

Virendra Bhatt

Company Secretary

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Scrutinizer's report

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 (3) (xi) of the Companies
(Management and Administration) Rules, 2014]

To

The Chairman of Fifty First Annual General Meeting of the members of Borosil Glass Works Limited to be held on 13th August, 2014 at 3.00 P.M. at Textile Committee Auditorium Textile Committee Building, P. Balu Road, near Tata Press, PrabhadeviChowk, Mumbai -400025.

Dear Sir,

1. I VIRENDRA G. BHATT, a Company Secretary in whole-time practice, have been appointed by the Board of Directors of Borosil Glass Works Limited (the Company) as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rules 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions contained in the notice to the Fifty First Annual General Meeting of the members of the Company to be held on 13th August, 2014 at 3.00 P.M. at Textile Committee Auditorium Textile Committee Building, P. Balu Road, Near Tata Press, PrabhadeviChowk, Mumbai -400025.
2. The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolution contained in the Notice to the 51st Annual General Meeting (AGM) of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under :-
 - i. The e-voting remained open from 7th August, 2014 (9.00 a.m.) to 9th August, 2014 (6.00 p.m.).
 - ii. The members of the Company as on the "cut off" date i.e. 4th July, 2014 were entitled to vote on the resolutions. (Resolutions No. 1 to 10 as set out in the notice of the Fifty First AGM of the Company)
 - iii. The votes cast were unblocked on 9th August, 2014 round 6 p.m. in the presence of witnesses, Mr. Vishwas Salvi and Ms. Dolly Mehta who are not in the employment of the



Company. They have signed below in confirmation of the votes being unblocked in their presence.

Signature: 
Name: Vishwas Salvi

Signature: 
Name: Dolly Mehta

- iv. Thereafter the details containing, inter – alia, list of Equity Share Holders, who voted “For” and “Against”, each of the resolutions that were put to vote, generated from the e-voting website of Central Depository Services (India) Limited www.evotingindia.com and based on such reports generated, the results of the e-voting is as under:

Resolution No. 1:-

To receive, consider, approve and adopt:

- a) the audited financial statement of the Company for the financial year ended 31st March, 2014, 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 31st March, 2014.

(i). Voted in favour of the resolution:

Number of members voted	No of votes casted by them	% of total number of valid votes cast
36	708614	100%

(ii). Voted against the resolution:

Number of members voted	No of votes casted by them	% of total number of valid votes cast
-	-	-

The above Resolution is passed unanimously.

Resolution No. 2:-

To declare dividend on the Equity Shares for the year ended 31st March, 2014.

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
36	708614	100%

(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
-	-	-

The above Resolution is passed unanimously.



Resolution No.3:-

To appoint a Director in place of Mr. B.L. Kheruka, who retires by rotation and being eligible, offers himself for reappointment.

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
35	632199	100%

(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
-	-	-

The above Resolution is passed unanimously.

Resolution No.4:-

To appoint M/s Chaturvedi & Shah, Chartered Accountants as Auditors and fix their remuneration.

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
36	708614	100%

(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
-	-	-

The above Resolution is passed unanimously.

Resolution No.5:

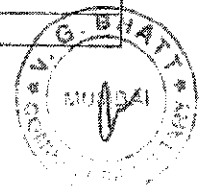
To appoint Mr. Utpal Kumar Mukhopadhyay (DIN: 02766045) as an independent Director of the Company.

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
36	708614	100%

(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
-	-	-



The above Resolution is passed unanimously.

Resolution No.6:-

To appoint Mr. Naveen Kumar Kshatriya (DIN: 00046813) as an Independent Director of the Company.

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
36	708614	100%

(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
-	-	-

The above Resolution is passed unanimously.

Resolution No.7:-

To appoint Mr. Sukhinder Bagal (DIN: 00011176) as an Independent Director of the Company.

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
36	708614	100%

(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
-	-	-

The above Resolution is passed unanimously.

Resolution No.8:-

To appoint Mrs. Anupa R Sahney (DIN: 00341721) as an Independent Director of the Company.

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
36	708614	100%



(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
-	-	-

The above Resolution is passed unanimously

Resolution No.9:-

To approve the remuneration payable to Non-Executive Directors of the company

(i). Voted in favour of the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
34	631974	99.96%

(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
1	225	0.04%

The above Resolution is passed by requisite majority.

Resolution No.10:-

To approve increase in borrowing powers upto Rs.100 crores over and above the paid up capital and free reserves of the Company.

(i). Voted in favour of the resolution

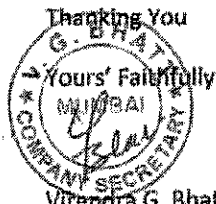
Number of members voted	No of votes casted by them	% of total number of valid votes cast
36	708614	100%



(ii). Voted against the resolution

Number of members voted	No of votes casted by them	% of total number of valid votes cast
-	-	-

The above Resolution is passed unanimously



Virendra G. Bhatt
Practicing Company Secretary
C.P. No. 124 / ACS 1157

Date: 12.08.2014
Place: Mumbai