

# BOROSIL GLASS WORKS LIMITED

CIN : L99999MH1962PLC012538

Corporate office : 1101, Crescenzo, G-Block, Opp.MCA Club, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051, India.  
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14<sup>th</sup> February, 2017

To,  
The General Manager,  
Department of Corporate Services,  
**BSE Limited**  
P.J. Towers, Dalal Street,  
Mumbai - 400 001

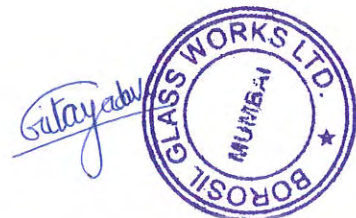
**BSE Scrip Code: 502219**

Dear Sir,

**Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015") for the proposed Scheme of Amalgamation of Hopewell Tableware Private Limited ('HTPL' or 'the Transferor Company 1'), Fennel Investment and Finance Private Limited ('FIFPL' or 'the Transferor Company 2') and Vyline Glass Works Limited ('VGWL' or 'the Transferor Company 3') with Borosil Glass Works Limited ('BGWL' or 'the Company' or 'the Transferee Company') and their respective shareholders and creditors (hereinafter referred to as "the Scheme")**

In connection with the above application, we hereby confirm that:

- a) The proposed Scheme of Amalgamation to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, the Companies Act, 1956 / 2013, the rules, regulations and guidelines made under these Acts, and the provisions as explained in Regulation 11 of the SEBI (LODR) Regulations, 2015 or the requirements of BSE Limited.
- b) In the explanatory statement to be forwarded by the company to the shareholders u/s 393 or accompanying a proposed resolution to be passed under section 100 of the Companies Act, it shall disclose:
  - i) The pre and post amalgamation (expected) capital structure and shareholding pattern;
  - ii) The "fairness opinion" obtained from an Independent merchant banker on valuation of shares done to arrive at Share Exchange Ratio by the valuer for the company and unlisted company;
  - iii) The Complaint report as per Annexure III of the SEBI Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015 ("the SEBI Circular"); and
  - iv) The observation letter issued by the stock exchange



- c) The draft Scheme of Amalgamation together with all documents mentioned in Para I(A)(7)(a) of SEBI Circular, has been disseminated on company's website as per Website link given hereunder:  
[www.borosil.com](http://www.borosil.com)
- d) The company shall disclose the observation letter of the stock exchange on its website within 24 hours of receiving the same.
- e) The company shall obtain shareholders' approval by a way of special resolution passed through postal ballot and e-voting. Further, the company shall proceed with the draft scheme only if the vote cast by the public shareholders in favor of the proposal is more than the number of votes cast by public shareholders against it.
- f) The documents filed by the Company with the Exchanges are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies and SEBI, wherever applicable.
- g) There will be no alteration in the share capital of the unlisted Transferor Company 1, Transferor Company 2 and Transferor Company 3 from the one given in the draft Scheme of Amalgamation.

For Borosil Glass Works Limited

*Gita Yadav*

Gita Yadav  
Company Secretary  
ACS 23280

