prayagraj-211001(U.P.)

1. We have examined the compliance of conditions of corporate governance by M/s Triveni Glass Limited for the year ended on 31.03.2021 as stipulated in regulations 17 to 27 and clause (b) to (i) of regulation 46(2) and para C and D of Schedule V of the SEBI (LODR) Regulations, 2015 ('SEBI Listing Regulations').

Managements' Responsibility

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

Auditors' Responsibility

3. Our responsibility is limited to examining procedures and implementation thereof, adopted by the company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.
4. We have examined the books of account and other relevant records and documents maintained by the company for the purpose of providing reasonable assurance on the compliance with Corporate Governance requirements by the company.
5. We have carried out an examination of the relevant records of the company in accordance with the Guidance Notes on certificate of Corporate Governance issued by The Institute of Chartered Accountants of India (The ICAI), the Standards on Auditing specified under section 143(10) of Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per guidance note on reports or certificate for special purpose issued by the ICAI which requires that we comply with the ethical requirements of code of ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the standards on quality control (SQC) 1, quality control for firms that performs Audits and reviews of historical financial information, and other assurance and related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representation provided by the management, we certify that the company has complied with the conditions of Corporate Governance as stipulated in regulations 17 to 27 and clause(b) to (i) of regulation 46(2) and para C and D of schedule V of the SEBI Listing Regulations during the year ended March 31, 2021.
8. We state that such compliance is neither as 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 Sanjay Talwar& Associates
Chartered Accountants
FRN No. 0059253C
Sd/-
Sanjay Talwar
(Partner)
Membership No. 074521
UDIN: 20074521AAAAAU3454

Place: Prayagraj
Date: 06.08.2021

INDEPENDENT AUDITOR'S REPORT

To,
The Members
Triveni Glass Limited
1, Kanpur Road
Prayagraj - 211001 (U.P.)

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Triveni Glass Limited ("the Company"), which comprise the balance sheet as at 31st March 2021, and the statement of Profit and Loss, *(statement of changes in equity)*and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information [in which are included the Returns for the year ended on that date audited by the branch auditors of the Company's branches located at (location of branches)].

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2021, and profit/loss, *(changes in equity)* and its cash flows for the year ended as on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Company in accordance with the *Code of Ethics* issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

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

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, (changes in equity) and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating

effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.
In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
That Board of Directors is also responsible for overseeing the Company's financial reporting process.

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

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentations.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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

Other Matter

As there were no branches in the company, hence no Branch Audit was required as on 31.03.2021. The total assets of the Company as on 31.03.2021 were Rs 7259.58 Lakhs and the total revenue for the year ended on that date were Rs 93.55 Lakhs.

Our opinion is not modified in respect of these matters.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

(c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

(e) On the basis of the written representations received from the directors as on 31st March, 2021 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure-B".

(g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer to Annexure-A to the financial statements.

ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer to Annexure-A to the financial statements.

iii. There *were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company*.

For Sanjay Talwar& Associates
Chartered Accountants
FRN No. 005923C

Sd/-
Sanjay Talwar
(Partner)
Membership No. 074521
UDIN: 20074521AAAAAH8174

Place: Prayagraj
Date: 06.08.2021

Annexure-A to the Auditor's Report

The Annexure referred to in "point g" of our Report of even date to the members of Triveni Glass Limited on the accounts of the company for the year ended 31st March, 2021, we report that:

i. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) All the fixed assets have not been physically verified by the management during the year but there is the regular programme of verification which in our opinion is reasonable having regard to the size of the company and of its assets. No discrepancies were noticed on such physical verification. However, no verification has been carried out in Allahabad Unit due to its closure.
(c) Title deeds of immovable properties are held in the name of the company.

ii. As explained to us, inventories have been physically verified during the year by the management at reasonable intervals. However, at Allahabad Unit, all the inventory items had not been physically verified, as the factory remained closed for a considerable period of time.

iii. (a) The company has not granted unsecured loans, to parties covered by the clause (76) of Section 2 of the Companies Act, 2013.
(b) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has taken an unsecured loan from the director of the company. The detail is provided below:-

S.No.	Party Name	Opening	Closing
1	Mr. J.K. Agrawal	103.65 Lakhs	93.65 Lakhs

iv. Provision of Section 185 and 186 of the companies Act, 2013 has been compiled in respect of Loans, investment, guarantees, and security.

v. The directives issued by the Reserve Bank Of India and the provision of Sec 73 to 76 or any other relevant provision of the Companies Act 2013 and the Rules framed thereunder is not applicable on the company as the company has not accepted any deposits.

vi. To the best of our knowledge and explanation given to us by the management, though the Central Government has prescribed maintenance of cost records for the Glass Industry but the Cost Audit will not be applicable on the company for financial year 2020-21 as there is no manufacturing activity in the company since the company has sold its only manufacturing unit February 2020.

vii. (a) In our opinion and as per the explanation given to us, the company is generally regular in depositing undisputed statutory dues including provident fund, income tax, sales tax, duty of excise, and other statutory dues with appropriate authorities. Undisputed dues outstanding as at 31st March, 2021 are:

Name of the Statute	Nature of the Dues	Amount (Rs. in Lakhs)	Period to which the amount relates
State Sales Tax & Goods and Services Tax	Rajahmundry	Rs 19.59 Rs 68.19	2012-2013 2009-2011, 2013-2014 & 2017-18
	Allahabad	Rs 3.84	2004-05 Tinted Glass
	Total	**Rs 91.62**	

(b) The disputed statutory dues aggregating to **Rs 5333.27 Lakhs**, that has not been deposited on account of matters pending before appropriate authorities are as under:

S. No	NAME OF THE STATUTE	NATURE OF THE DUES	FORUM WHERE DISPUTE IS PENDING	AMOUNT (Rs. In Lakhs)
1	Central Excise Act and CENVAT Credit Rules, 2004	Central Excise Duty on glass broken in warehouse	Central Excise & Service Tax Tribunal Allahabad	4.32
2	Central & State Sales Tax/Trade Tax	Sales Tax/ Trade Tax	Trade Tax Appellate Tribunal, Allahabad	3.74
3	Central & State Sales Tax/Trade Tax	Sales Tax/Trade Tax	Supreme Court, New Delhi	107.21
*The company has deposited an amount of Rs. 71.64 Lakhs under protest				
4	Custom Act, 1962	EPCG scheme	Asst. Commissioner Customs Visakhapatnam	330.00
5	Customs Act, 2004	Advance License	DGFT Kanpur	668.00
6	Central Excise Act and CENVAT Credit Rules, 2004	Central Excise Duty Penalty	Central Excise & Service Tax Appellate Tribunal, Allahabad	2096.00 2096.00
7	P F Department, Allahabad	Penalty	High Court	28.00
	Total			**5333.27**

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For Sanjay Talwar& Associates
Chartered Accountants
FRN No. 005923C

Sd/-
Sanjay Talwar
(Partner)
Membership No. 074521

Place: Prayagraj
Date: 06.08.2021

Annexure - B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Triveni Glass Limited ("the Company") as of 31st March, 2021 in conjunction with our audit of the financial statements of the Company for the year ended as on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with

authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2021, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Sanjay Talwar& Associates
Chartered Accountants
FRN No. 005923C

Sd/-

Sanjay Talwar
(Partner)
Membership No. 074521

Place: Prayagraj
Date: 06.08.2021

Triveni Glass Limited

Balance Sheet as at March 31st, 2021, as per IND AS *(Rupees in lakhs)*

Particulars	Note No.	Year ended March 31, 2021	Year ended March 31, 2020
Assets			
Non Current Assets			
Property, Plant and Equipments	4	6,710.70	6,711.22
Capital Work in Progress	4	76.33	30.62
Total Non Current Assets		**6,787.03**	**6,741.84**
Current Assets			
Inventories	5		
Financial Assets			
Investments		24.94	24.72
Trade Receivables	6	12.64	12.64
Cash and Cash Equivalents	7	-	-
Other Bank Balances	8	185.42	204.21
Other Financial Assets	9	187.11	137.11
Current Tax Net	10	9.65	17.80
Other Current Assets	11	52.79	47.08
Total Current Assets		**472.55**	**443.56**
Total Assets		**7,259.58**	**7,185.40**
Equity and Liabilities			
Equity			
Equity Share Capital	17	1,261.94	1,261.94
Other Equity	3	635.78	629.51
Total Equity		**1,897.72**	**1,891.45**
Non Current Liabilities			
Financial liabilities			
Long Term Borrowings	12	93.65	103.65
Total Non Current Liabilities		**93.65**	**103.65**
Current Liabilities			
Financial Liabilities			
Short Terms Borrowings	13	1,813.35	1,813.33
Trade Payable	14	75.25	79.08
Other Financial Liabilities	15	309.62	474.07
Other Current Liabilities	16	3,069.99	2,823.82
Total Current Liabilities		**5,268.21**	**5,190.30**
Total Liabilities		**5,361.86**	**5,293.95**
Total Equity and Liabilities		**7,259.58**	**7,185.40**

The accompanying notes form an integral part of these financial statements.

As per our attached Report of even date
For Sanjay Talwar & Associates
Chartered Accountants
FRN No. 005923C

Sanjay Talwar
(Partner)

Membership No. 074521
Place: Prayagraj
Date: 06.08.2021

For and on behalf of the Board
Mr. J.K. Agrawal — Managing Director
Mr. A.K. Dhawan — Director Finance & CFO
Mrs. Sushma — Company Secretary

Triveni Glass Limited
Statement of Profit & Loss for the year ended March 31st, 2021

(Rupees in lakhs)

Particulars	Note No.	Year ended March 31, 2021	Year ended March 31, 2020
Revenue from operations	18	-	7,171.66
Other income	19	93.65	95.69
Total Income		**93.65**	**7,267.35**
Cost of materials consumed	20	-	2,858.93
Changes in inventories of finished goods work-in-progress and Stock-in-Trade	21	-	-
Excise duty/ GST		-	1,245.88
Employee benefits expense	22	48.77	430.95
Finance costs	23	2.23	53.46
Depreciation and amortization expenses	4	0.41	36.35
Other expenses	24	35.87	2,959.72
Total expenses		**87.28**	**7585.29**
Profit/(Loss) before exceptional and extraordinary items		**6.27**	**-317.94**
Exceptional items (incl. Exchange fluctuations)	25	-	1,810.20
Profit/(loss) before tax		**6.27**	**1,492.26**
Current Tax		-	-
Deferred Tax		-	-
Income Tax Expense			
Net Profit/(loss) for the period from continuing operations		**6.27**	**1,492.26**
Loss from discontinued operations (after tax)		**-**	**64.40**
Other Comprehensive Income		-	-
Total Comprehensive Income for the year , net of tax		**6.27**	**1,556.66**

The accompanying notes form an integral part of these financial statements.

As per our attached Report of even date
For Sanjay Talwar & Associates
Chartered Accountants
FRN No. 005923C

Sanjay Talwar
(Partner)
Membership No. 074521

For and on behalf of the Board
Mr. J.K. Agrawal — Managing Director
Mr. A.K. Dhawan — Director Finance & CFO
Mrs. Sushma — Company Secretary

Place : Prayagraj
Date: 06.08.2021

Triveni Glass Limited
Cash Flow Statement for the year ended March 31, 2021

(Rupees in lakhs)

S. N.	Particulars	Year Ended March 31, 2021	Year Ended March 31, 2020
A	**Cash Flow From Operating Activities**		
	Net Profit/(Loss) Before Tax	**6.27**	**1556.66**
	Add/(Less):		
	Sundry Debit balance written off	-	-
	Depreciation	0.41	36.35
	Profit on Sale of Fixed Assets	-	-
	Exceptional Items	-	1810.20
	Other Adjustments	-	241.36
	Operating Profit Before Working Capital Charges	6.68	3,644.57
	Adjustment For		
	(Increase)/Decrease in Inventories	-	937.91
	(Increase)/Decrease in Other Current Assets and Financial Assets	-28.77	133.54
	(Increase)/Decrease in Trade Receivables	-`	103.48
	Increase/(Decrease) in Trade Payables	2.94	-1,294.87
	Increase/(Decrease) in Other Financial Liabilities	74.98	-2,272.59
	Cash Flow From Operating Activities	**55.83**	**1,252.04**
	Income taxes received	**-**	-10.33
	Net Cash from Operating Activities (A)	**55.83**	**1,241.71**
B	**Cash Flow From Investing Activities**		
	(Purchase) of Property, Plant and Equipment	-45.61	-1,054.66
	Profit on sale of Fixed Assets	-	-
	(Increase)/Decrease in Investments	-0.22	-24.72
	Sale of Investments	-	-
	Net Cash Used in investing Activities (B)	**-45.83**	**-1,079.28**
C	**Cash Flow From Financing Activities**		
	Proceeds/ (Payments) of Long Term Borrowings	**-**	-11.67
	Increase/(Decrease) in Short Term **B**orrowings	-10.00	-157.11
	Decrease in Share Capital	-	-
	Net Cash Used in Financing Activities (C)	**-10.00**	**-168.78**
	Net Increase in Cash and Cash Equivalents (A+B+C)	**-**	**-6.35**
	Cash and cash Equivalents as at April 1, 2020		6.35
	Cash and cash Equivalents as at March 31, 2021		
	Cash and Cash Equivalents Includes		
	Cash on hand		
	Balances with Bank		

The accompanying notes form an integral part of these financial statements.

As per our attached Report of even date
For Sanjay Talwar & Associates
Chartered Accountants
FRN No. 005923C

Sanjay Talwar
(Partner)
Membership No. 074521

Place : Prayagraj
Date: 06.08.2021

For and on behalf of the Board

Mr. J.K. Agrawal	Managing Director
Mr. A.K. Dhawan	Director Finance & CFO
Mrs. Sushma	Company Secretary

Triveni Glass Limited
Corporate Overview and Significant Accounting Policies

1. Corporate Information

Triveni Glass Limited (`the Company` or `TGL') was incorporated in 1971 with the object to manufacture laminated safety glass for automobiles. TGL had the capacity to manufacture all types of flat glass - Float, Sheet (clear & tinted), Figured (clear & tinted), Reflective, Mirrors, Table Tops.
The Company is publicly traded on BSE Limited.

2. Basis or preparation

These financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the amendment issued thereafter.

These financial statements have been prepared on accrual and going concern basis and the historical cost convention, except for the certain financial instruments which have been measured at fair value as required under relevant Ind AS.

The company has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101: *First time adoption of Indian Accounting Standards.* The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under section 133 of the Act, read with rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

Accounting policies have been applied consistently except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All the amounts included in the financial statements are reported in lakhs of Indian ` ("`") except per share data and unless stated otherwise.

3. Significant accounting policies

a) Revenue recognition

i) Revenue is measured at the fair value of the consideration received or receivable taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.
ii) Interest income is recognized as it accrues in Statement of Profit and Loss, using the effective interest rate (EIR) which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial instrument or a shorter period, where appropriate, to the net carrying amount of the financial asset
iii) Dividend income is recognized when the right to receive payment is established, which is generally when dividend are declared in general meeting.

b) Property, Plant and Equipment

Recognition and measurement

Property, plant and equipment including Capital work in progress is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price including non-refundable taxes, directly attributable cost in relation of such asset and estimated cost of dismantling/ restoration if any.

The cost of replacing part of the Property, plant and equipment and borrowing costs are capitalized if the recognition criteria are met. When significant parts of property, plant and equipment are required to be replaced in intervals, the Company recognizes such parts as separate component of assets with specific useful lives and provides depreciation over their useful life. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the entity and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognized. All other repair and maintenance costs are recognized in the Statement of Profit and Loss as incurred.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognized.

Assets are depreciated to the residual values on a straight-line basis over the estimated useful lives prescribed in Schedule 11 of Companies Act, 2013 on a pro-rata basis from the date the asset is ready to put to use.

The asset's residual values and useful lives are reviewed at each financial year end or whenever there are indicators for impairment and adjusted prospectively.

Capital work-in-progress

Costs of property, plant and equipment under construction are disclosed under capital work-in-progress, if any.

c) Borrowing costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets in accordance with notified Indian Accounting Standard 23 "Borrowing costs". A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use or sell. All other borrowing costs are charged to the Statement of Profit and Loss as incurred.

d) Impairment of assets

At each reporting date, the Company assesses whether there is any indication that an asset may be impaired, based on internal or external factors. If any such indication exists, the Company estimates the recoverable amount of the asset or the cash generating unit. If such recoverable amount of the asset or 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 statement of profit and loss. If, at the reporting date there is an indication that a previously assessed impairment loss no longer exists, the recoverable amount is reassessed and the asset is reflected at the recoverable amount. Impairment losses previously recognized are accordingly reversed in the statement of profit and loss.

e) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle.
- It is held primarily for the purpose of trading.
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is current when:

- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities, if any.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

f) Inventories

Inventories are valued at cost or net realizable value, whichever is lower. Cost of inventories is determined using the weighted average cost method and includes purchase price, and all direct costs incurred in bringing the inventories to their present location and condition.

- Raw material, fuel, packing materials and stores are valued at cost, on weighted average basis or market price whichever is lower. Finished goods are valued at lower of cost or net realizable value.

g) Retirement and other employee benefits

Short term employee benefits are recognized in the period during which the services have been rendered by the employee.

The Company's post-employment benefits include defined benefit plan and defined contribution plans.

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions to a statutory authority and will have no legal or constructive obligation to pay further amounts. The Company contributions to defined contribution plans are recognized in Statement of Profit & Loss when the related services are rendered. The Company has no further obligations under these plans beyond its periodic contributions. The Company's contribution to provident fund and employee state insurance schemes is charged to the statement of profit and loss.

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Under the defined benefit retirement plan, the Company provides retirement obligation in the form of Gratuity. Under the plan, a lump sum payment is made to eligible employees at retirement or termination of employment based on respective employee salary and years of experience with the Company.

The Company has funded employee expenses on the basis of prudent estimation. The annual expense is booked in profit and loss account.

Foreign currency transactions

Functional and presentation currency

The Company's financial statements are presented in INR, which is also the Company's functional currency. Presentation currency is the currency in which the financial statement of the company is presented. Functional currency is the currency of the primary economic environment in which an entity operates and is normally the currency in which the entity primarily generates and expends cash.

Transactions and Balances

Transactions in foreign currencies are initially recorded by the Company at the functional currency spot rates at the date the transaction first qualifies for recognition.
Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date. Differences arising on settlement or translation of monetary items are recognized in Statement of Profit or Loss. Exchange differences arising on settlement, or restatement as at reporting date, of long term foreign currency monetary items, at rates different from those at which they were initially recorded, in so far as it relates to acquisition of depreciable capital asset are added to or deducted from cost of such capital asset and depreciated or amortized over remaining useful life of the asset.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

Export Sales in Foreign Currency are accounted for at the exchange rate prevailing at the time of realization. Expenditure in Foreign Currency is accounted for at the Exchange Rate prevailing at the time of expenditure.

h) Income Taxes

The income tax expense comprises of current and deferred income tax. Income tax is recognized in the statement of profit and loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity, in which case the related income tax is also recognized accordingly, if any.

Current tax

The current tax is calculated on the basis of tax rates, laws and regulations, which have been enacted or substantively enacted as at the reporting date. The payment made in excess/(shortfall) of the company's income tax obligation for the period are recognized in the balance sheet as current income tax assets/liabilities. Any interest related to accrued liabilities for potential tax assessment are not included in income tax charge or (credit) but are rather recognized within finance cost.

Minimum Alternate Tax (“MAT”) credit entitlement is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which MAT credit becomes eligible to be recognized as an asset in accordance with the recommendations contained in guidance note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the statement of profit and loss and shown as MAT credit entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT credit entitlement to the extent it is not reasonably certain that the Company will pay normal income tax during the specified period.

Deferred tax

Deferred tax is recognized using balance sheet approach, on temporary differences arising between the tax bases of assets and liabilities and their carrying value in the financial statements. However deferred tax are not recognized if it arises from initial recognition of asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss.
Deferred tax assets are recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. The unrecognized deferred tax assets / carrying amount of deferred tax assets are reviewed at each reporting date for recoverability and adjusted appropriately.

Deferred tax is determined using tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.
Deferred tax assets and deferred tax liabilities are offset against each other and the resultant net amount is presented in the balance sheet, if and only when,

(a) The company currently has a legally enforceable right to set off current income tax assets and liabilities and,
(b) When it relates to income tax levied by the same taxation authority and where there is an intention to settle the current income tax balance on net basis.

i) **Extraordinary Items**

Under IGAAP the nature and the amount of each extraordinary item should be separately disclosed in the statement of profit and loss in a manner that its impact on current profit or loss can be perceived. Under IND AS 1, any items of income or expense relating to extraordinary items will be present under respective head instead of showing separately under extraordinary items.

j) Provisions, contingent liabilities and contingent assets

Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time (i.e. unwinding of discount) is recognized as a finance cost.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent Assets/Liabilities

Contingent liability is disclosed for:

- Possible obligations which will be confirmed only by future events not wholly within the control of the Company or,
- Present obligations arising from past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.

Contingent assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized. Such asset is disclosed in notes to account to balance sheet.

k) Earnings per equity share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

l) Fair value Measurement

The company measures financial instruments at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability.
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.
A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the assets in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.
The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure the fair value, maximizing the use of relevant observable inputs and maximizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured and disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level inputs that is significant to the fair value measurement as a whole:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)
- Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

For assets and liabilities that are recognized in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by reassessing categorization at the end of each reporting period.

For the purpose of fair value disclosures, the company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

m)Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Initial Recognition and Measurement

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Subsequent Measurement

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

- Debt instruments at amortized cost
- Debt instruments at fair value through other comprehensive income (FVTOCI)
- Debt instruments, derivatives and equity instruments at fair value through Profit& Loss (FVTPL)
- Equity instruments measured at fair value through other comprehensive income (FVTOCI)

Debt Instruments at Amortized Cost

The category applies to the Company's trade receivables, other bank balances, security deposits etc. A 'debt instrument' is measured at the amortized cost if both the following conditions are met:

a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows and

b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

This category is most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognized in the Statement of Profit and Loss.

Debt instrument at FVTOCI

A “debt instrument” is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the Company recognizes interest income, impairment losses & reversals in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the equity to Statement of Profit and Loss.

Interest earned whilst holding FVTOCI debt instrument is reported as interest income.

Debt instrument at FVTPL

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization at amortized cost or at FVTOCI, is classified at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of Profit and Loss.

Equity investments

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading and contingent consideration recognized by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL. There are no such investments in the Company.

De-recognition:- A financial asset (or, where applicable, a part of a financial asset) is primarily derecognized (i.e. removed from the Company's balance sheet) when:

a) The contractual rights to receive cash flows from the asset have expired, or

b) The Company has transferred its contractual rights to receive cash flows from the financial asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the financial assets that are debt instruments and are initially measured at fair value with subsequent measurement at amortized cost e.g. Trade receivables etc.

The company follows 'simplified approach' for recognition of impairment loss allowance for trade receivables.

The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognizes impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

For recognition of impairment loss on other financial assets and risk exposure, the Company determines whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, twelve month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in the subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on a twelve month ECL.
ECL is the difference between all contractual cash flows that are due to the Company in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR.

Financial Liabilities
Initial Recognition and Measurement
Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables, as appropriate.

All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. The Company's financial liabilities include trade payables, security deposits, etc.
Subsequent measurement
The measurement of financial liabilities depends on their classification, as described below:

Financial liabilities at FVTPL
Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to Statement of Profit and Loss. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognized in the Statement of Profit or Loss.

Financial Liabilities at Amortized cost
This category includes security deposit received, trade payables etc. After initial recognition, such liabilities are subsequently measured at amortized cost using the EIR method. Gains and losses are recognized in Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortization process. Amortized cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortization is included as finance costs in the Statement of Profit and Loss.
De-recognition
A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

Reclassification of Financial Assets
The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be

infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognized gains, losses (including impairment gains or losses) or interest.

Offsetting of Financial Instruments

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

Triveni Glass Limited
Statement of Changes in Equity for the period ended March 31, 2021

2. Equity share capital **(Rupees in lakhs)**

	Number	Amount
As at April 1,2020		
Opening balance	1,26,19,434	1,261.94
Issued during the year	-	-
As at March 31, 2021	**1,26,19,434**	**1,261.94**

3. Other equity **(Rupees in lakhs)**

	Capital reserves	Securities premium account	Share application money pending allotment	Corporate Social Responsibility Reserve	Retained earnings	Total equity
As at April 1,2020	3729.83	4,408.75	-4.93	-10.70	-7,514.84	629.51
Profit for the year	-	-	-	-	6.27	6.27
Transfer to CSR Reserve				-	-	-
Increase in Capital Reserve	-	-	-		-	-
Net profit transferred from Discontinued Business	-	-	-	-	-	-
As on March 31,2021	3,729.83	4,408.75	-4.93	10.70	-7,508.57	635.78

The accompanying notes form an integral part of these financial statements.

As per our attached Report of even date **For and on behalf of the Board**

For Sanjay Talwar & Associates — Mr. J.K. Agrawal — Managing Director
Chartered Accountants — Mr. A.K. Dhawan — Director Finance & CFO
FRN No. 005923C — Mrs. Sushma — Company Secretary

Sanjay Talwar
(Partner)
Membership No. 074521

4. Property, Plant and Equipment *(Rupees in lakhs)*

Particulars	Tangible assets							Capital work in progress	Total
	Land (Free hold)	Buildings	Plant and Machinery	Furniture and Fixtures	Vehicles	Others	Total of tangible assets		
Gross carrying amount As at April 1, 2020	55.30	1,438.47	5,426.20	7.58	4.36	-	6,931.91	30.62	6,931.91
Additions during the year	-	-	-	-	-	-	-	45.71	-
Deletion/Adjustment during the year	-	-	-0.11	-	-	-	-		-0.11
As at March 31, 2021	55.30	1,438.47	5,426.09	7.58	4.36	-	6,931.91	76.33	6931.80
Accumulated Depreciation/amortisation As at April 1, 2020	-	49.39	159.36	7.58	4.36	-	220.69	-	220.69
Depreciation/amortisation for the year	-	0.41	-	-	-	-	0.41	-	0.41
Deletion/Adjustment during the year	-	-	-	-	-	-	-	-	-
As at March 31, 2021	-	49.80	159.36	7.58	4.36	-	221.10	-	221.10
Net carrying amount As at March 31, 2021	55.30	1,388.67	5,266.74	-	-	-	6,710.70	76.33	6,710.70
As at March 31, 2020	**55.30**	1,389.08	5,266.84	-	-	-	6,711.22	30.62	6,711.22

Particulars	Tangible assets							Capital work in progress	Total
	Land (Free hold)	Buildings	Plant and Machinery	Furniture and Fixtures	Vehicles	Others	Total of tangible assets		
Gross block (at cost)	55.30	2,688.47	18,417.36	255.81	81.14	-	21,498.08		**21,498.08**
Accumulated depreciation/amortisation	-	1,266.07	13,405.25	252.35	77.98	-	15,002.06	-	**15,002.06**
Net carrying amount	**55.30**	**1,422.40**	**5,012.11**	**3.46**	**3.16**	**-**	**6,496.02**	**-**	**6,496.02**

		As at March 31, 2021	As at March 31, 2020
5	**Inventories**		
	a. Raw Materials and components (Valued at cost price or market price) which ever is less	-	-
	b. Finished goods (Valued at cost price or market price) which ever is less	-	-
	Goods-in transit		
	c. Work - in - Progress (Valued at cost price or market price) which ever is less	-	-
	d. Stores and spares (Valued at cost price or market price) which ever is less	-	-
	e. Others		
	Total	**-**	**-**
6	**Trade Receivables**		
	Debts outstanding for a period exceeding six months		
	Unsecured, considered good	12.64	12.64
	Unsecured, considered doubtful	71.19	71.19
	Less: Provision for doubtful debts	-71.19	-71.19
	Other debts		
	Unsecured, considered good	-	-
	Total	**12.64**	**12.64**
7	**Cash & Cash Equivalents**		
	Cash on hand	-	-
	Balances with banks	-	-
	Total	**-**	**-**

8	**Other bank balance**		
	Fixed deposit with maturity upto 12 months	178.65	204.21
	Other	6.77	
	Total	**185.42**	**204.21**
9	**Other Financial Assets(Current)**		
	Security Deposits	187.11	137.11
	Total	**187.11**	**137.11**
10	**Current Tax Asset (Net)**		
	Tax deducted at source	9.65	17.80
	Total	**9.65**	**17.80**
11	**Other Current Assets**		
	Others	-	-
	Secured, considered good	-	-
	Unsecured, considered good	52.79	47.08
	Doubtful	-	-
	Total	**52.79**	**47.08**
12	**Long Term Borrowings**		
	Secured		
	(a) Term loans		
	from banks	-	-
	(**Secured by First Charge** on stocks & inventory **Second charge on** Plant & Machinery, Building & Land		
	from other parties - SASF (IDBI)	-	-
	(**Secured by First Charge** on Building , Plant & Machinery & Land **Second charge on** Stocks , inventory		
	In case of continuing default as on the balance sheet date in repayment of loans and interest with respect to (b) (e) & (g)		
	1. Period of default		
	2. Amount	-	-
	Unsecured		
	(b) Other loans and advances (By Director)	93.65	103.65
	Total	**93.65**	**103.65**
13	**Short Term Borrowings**		
	Secured		
	(a) Term loans		
	from banks		
	(**Secured by First Charge** on stocks & inventory **Second charge on** Plant & Machinery, Building & Land		
	from other parties - SASF (IDBI)	-	-
	(**Secured by First Charge** on Building , Plant & Machinery & Land **Second charge on** Stocks , inventory		

	Unsecured		
	(A) Other loans and advances		
	(i) From Companies	1,813.35	1,813.33
	Total	**1,813.35**	**1,813.33**
14	**Trades Payable**		
	Trade Payable	75.25	79.08
	Advances Received	-	-
	Total	**75.25**	**79.08**
15	**Other financial liabilities**		
	Statutory Dues	142.22	342.34
	Security deposit	6.76	-
	Employees Payable	160.64	72.20
	Unpaid salary	-	14.71
	Bank Overdraft	-	44.82
		309.62	**474.07**
16	**Other Current Liabilities**		
	Income received in advance		
	Advance against sale of land	3069.99	2,784.99
	Goods and Service Tax (Net)	-	-
	Others	-	38.83
	Total	**3069.99**	**2,823.82**

17. Share Capital

(Rupees in Lakhs, except share data and where otherwise stated)

	As at March 31, 2021		**As at March 31, 2020**	
	Number of Shares	**Amount**	**Number of Shares**	**Amount**
Authorised				
Preference shares of Rs. 100 each	25,000	25.00	25,000	25.00
To be issued on such terms & conditions as the company may decide from time to time.				
Equity Shares of Rs. 10 each	19,750,000	1,975.00	19,750,000	1,975.00
		2,000.00		**2,000.00**
Issued, subscribed and fully paid up shares				
Equity shares of face value of Rs. 10 each fully paid up	12,619,434	1,261.94	12,619,434	1,261.94
Subscribed but not fully Paid up				
Forfeiture of shares				
Amount Paid up on shares forfeited (10950 shares forfeited during 06-07)	-	-		

Total Issued, subscribed and fully paid up share Capital		**1,261.94**		**1,261.94**
a. Reconciliation of the number of Shares and amount outstanding at the beginning and at the end of the year				
Equity shares		**As at March 31, 2021**		**As at March 31, 2020**
Particulars	**Number of Shares**	**Amount**	**Number of Shares**	**Amount**
At the beginning of the year	12,619,434	1,261.94	12,619,434	1,261.94
Add:- Issued during the year against payment received in cash	-	-	-	-
Balance at the end of the year	**12,619,434**	**1,261.94**	**12,619,434**	**1,261.94**
b. Rights, preferences and restrictions attached to equity shares				

The holders of equity shares are entitled to receive dividends as declared from time to time, and are entitled to one vote per share at meetings of the Company. In the event of liquidation of the Company, all preferential amounts, if any, shall be discharged by the Company. The remaining assets of the Company shall be distributed to the holders of equity shares in proportion to the number of shares held to the total equity shares outstanding as on that date.

c. Details of shareholder holding more than 5% share capital in the Holding Company

Name of the Shareholders	**No. of Shares held**	**As at March 31, 2021**	**No. of Shares held**	**As at March 31, 2020**
(i) Stressed Asset Stabilisation Fund (IDBI)				
Equity shares of face value Rs. 10 each	-	-	-	-
d. Shares reserved for issue under options				
There were no shares reserved under options as at March 31, 2021				

18	**Revenue From Operations**		
		As at March 31,2021	**As at March 31,2020**
	Sale of products (Domestic)	-	5,903.06
	Trading sales	-	-
	Sale of products (Export)	-	22.72
	Add: Excise Duty/ GST	-	1,245.88
		-	**7,171.66**

19	**Other Income**		
	Interest Income (in case of a company other than a finance company)	14.97	29.14
	Reversal of bank Interest expense	-	-
	Net gain/loss on sale of investments	-	-
	Other non-operating income (net of expenses directly attributable to such income)	78.68	66.55
		93.65	**95.69**
20	**Cost Of Material Consumed**		
	Soda Ash	-	1,316.54
	Glass Cullet	-	751.08
	Silica Sand	-	405.40
	Others	-	385.91
	Total	**-**	**2,858.93**

(A) Particulars in respect of Sales & Stock :

Sales of Goods Manufactured by the Company	Unit of Quantity	Year	Sales		Stock			
			Quantity	Value	Opening Quantity	Value	Closing Quantity	Value
Figured, Wired & Frosted Glass	Lakh Sq. Mtr. of 2mm	2021	-	-	-	-	-	-
Figured, Wired & Frosted Glass	Lakh Sq. Mtr. of 2mm	2020	140.81	7,171.66	-	-	-	-*

* Unit sold on 23.02.2020 so stocks transferred to buyer.

(B) Details Of Raw Material Consumed:

Unit of Quantity	Unit	2021		2020	
		Quantity	Value	Quantity	Value
Soda Ash	M.T.	-	-	5,694.10	1,316.54
Glass Cullet	M.T.	-	-	13,913.04	751.08
Silica Sand	M.T.	-	-	10,581.87	405.40
Others		-	-	6,682.26	385.91
Total			**-**		**2858.93**

(C) Value of imported and indigenous raw materials, Spare Parts And Components consumed during the year and percentage of each to the total consumption				
	2021		**2020**	
Raw Materials	**Rs. In Lakhs**	**%**	**Rs. In Lakhs**	**%**
Imported	-	-	-	-
Indigenous	-	-	2,858.93	100.00
	-	-	2,858.93	100.00
Stores, Spare Parts & Components				
Imported	-	-	-	-
Indigenous	-	-	22.59	100.00
	-	**-**	**22.59**	**100.00**

(D) Earning in Foreign Exchange		
	2021	**2020**
Export of Goods calculated on FOB basis	-	-
C.I.F. Value of goods imported by the	-	-
Company during the year :	-	-
(i) Raw Material	-	-
(ii) Components & Spare Parts	-	10.52
(iii) Capital Goods	-	-
(iv)Trading	-	-
(E) Expenditure in Foreign Currencies during the Year		
	2021	**2020**
(i) Traveling Expenses	-	-
(ii) Commission	-	-
(iii) Bank Charges & Others	-	-
Total	**-**	**-**

21	**Changes in inventories of finished goods work-in-progress and Stock-in-Trade**		
		As at March 31,2021	**As at March 31,2020**
	Increase/ Decrease in stock of Finished Goods		
	Closing Stock	-	-
	Less: Opening Stock	-	-
	Loss due to breakage	-	-
	Total	**-**	**-**
22	**Employee Benefits Expenses**		
	(a) Salaries and incentives	17.68	329.47
	(b) Contributions to -		
	(i) Provident fund	-	12.29
	(ii) Superannuation scheme	-	-
	(c) Gratuity fund contributions	-	59.72
	(d) Staff welfare expenses	-	0.52
	(e) LTC	0.02	2.06

	(f) Leave Encashment	-	-
	(g)Managerial remuneration	28.72	9.69
	(h) Medical expenses	2.17	11.53
	(i) Bonus	-	5.67
	Total	**48.77**	**430.95**
	(I) Managerial Remuneration :		
	(i) Salaries	27.90	9.00
	(ii) Perquisites in Cash or Kind	0.82	0.69
	(iii) Contribution to Provident Fund and other Fund	-	-
	Total	**28.72**	**9.69**
23	**Finance Cost**		
	Interest expense	2.23	5.55
	Other borrowing costs	-	47.91
	Total	**2.23**	**53.46**
24	**Other Expenses**		
	Advertisement	1.94	2.04
	Bank Charges & Commission	0.18	11.30
	Carriage inwards	-	-
	Corporate Social Responsibility	0.36	1.60
	Director fees	0.60	1.10
	Electric charges & expenses	3.88	4.73
	Internal audit fees	-	0.48
	legal charges	4.37	12.55
	Listing fees	1.35	4.15
	Newspaper books & Periodicals	0.02	0.05
	Printing & Stationary	0.31	4.19
	Postage , telegram , telephone & telex	1.03	5.22
	Security service charges	5.59	27.79
	Consultancy fee & Professional fee	6.99	6.38
	Consultancy expenses	3.20	8.27
	Outward Freight	-	314.30
	Sundry Expenses	-30.48	83.94
	Sundry expenses Subscription	-	1.25
	Transportation Expense	-	-
	Travelling Expenses (directors)	0.10	1.50
	Travelling & conveyance expenses	1.02	80.81
	Upkeep of car	0.76	0.93
	Upkeep of other vehicle	0.68	0.87
	Fuel Expenses	-	12.37
	Repairing Expenses	1.47	9.41
	Filing Fees	0.13	0.11
	Hire Charges	-	1.77
	Stipend	-	1.86
	Insurance Premium(Others)	2.59	5.57
	Consumption of stores for production	-	22.59
	Packing Charges	-	850.76
	Consumption of fuel	-	1,132.28

	Power Charges	-	101.64
	Rent	9.23	7.19
	Rates & Taxes	-	4.21
	Repairs to Building (DIRECT)	-	-
	Repairs to Building (others)	-	10.05
	Repairs to Plant & Machinery (Direct)	-	22.86
	Repairs to Plant & Machinery (others)	-	25.99
	Repairs to others	-	17.99
	Repairs to vehicle	-	1.54
	Selling expense freight & transport charges Export	-	15.65
	Miscellaneous Manufacturing Exp.	-	127.29
	Selling expense (export) commission	-	-
	Research and development (lab)	-	0.05
	Auditor Remuneration	3.80	2.93
	Sales Tax paid	8.55	12.16
	Prior Period Expenses	7.73	-
	Sundry Debt Balance W/o	0.52	-
	Total	**35.87**	**2,959.72**
25	**Exceptional Items**		
	Exchange Fluctuations	-	-
	Others	-	1,810.20
	Balances written off	-	-
		-	**1,810.20**

26 Fair Value of Financial Assets and Liabilities

The carrying value and fair value of the Group's financial instruments by categories as at March 31st, 2021 & March 31st, 2020 were as follows:

Particulars	**Carrying Amount**		**Fair value**	
	31-Mar-21	**31-Mar-20**	**31-Mar-21**	**31-Mar-20**
Financial Assets				
At amortized cost				
Investments	-	-	-	-
Trade receivables	12.64	12.64	12.64	12.64
Cash and cash equivalents	-	-	-	-
Other bank balance	185.42	204.21	185.42	204.21
Other financial assets	187.11	137.11	187.11	137.11
	385.17	**353.96**	**385.17**	**353.96**
Financial Liabilities				
At amortised cost				
Long Term Borrowings	93.65	103.65	93.65	103.65
Short Term Borrowings	1,813.35	1,813.33	1,813.35	1,813.33
Trade payables	75.25	79.08	75.25	79.08
Other financial liabilities	309.62	474.07	309.62	474.07
	2291.87	**2470.13**	**2291.87**	**2470.13**

The following methods / assumptions were used to estimate the fair values:

i. The carrying value of cash and cash equivalent, other bank balances, trade receivables and trade payables approximate their fair value mainly due to the short-term maturities of these instruments.

ii. The fair value of other financial assets and other financial liabilities is estimated by discounting future cash flows using rates applicable to instruments with similar terms, currency, credit risk and remaining maturities. The fair values of other financial assets and other financial liabilities are assessed by the management to be same as their carrying value and is not expected to be significantly different if estimated by discounting future cash flows using rates currently available for debt on similar terms, credit risk and remaining maturities.

There are no significant unobservable inputs used in the fair value measurement

27. Financial Risk Management

The Company's principal financial liabilities comprise loans and borrowings in domestic currency, trade payables and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and short-term deposits & investments that derive directly from its operations.
The Company is exposed to the following risks from its use of financial instruments:
- Credit risk
- Liquidity risk
- Market risk
This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk.

Risk	Exposure arising from	Measurement	Management
(a) Credit Risk	Cash and cash equivalents, trade receivables, financial assets measured at amortized cost	Ageing analysis Credit Rating	Diversification of Bank deposits, credit limits and letters of credit.
(b) Liquidity Risk	Borrowing and other liabilities	Monitoring Receipts & Payments	Keeping Two months Working Capital
(c) Market risk – interest rate risk	Long term borrowing at variables rates	Sensitivity analysis	Interest rate swag

Risk Management Framework
The Company's activities makes it susceptible to various risks. The Company has taken adequate measures to address such concerns by developing adequate systems and practices. The Company's overall risk management program focuses on the unpredictability of markets and seeks to manage the impact of these risks on the Company's financial performance

28. Financial Risk Management

Credit Risk
Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations resulting in a financial loss to the Company. Credit risk arises principally from trade receivables, loans & advances, unbilled receivable, cash & cash equivalents, deposits with banks and financial institutions and short term investments.

Trade Receivables
The trade receivables have been appropriately assessed and a provision equivalent to management's estimate for bad debts has been created.

Cash and Cash Equivalents
The Company had no cash and cash equivalents as on 31 March 2021. (31 March 2020: Nil). The cash and cash equivalents are held

Deposits with banks and financial institutions and short term investments
The company held deposits with banks and financial institutions & short term investments of Rs. 178.65 Lakhs as on 31st March 2021.

(i) Exposure to Credit Risk
The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the

(Rupees in lakhs)

Financial Assets for which loss allowance is measured using 12 months Expected Credit Losses (ECL)	**31.03.2021**	**31.03.2020**
Non Current Loans	-	-
Other non- current financial assets	-	-
Cash and Cash Equivalents	-	-
Short term Investments	178.65	204.21
Deposits with Banks and financial institutions Trade receivables	12.64	12.64
Current loans	**-**	**-**
Other current financial assets	187.11	137.11
Total	**378.40**	**353.96**

(ii) Ageing analysis of Trade Receivables
The ageing analysis of the trade receivables is as below:

(Rupees in lakhs)

Ageing	**Not Due**	**0-30 days past due**	**31-60 days past due**	**61-90 days past due**	**91-180 days past due**	**More than 180 days past due**	**Total**
Gross Carrying Amount							
31.03.2021						83.83	83.83

29 Financial Risk Management

Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company manages liquidity risk by maintaining adequate cash reserves, banking facilities and reserve borrowing facilities by continuously monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

(i) Financing arrangements

The company had access to the following undrawn borrowing facilities at the end of the reporting period:

(Rupees in Lakhs)

Particulars	31.03.2021	31.03.2020
IDBI SASF	-	-
Inter Corporate Deposit	1,813.33	1,813.33
Total	**1,813.33**	**1,813.33**

(ii) Maturities of financial liabilities

The following are the contractual maturities of derivative and non-derivative financial liabilities, based on contractual cash flows:

31 March 2021

Contractual maturities of financial liabilities	Contractual cash flows					
	3 months or less	3-12 months	1-2 years	2-5 years	More than 5 years	Total
Non-derivative financial liabilities						
IDBI SASF	-	-	-	-	-	**-**
Inter Corporate Deposit	-	-	-	1,813.35	-	**1,813.35**
Trade and other payables	-	75.25	-	-	-	**75.25**
Total	**-**	**75.25**	**-**	**1,813.35**	**-**	**1,888.60**

31 March 2020

Contractual maturities of financial liabilities	Contractual cash flows					
	3 months or less	3-12 months	1-2 years	2-5 years	More than 5 years	Total
Non-derivative financial liabilities						
IDBI SASF	-	-	-	-	-	**-**
Inter Corporate Deposit	-	-	-	1,813.33	-	**1,813.33**
Trade and other payables	-	75.25	-	-	-	**75.25**
Total	**-**	**75.25**	**-**	**1,813.33**	**-**	**1,888.58**

30. Financial Risk Management

Interest rate risk

The company is not exposed to interest rate risks as on 31.03.2021 as no loan is outstanding from any financial institutions.

At the reporting date the interest rate profile of the Company's interest-bearing Borrowings is as follows:

(Rupees in Lakhs)

Particulars	31.03.2021	31.03.2020
Fixed Rate Borrowings		
Fixed Rate Rupee term loans	-	-
Total	-	-

Fair value sensitivity analysis for fixed-rate instruments

The company's fixed rate instruments are carried at amortised cost. They are therefore not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

31. Capital Management

The Company's objectives when managing capital are to:

- safeguard its ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders and
- maintain an appropriate capital structure of debt and equity.

The Board of Directors has the primary responsibility to maintain a strong capital base and reduce the cost of capital through prudent management of deployed funds and leveraging opportunities in domestic markets so as to maintain investor, creditor and market confidence and to sustain future development of the business. The Board of Directors monitors the return on capital, which the Company defines as result from operating activities divided by total shareholder's equity. The Board of Directors also monitors the level of dividends to equity shareholders.

The Company monitors capital using gearing ratio which is net debt divided by total equity. Net debt comprises of long term and short term borrowings less cash and cash equivalent. Equity includes equity share capital and reserves that are managed as capital. The gearing ratio at the end of the reporting periods was as follows:

(Rupees in Lakhs)

Particulars	31.03.2021	31.03.2020
Total Debt	-	1,916.98
Less : Cash and cash equivalent	-	-
Net debt	-	1,916.98
Total equity	-	1,877.59
Gearing ratio	-	102.10%

32 Disclosure as per Ind AS 33 on 'Earnings per Share'

(Rupees in Lakhs)

FOR THE PERIOD ENDED	31.03.2021	31.03.2020
Basic and diluted earnings per share (`)		
From operations	0.05	12.34
Total (`)	**0.05**	**12.34**
Nominal value per share (`)	10.00	10.00
FOR THE PERIOD ENDED	**31.03.2021**	**31.03.2020**
Profit attributable to equity shareholders		
From operations	6.27	1,556.66
Total	**6.27**	**1,556.66**
FOR THE PERIOD ENDED	**31.03.2021**	**31.03.2020**
Weighted average number of equity shares		
Opening balance of issued equity shares	12619434	12619434
Effect of shares issued during the year, if any	-	-
Weighted average number of equity shares for Basic and Diluted EPS	**12619434**	**12619434**

33. Disclosure as per Ind AS 36 on Impairment of Assets

Analysis of Manufacturing Plant in Rajahmundry as a Cash Generating Unit

The plant at rajahmundry has been functioning in the same capacity as previous years. No technological obsolence or physical damage to the plant has been observed. As the plant has been sold to M/s Navilan Merchants Private Limited (Triveni Pattern Glass Private Limited) and the unit transferred to them on 23.02.2020, IND AS 36 does not apply to these assets.

34. Disclosure as per Indian Accounting Standard(IND AS) - 24 'Related Party Disclosures'

A) Key Managerial Personnel (KMP):

Sl. No.	Name & Designation	In Position in TGL	
		From	To
1.	Mr. J.K. Agrawal, Managing Director	01.01.1995	Till date
2.	Mr. A.K. Dhawan, Director (Finance)	06.07.2002	Till date
3.	Ms. Astha Mohan, Company Secretary	12.03.2020	13.03.2021
4.	Mrs. Sushma Company Secretary	19.03.2021	Till date

B) Compensation to Key Managerial Personnel as per (A) above

(Rupees in Lakhs)

Details	2020-21	2019-20
-Short term employee benefits	2.19	26.68
-Post employment benefits	-	-
-Other long term benefits	-	-
-Termination benefits	-	0.39
-Share based payments	-	-
Total Compensation to Key management personnel	**2.19**	**27.07**

C) Outstanding balances with related parties as per A above are as follows:
There is no outstanding balance with related parties as on 31st March, 2021 as well as 31st March, 2020

D) Terms and conditions of transactions with the related parties
No transaction of sale, purchase or supply of any goods, material or services has been entered into by the company with the Key Managerial persons and their relatives.

35. Calculation of CSR Expenditure as per Sec 135 of the Companies Act, 2013

(Rupees in Lakhs)

Profit before tax for the Year 2017-18	513.15
Profit before tax for the Year 2018-19	230.68
Profit before tax for the Year 2019-20	0
Average Profit for the preceding 3 F.Y.	247.98
Expenditure required to be incurred (@ 2% of PBT)	4.95
Less:Expenditure already incurred	0.36
Provision required	**Nil**
Provisions Exists	**10.70**

NOTE: Contingent liabilities and receivables:

i) Contingent liabilities:

a. The Commissioner Central Excise reconfirmed demand of Rs 20.96 crores and imposed equal penalty thereon after adjudicating the case on clandestine removal of goods He also imposed penalties on Directors and Senior Officers of the Company. We had filed appeal against the order along with the stay application for waiver of pre deposit before Central Excise Tribunal New Delhi who have allowed unconditional stay. The case has been transferred to newly constituted bench of CESTAT at Allahabad and will be taken up as soon as the Tribunal starts functioning.

b. We have deposited by debit in our Cenvat credit account, a demand of Rs. 43237/- as remission on duty of finished goods and we are challenging the penalty of the similar amount before the Tribunal.

c. Sales Tax Department has created a demand of Rs. 107.21 lakhs (2014-Rs 107.21 lakhs) disputing the rate of tax on Tinted Glass and other sales tax matters, which the Co. has not admitted and filed appeal against above mentioned demands, However, the Hon'ble High Court has dismissed our appeal against which we have filed SLP before Hon'ble Supreme Court and the SLP has been admitted on 20.04.2011 for final hearing. Allahabad High Court has also disallowed our appeal against higher rate of tax on Tinted Glass for period subsequent to 1996 onwards and we filed SLP against the same before the Honorable Supreme Court to be tied up with earlier SLP. We are perusing the course of earlier fixation.

d. As on date 1 EPCG licenses and three advance licenses are pending for discharge by DGFT, Kanpur and the same is likely to be completed soon.

e. Industrial Tribunal Kanpur has allowed waiver of 60% of the damages imposed by Regional Provident Fund Commissioner, Allahabad leaving a balance of Rs. 28.33 lakhs for which we have filed writ in Allahabad high Court for further relief, which has been admitted and recovery of 40% balance amount has been stayed. Expect early hearing of the same.

f. A writ petition has been filed at Hyderabad High Court for refund of Provident fund damages of Rs. 24 lakhs paid by the company under coercion and the Hon'ble High Court has remanded the matter to the tribunal for fresh consideration.

ii). Receivables:

a. Power refund of Rs 14 Lakhs;

Although the case has been transferred to the new location of AP high court but we have taken up the matter directly with the power dept for refund of the balance amount along with interest.

b. Security Deposit refund of Rs 10 Lakhs

P.d of 132 kva line is still pending and expected refund of security deposit of Rs.10 Lakhs approximately. – the department has principally agreed to give refund of security deposit and they have started processing our application.

c. MODVET credit refund of Rs 51 Lakhs

We have filed an application for refund of rs.51 Lakhs being the unutilized cenvat credit at Allahabad. The dy commissioner, sales tax has rejected our application and we have again filing an application before additional commissioner against his order. We expected the cost to be adjusted very soon.

d. Excise refund of Rs 31.97 Lakhs

We were granted a refund of Rs 32.97 Lakhs by the Adjucating Authority against which the department has filed an application for withdrawal of the refund. We have filled an appeal before the Tribunal.

TRIVENI GLASS LIMITED

R.O.: 1, Kanpur Road, Prayagraj – 21101 UP
Tel: 0532 2407325 Fax: 0532-2407450
Email: akd@triveniglassltd.com Website: www.triveniglassltd.com
CIN: L26101UP1971PLC003491

ATTENDENCE SLIP

50th ANNUAL GENERAL MEETING

Tuesday, 28 September 2021, at 12:00 Noon.

(Please hand over at the entrance of the meeting duly completed & signed)

Name of the Shareholder	:
Name of the Proxy	:
Ledger Folio No.	:
DP. ID No./ Client ID	:
No. of Shares held	:
Email Id	:
Address	:

I/We certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I/We hereby record my/ our presence at the 50th Annual General Meeting of the Company at the Hotel Allahabad Regency, at Tashkent Marg, Civil Line, Allahabad-211001 on Tuesday, September 28, 2021 at 12:00 Noon.

Note:

1. Members are requested to bring copy of Annual Report for reference along with them to the Annual General Meeting.
2. Only Members or their Proxies are entitled to be present at the Meeting.

Date: Member's / Proxy's Signature
Place:

Form No. MGT-11
Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L26101UP1971PLC003491
Name of the company: Triveni Glass Limited
Registered office: 1, Kanpur Road, Prayagraj – 21101 UP

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 50th Annual General Meeting of the company, to be held on the 28h Day of September 2021 12:00 noon .at Hotel Allahabad Regency 16, Tashkent Marg, Civil Lines, Prayagraj- 211001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions No.

1. To receive, consider, approve and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021, including the Audited Balance Sheet as on March 31, 2021, the Statement of Profit and Loss and Cash Flow Statement for the year ended on that date, and the reports of the Board of Directors and Auditors thereon.
   Y/N

2. Ratification of cost auditors' remuneration.
   Y/N

3. Ratification of Appointment of Mrs. Manju Agarwal as Non Executive Director of the company
   Y/N

4. Ratification of Re-appointment of Mr. A. K. Dhawan as a whole time director (kmp designated as cfo) of the company for a period of 5 years w.e.f. 06.07.2022
   Y/N

Signed this…… day of…… 2021

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

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