

# BOROSIL GLASS WORKS LIMITED

CIN : L99999MH1962PLC012538

Corporate office : 1101, Crescenzo, G-Block, Opp.MCA Club, Bandra Kurla Complex, Bandra (E) Mumbai - 400 051, India.  
Tel. : +91 22 6740 6300 • Fax. : +91 22 6740 6514 • Email : borosil@borosil.com • Web : www.borosil.com

## CONSOLIDATED RESULT OF VOTING AT THE 52<sup>nd</sup> ANNUAL GENERAL MEETING OF THE COMPANY (E-Voting & Poll)

The 52<sup>nd</sup> Annual General Meeting of the Company was concluded on Friday, August 28, 2015 at Textiles Committee Auditorium, Textiles Committee Building, P. Balu Road, near Tata Press, Prabhadevi Chowk, Mumbai- 400 025.

The Company had appointed Mr. Virendra Bhatt, Practicing Company Secretary (C.P. No. 124) as the Scrutinizer for conducting the remote e-voting and the voting process at the Annual General Meeting. The Scrutinizer has submitted his report today i.e. August 29, 2015.

On the basis of the report received from the Scrutinizer, the Chairman of the meeting declared the following results today i.e. August 29, 2015:

Item No.	Agenda Item	Resolution (s)	Mode of Voting
1.	Adoption of the Audited Financial Statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon and  The Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2015.	Ordinary Resolution	Remote e-voting and Ballot/Poll  (passed unanimously)
2.	Declaration of dividend on the Equity Shares for the year ended March 31, 2015.	Ordinary Resolution	Remote e-voting and Ballot/Poll  (passed unanimously)
3.	Appointment of Director in place of Mr. V. Ramaswami (DIN 00011024) who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary Resolution	Remote e-voting and Ballot/Poll  (passed unanimously)
4.	Appointment of M/s. Chaturvedi & Shah, Chartered Accountants as Statutory Auditors and fix their remuneration.	Ordinary Resolution	Remote e-voting and Ballot/Poll  (passed unanimously)



5.	Adoption of new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.	Special Resolution	Remote e-voting and Ballot/Poll (passed unanimously)
6.	Re-appointment of Mr. V. Ramaswami (DIN 00011024) as a Whole Time Director.	Special Resolution	Remote e-voting and Ballot/Poll (passed unanimously)

Based on the report of the Scrutinizer, all the resolutions from item no. 1 to 6 as set out in the Notice of the Annual General Meeting dated May 25, 2015 have been duly approved by the shareholders unanimously.

The Consolidated Scrutinizer's Report is attached.

**For Borosil Glass Works Limited**

Place : Mumbai  
Date : August 29, 2015



*Lovelina*  
**Lovelina Faroz**  
**Company Secretary**  
**ACS-23148**

# Virendra Bhatt

Company Secretary

Office :

602, Tardeo Airconditioned Market,  
Tardeo Main Road, Tardeo,  
Mumbai-400 034.

Tel. : 2351 4867 / 2351 2412

Mobile : 98200 48670

e-mail : bhattvirendra1945@yahoo.co.in

## Consolidated Scrutinizer's Report

[Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

To,  
The Chairman  
Borosil Glass Works Limited

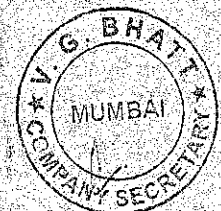
The 52<sup>nd</sup> Annual General Meeting of the members of BOROSIL GLASS WORKS LIMITED (CIN: L99999MH1962PLC012538) held at Textiles Committee Auditorium, Textiles Committee Building, P. Balu Road, near Tata Press, Prabhadevi Chowk, Mumbai - 400025 on Friday, 28th day of August, 2015 at 2.30 p.m.

**Sub: Passing of Resolution(s) through electronic voting/ ballot or poll pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended and the Listing Agreement.**

The Board of Directors of Borosil Glass Works Limited (hereinafter referred to as the "Company") at its meeting held on May 25, 2015 has appointed me as the Scrutinizer for the Remote E-Voting process as well as to scrutinize the physical ballots forms received from the member and at the venue of the Annual General Meeting (AGM) through polling paper pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with the Listing Agreement. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the SEBI circular Number CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014 issued in this regard.

### Report on Scrutiny:

- The Company has appointed Central Depository Services (India) Limited 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 (RTA) are the Registrar and Share Transfer Agents of the Company.



- The Service Provider 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 52<sup>nd</sup> Annual General Meeting (AGM) of the Company, which was held on Friday, 28<sup>th</sup> day of August, 2015.
- The Service Provider had set up electronic voting facility on their website, <https://www.evotingindia.com/>. The Company has uploaded all the items of the business to be transacted at the AGM on the website of the Company and also it's Service Provider 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 (AGM) was July 17, 2015 (Physical & Email) and as on that date, there were 4938 members of the Company. The Company had sent the notices of the AGM along with Annual Report and e-Voting details by email to 2028 members whose email Ids were made available by the Depositories and for those members, holding in physical form, who had registered their email Ids with the RTA. In respect of 2910 members, Email Ids were not available hence, the notices were sent by courier. In respect of 18 cases, where transmissions through email had failed, the Company had sent the Notice of the AGM along with Annual Report and e-Voting details by courier. 10 members had requested for hard copy which was couriered to them.
- 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 as amended.
- 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 August 21, 2015.
- As prescribed in the aforesaid Rules, the Remote E-voting facility was kept open for three days from Tuesday, August 25, 2015 (09:00 a.m. IST) and ends Thursday, August 27, 2015 (5:00 p.m. IST).
- The Company completed the dispatch of the notices in physical to the members on July 31, 2015 and through e-mail on July 30, 2015.
- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement, which was published more than 21 days before the date of the AGM in English in 'Times of India' newspaper dated August 1, 2015 having country-wide circulation and in Marathi in 'Maharashtra Times' newspaper dated August 1, 2015. The notice published in the newspaper carried the required information as specified in Sub Rule 4 (v) (a) to (h) of the said Rule 20.

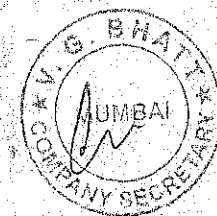


- At the end of the e-voting period on August 27, 2015 at 5.00 p.m. IST, the voting portal of Service Provider was blocked forthwith.
- At the venue of the 52<sup>nd</sup> Annual General Meeting of the Company held on August 28, 2015, the facility to vote through polling paper had been provided to facilitate those members present in the meeting but could not participate in the remote e-voting/through Ballot Form to record their votes.
- On August 28, 2015, after counting of the votes conducted at the venue of the AGM through polling paper, the votes cast through remote e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Ms. Ashika A. Shetty and Ms. Rachana D. Baria who acted as the witnesses, as prescribed in Sub Rule 4(xii) of the said Rule 20.
- After the voting at the AGM was concluded, 1 (one) ballot box kept for the purpose of casting of votes was locked in my presence with due identification marks placed by me. The locked ballot box was subsequently opened in my presence and in presence of two witnesses, as mentioned above, and ballot forms/polling papers were diligently scrutinized. The ballot forms/polling papers were reconciled with records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company. The ballot forms/polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- Thereafter, I as a Scrutinizer, duly complied details of Remote E-Voting and voting through ballot forms/polling papers carried out by the Members, and the facility of physical voting was provided at the venue of the AGM by way of polling paper, where 2 people voted. The details of voting are as follows:

**The results of the remote e-voting & through ballot forms together with that of the voting conducted at venue of the AGM by way of polling papers are as under:**

Details	Remote E-voting	Voting through ballot/poll paper	Total voting
Number of member who cast their votes	36	2	38
Total number of shares held by them	2276712	7	2276719
Valid votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		
Invalid votes	-		

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through Remote E-Voting or Physical Voting.



• **ORDINARY BUSINESS:**

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

To consider and adopt:

(a) The audited financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2015, the reports of the Board of Directors and Auditors thereon; and

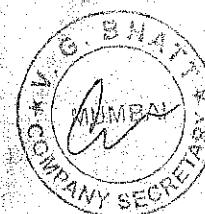
(b) The audited consolidated financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2015.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E-Voting	2276712	-	0	-	0	0
Physical Voting	7	-	0	-	0	0
<b>TOTAL</b>	<b>2276719</b>	<b>100.00%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0</b>

**The resolution has been passed unanimously**

**Table showing Bifurcations of Promoters, Public Institutional Holders and Others:**

Promoter/ Public	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
Promoter & Promoter Group	2229878	2229878	100%	2229878	0	100%	0%
Public Institutional Holders	1012	0	0%	0	0	0%	0%
Public- Others	775110	46841	6.04%	46841	0	100%	0%
<b>TOTAL</b>	<b>3006000</b>	<b>2276719</b>	<b>75.74%</b>	<b>2276719</b>	<b>0</b>	<b>100%</b>	<b>0%</b>



**2) Item no. 2 of the Notice (As an Ordinary Resolution)**

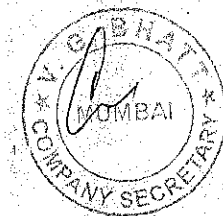
To declare dividend on the Equity Shares for the year ended 31st March, 2015.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote Voting E-	2276712	-	0	-	0	0
Physical Voting	7	-	0	-	0	0
<b>TOTAL</b>	<b>2276719</b>	<b>100.00%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0</b>

**The resolution has been passed unanimously**

**Table showing Bifurcations of Promoters, Public Institutional Holders and Others:**

Promoter/ Public	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
Promoter & Promoter Group	2229878	2229878	100%	2229878	0	100%	0%
Public Institutional Holders	1012	0	0%	0	0	0%	0%
Public- Others	775110	46841	6.04%	46841	0	100%	0%
<b>TOTAL</b>	<b>3006000</b>	<b>2276719</b>	<b>75.74%</b>	<b>2276719</b>	<b>0</b>	<b>100%</b>	<b>0%</b>



**3) Item no. 3 of the Notice (As an Ordinary Resolution)**

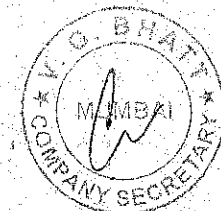
To appoint a Director in place of Mr. V. Ramaswami (DIN 00011024) who retires by rotation and being eligible, offers himself for re-appointment.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E-Voting	2276712	-	0	-	0	0
Physical Voting	7	-	0	-	0	0
<b>TOTAL</b>	<b>2276719</b>	<b>100.00%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0</b>

**The resolution has been passed unanimously**

**Table showing Bifurcations of Promoters, Public Institutional Holders and Others:**

Promoter/ Public	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
Promoter & Promoter Group	2229878	2229878	100%	2229878	0	100%	0%
Public Institutional Holders	1012	0	0%	0	0	0%	0%
Public- Others	775110	46841	6.04%	46841	0	100%	0%
<b>TOTAL</b>	<b>3006000</b>	<b>2276719</b>	<b>75.74%</b>	<b>2276719</b>	<b>0</b>	<b>100%</b>	<b>0%</b>





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

To appoint M/s. Chaturvedi & Shah, Chartered Accountants (Firm Registration No. 101720W) as Auditors of the Company

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E-Voting	2276712	-	0	-	0	0
Physical Voting	7	-	0	-	0	0
<b>TOTAL</b>	<b>2276719</b>	<b>100.00%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0</b>

**The resolution has been passed unanimously**

**Table showing Bifurcations Of Promoters, Public Institutional Holders and Others:**

Promoter/ Public	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
Promoter & Promoter Group	2229878	2229878	100%	2229878	0	100%	0%
Public Institutional Holders	1012	0	0%	0	0	0%	0%
Public- Others	775110	46841	6.04%	46841	0	100%	0%
<b>TOTAL</b>	<b>3006000</b>	<b>2276719</b>	<b>75.74%</b>	<b>2276719</b>	<b>0</b>	<b>100%</b>	<b>0%</b>



• **SPECIAL BUSINESS:**

**5) Item no. 5 of the Notice (As an Special Resolution)**

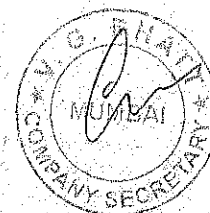
To adopt Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013.

Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E-Voting	2276712	-	0	-	0	0
Physical Voting	7	-	0	-	0	0
<b>TOTAL</b>	<b>2276719</b>	<b>100.00%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0</b>

**The resolution has been passed unanimously**

**Table showing Bifurcations Of Promoters, Public Institutional Holders and Others:**

Promoter/ Public	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
Promoter & Promoter Group	2229878	2229878	100%	2229878	0	100%	0%
Public Institutional Holders	1012	0	0%	0	0	0%	0%
Public- Others	775110	46841	6.04%	46841	0	100%	0%
<b>TOTAL</b>	<b>3006000</b>	<b>2276719</b>	<b>75.74%</b>	<b>2276719</b>	<b>0</b>	<b>100%</b>	<b>0%</b>



**6) Item no. 6 of the Notice (As an Special Resolution)**

To re-appoint of Mr. V. Ramaswami (DIN 00011024) as a Whole-time Director of the Company.

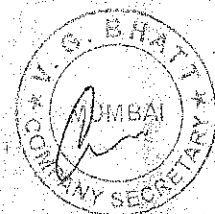
Manner of Voting	Votes in favour of the resolution		Votes against the resolution		Not Voted	Invalid votes
	Nos.	Percentage	Nos.	Percentage	Nos.	Nos.
Remote E-Voting	2276712	-	0	-	0	0
Physical Voting	7	-	0	-	0	0
<b>TOTAL</b>	<b>2276719</b>	<b>100.00%</b>	<b>0</b>	<b>0%</b>	<b>0</b>	<b>0</b>

**The resolution has been passed unanimously**

**Table showing Bifurcations of Promoters, Public Institutional Holders and Others:**

Promoter/ Public	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
Promoter & Promoter Group	2229878	2229878	100%	2229878	0	100%	0%
Public Institutional Holders	1012	0	0%	0	0	0%	0%
Public- Others	775110	46841	6.04%	46841	0	100%	0%
<b>TOTAL</b>	<b>3006000</b>	<b>2276719</b>	<b>75.74%</b>	<b>2276719</b>	<b>0</b>	<b>100%</b>	<b>0%</b>

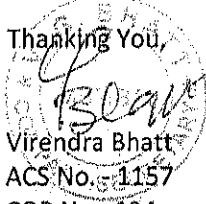
All the Resolutions mentioned in the AGM Notice as per the details above stand passed under Remote E-Voting/ Ballot forms and voting conducted at AGM by way of polling papers, unanimously and hence deemed to be passed as on date of the AGM.



A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" for each resolution is enclosed.

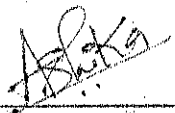
I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through Remote E-voting/ ballot forms and voting conduct at AGM by way of polling papers by the Members of the Company. The Ballot forms/polling papers and all other relevant records relating to e-voting and physical voting is under my safe custody and will be handed over the Company Secretary for safe keeping, after the Chairman signs the Minutes.

Thanking You,

  
Virendra Bhatt  
ACS No. -1157  
COP No. -124

Place: Mumbai  
Date: 29/08/2015

Witnesses:

  
1. Ashika A. Shetty

  
2. Rachana D. Baria

Countersigned by

**For Bhal Glass Works Limited**

  
**B. L. Kheruka**  
Chairman