

# Virendra Bhatt

Company Secretary

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To,

The Chairman

**BOROSIL GLASS WORKS LIMITED**

**56<sup>th</sup> Annual General Meeting** of the Members of **Borosil Glass Works Limited** (CIN:L99999MH1962PLC012538) held at Sasmira Auditorium, 3<sup>rd</sup> Floor, Sasmira Marg, Dr. Annie Besant Road, Worli, Mumbai 400030 on Thursday, 26<sup>th</sup> December, 2019 at 3:30 p.m.

**Sub: Passing of Resolution(s) through electronic voting and Ballot papers pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The Board of Directors of **Borosil Glass Works Limited** (hereinafter referred to as "the Company") at its meeting held on 13<sup>th</sup> May, 2019 has appointed me as the Scrutinizer for the Remote E-voting process and physical Ballot Papers received from the members at the venue of the Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013 read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended and in accordance with the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') for the Resolutions in respect of the matters as set out in the Notice of Annual General Meeting proposed to be transacted by E-Voting and voting at the venue of Annual General Meeting through ballot papers. I say, I am familiar and well versed with the concept of E-Voting as prescribed under the said Rules.

## **Report on Scrutiny:**

- The company has appointed Central Depository Services (India) Limited (CDSL) as the Service Provider, for the purpose of extending the facility of Remote E-Voting to the Members of the Company.
- Universal Capital Securities Private Limited is the Registrar and Share Transfer Agent of the Company.



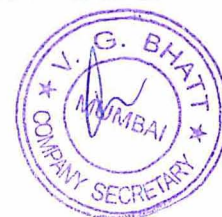
- CDSL had provided a system for recording the votes of the Members electronically on all items of the business (both Ordinary and Special business) sought to be transacted at the 56<sup>th</sup> Annual General Meeting of the Company, which was held on Thursday, 26<sup>th</sup> December, 2019 at 3:30 p.m.
- CDSL had set up electronic voting facility on their website [www.evotingindia.com](http://www.evotingindia.com). The Company has uploaded all the items of the business to be transacted at the Annual General Meeting on the website of the Company and also on CDSL website to facilitate their members to cast their vote through Remote E-Voting.
- The cut-off date for determining members for the dispatch of the Notice of the Annual General Meeting was 22<sup>nd</sup> November, 2019 (Physical & Email) and as on that date, there were 32,656 members of the Company. The Company/Service Provider had sent the notices of the Annual General Meeting along with Annual Report containing inter alia process and manner for availing e-voting facility by E-mail to 26,767 members out of whom transmission of E-mails to 2,006 members had failed and hence the same were sent to them through registered post/courier. In respect of 5,889 members whose E-mail IDs were not available and hence the notices were sent by registered post/courier.
- The Company completed the dispatch of the Notice of the Annual General Meeting along with Annual Reports 2018-19 to the members through e-mail on 29<sup>th</sup> November, 2019 and in physical form on 30<sup>th</sup> November, 2019.
- The Notices sent (both through email and physical form) contained the detailed procedure to be followed by the Members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014.
- The Cut-off date for the purposes of identifying the Members who will be entitled to vote on the resolutions placed for approval of the Members was Thursday, 19<sup>th</sup> December, 2019.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for four days from Monday, 23<sup>rd</sup> December, 2019 (9:00 a.m. IST) to Wednesday, 25<sup>th</sup> December, 2019 (5:00 p.m. IST).
- As prescribed in clause (v) of sub-rule 4 of the Rule 20, the Company also released an advertisement in 'Business Standard' in English language having country-wide circulation dated 03<sup>rd</sup> December, 2019 and in 'Loksatta', in Marathi language dated 03<sup>rd</sup> December, 2019. The notice published in the Newspapers carried the required information as specified in sub-rule 4 (v) (a) to (h) of the said Rule 20.



- At the end of E-voting period on 25<sup>th</sup> December, 2019 at 5:00 p.m., the voting period portal of the CDSL was blocked herewith.
- At the venue of the 56<sup>th</sup> Annual General Meeting of the Company held on Thursday, 26<sup>th</sup> December, 2019, the facility to vote through Ballot Paper was made available to facilitate those members present at the meeting but could not participate in the remote e-voting to cast their votes.
- On 26<sup>th</sup> December, 2019 after counting of the votes conducted at the venue of the Annual General Meeting through ballot paper, the votes cast through remote E-Voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Vishwas Salvi and Mr. Parbat Chaudhari who acted as the witnesses, as prescribed in sub-rule 4(xii) of the said Rule 20 of the Companies (Management and Administration) Rules, 2014.
- After the voting at the Annual General Meeting was concluded, the locked ballot box was subsequently opened in the presence of two persons as witnesses, as mentioned above, and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- Thereafter, I as a Scrutinizer, duly compiled the details of remote E-Voting and the facility of voting through Ballot Papers provided at the venue of the Annual General Meeting, the details of which are as follows:

**The combined result of the remote E-Voting together with that of the voting conducted at venue of the Annual General Meeting by way of Ballot Paper are as under:**

Details	Remote voting	E-Voting through ballot paper at Annual General Meeting	Total voting
Number of members who cast their votes	86	24	<b>110</b>
Total number of shares held by them	70422557	6837	<b>70429394</b>
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Invalid votes	As mentioned under each Resolution		





## **ORDINARY BUSINESS**

### **1. Item No. 1 of the Notice (As an Ordinary Resolution)**

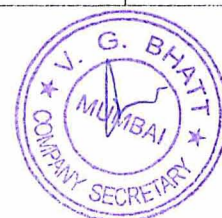
To Consider and adopt:

- a) the audited standalone financial statement of the Company for the financial year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon; and
- b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and Auditors report thereon.

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	70422557	3673	70418884
Ballots	6837	0	6837
<b>Total</b>	<b>70429394</b>	<b>3673</b>	<b>70425721</b>

The Result of the E voting and Poll is as under:

Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	67315720	67315720	100.0000	67315720	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		67315720	100.0000	67315720	0	100.0000	0.0000
Public Institutions	E-Voting	2679014	2264149	84.5143	2264149	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		2264149	84.5143	2264149	0	100.0000	0.0000
Public Non Institutions	E-Voting	22405266	839015	3.7447	839015	0	100.0000	0.0000
	Poll		6837	0.0305	6837	0	100.0000	0.0000
	Total		845852	3.7752	845852	0	100.0000	0.0000
Total		92400000	70425721	76.2183	70425721	0	100.0000	0.0000



## 2. Item No. 2 of the Notice (As an Ordinary Resolution)

To declare dividend on Equity shares for the year ended March 31, 2019

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	70422557	0	70422557
Ballots	6837	0	6837
<b>Total</b>	<b>70429394</b>	<b>0</b>	<b>70429394</b>

The Result of the E voting and Poll is as under:

Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3] = \{[2]/[1]\} * 100$	[4]	[5]	$[6] = \{[4]/[2]\} * 100$	$[7] = \{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	67315720	67315720	100.0000	67315720	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		<b>67315720</b>	<b>100.0000</b>	<b>67315720</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	2679014	2267822	84.6514	2267822	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		<b>2267822</b>	<b>84.6514</b>	<b>2267822</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	22405266	839015	3.7447	839015	0	100.0000	0.0000
	Poll		6837	0.0305	6837	0	100.0000	0.0000
	Total		<b>845852</b>	<b>3.7752</b>	<b>845852</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Total		<b>92400000</b>	<b>70429394</b>	<b>76.2223</b>	<b>70429394</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



### 3. Item No. 3 of the Notice (As an Ordinary Resolution)

To appoint a Director in place of Mr. Rajesh Kumar Chaudhary (DIN: 07425111) who retires by rotation and being eligible, offers himself for re-appointment.

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	70422557	0	70422557
Ballots	6837	0	6837
<b>Total</b>	<b>70429394</b>	<b>0</b>	<b>70429394</b>

The Result of the E voting and Poll is as under:

Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3] = \{[2]/[1]\} * 100$	[4]	[5]	$[6] = \{[4]/[2]\} * 100$	$[7] = \{[5]/[2]\} * 100$
Promoter and Promoter Group	E-Voting	67315720	67315720	100.0000	67315720	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		67315720	100.0000	67315720	0	100.0000	0.0000
Public Institutions	E-Voting	2679014	2267822	84.6514	2267822	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		2267822	84.6514	2267822	0	100.0000	0.0000
Public Non Institutions	E-Voting	22405266	839015	3.7447	839014	1	99.9999	0.0001
	Poll		6837	0.0305	6837	0	100.0000	0.0000
	Total		845852	3.7752	845851	1	99.9999	0.0001
Total		92400000	70429394	76.2223	70429393	1	100.0000	0.0000





## **SPECIAL BUSINESS**

### **4. Item No. 4 of the Notice (As an Ordinary Resolution)**

To appoint Mr. Kanwar Bir Singh Anand (DIN: 03518282), as a Regular Director in Independent Director category, not liable to retire by rotation, for first term of 5 (five) consecutive years with effect from September 01, 2019.

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	70422557	0	70422557
Ballots	6837	0	6837
<b>Total</b>	<b>70429394</b>	<b>0</b>	<b>70429394</b>

### **The Result of the E voting and Poll is as under:**

Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	67315720	67315720	100.0000	67315720	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		67315720	100.0000	67315720	0	100.0000	0.0000
Public Institutions	E-Voting	2679014	2267822	84.6514	2267822	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		2267822	84.6514	2267822	0	100.0000	0.0000
Public Non Institutions	E-Voting	22405266	839015	3.7447	839014	1	99.9999	0.0001
	Poll		6837	0.0305	6837	0	100.0000	0.0000
	Total		845852	3.7752	845851	1	99.9999	0.0001
Total		92400000	70429394	76.2223	70429393	1	100.0000	0.0000



## 5. Item No. 5 of the Notice (As an Ordinary Resolution)

To approve the related party transaction for Mr. Bajrang Lal Kheruka holding office of profit as an Advisor to the Company.

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	70422557	67315720	3106837
Ballots	6837	0	6837
<b>Total</b>	<b>70429394</b>	<b>67315720</b>	<b>3113674</b>

The Result of the E voting and Poll is as under:

Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	67315720	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	2679014	2267822	84.6514	2197120	70702	96.8824	3.1176
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		2267822	84.6514	2197120	70702	96.8824	3.1176
Public Non Institutions	E-Voting	22405266	839015	3.7447	839014	1	99.9999	0.0001
	Poll		6837	0.0305	6837	0	100.0000	0.0000
	Total		845852	3.7752	845851	1	99.9999	0.0001
Total		92400000	3113674	3.3698	3042971	70703	97.7293	2.2707





**6. Item No. 6 of the Notice (As an Ordinary Resolution)**

To approve the related party transactions with Vyline Glass Works Limited

Manner of Voting	Total Votes	Invalid/ Not Voted	Valid Votes
	Nos.	Nos.	Nos.
E-Voting	70422557	67315720	3106837
Ballots	6837	0	6837
<b>Total</b>	<b>70429394</b>	<b>67315720</b>	<b>3113674</b>

The Result of the E voting and Poll is as under:

Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	67315720	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	2679014	2267822	84.6514	158000	2109822	6.9670	93.0330
	Poll		0	0.0000	0	0	0.0000	0.0000
	Total		2267822	84.6514	158000	2109822	6.9670	93.0330
Public Non Institutions	E-Voting	22405266	839015	3.7447	839014	1	99.9999	0.0001
	Poll		6837	0.0305	6837	0	100.0000	0.0000
	Total		845852	3.7752	845851	1	99.9999	0.0001
Total		92400000	3113674	3.3698	1003851	2109823	32.2401	67.7599

All the Resolutions mentioned in Notice of Annual General Meeting as per the details given above stand passed with requisite majority **except Resolution No. 06 which was not approved by the Members.**



I hereby confirm that required records are under my safe custody and will be handed over the same to the Company Secretary for safe keeping.


Thanking You,  
Yours Faithfully


  
**Virendra Bhatt**  
ACS- 1157  
COP-124




**Date: 27<sup>th</sup> December, 2019**  
**Place: Mumbai**

**Witnesses:**

  
Mr. Vishwas Salvi

  
Mr. Parbat Chaudhari

**Countersigned and received the Report**  
**For Borosil Glass Works Limited**

  
**Chairman/ Authorised Signatory**

**Date: 27<sup>th</sup> December, 2019**  
**Place: Mumbai**