			Ge	eneral information about o	company					
Sci	rip code				5	543212				
NS	SE Symbol				F	BOROLTD				
MS	SEI Symbol				N	NOTLISTED				
ISI	N				I	INE02PY01013				
Na	me of the en	tity	H	BOROSIL L	LIMITED					
Da	te of start of	financial year	(	01-04-2023						
Da	te of end of	financial year			3	31-03-2024				
Re	porting Quar	ter			J	Yearly				
Da	te of Report				3	31-03-2024				
Ris	sk managem	ent committee			F	Applicable				
Ma	arket Capital	isation as per immedi	7	Γορ 1000 lis	sted entities					
	Annexure I									
		Anne	exure I to	be submitted by listed enti	ity on quarte	erly basis				
			I.	Composition of Board of I	Directors					
			Disclosure	of notes on composition of boar	d of directors e	explanatory	Textual Information	on(1)		
				Whether the listed entity h	nas a Regular C	Chairperson	Yes			
				Whether Chairpersor	n is related to M	MD or CEO Yes				
Sr	Title (Mr / Ms)	Name of the Director	DIN	Category 1 of directors	Category 2 o	f directors	Category 3 of directors	Date of Birth		
1	Mr	Pradeep Kumar Kheruka	00016909	Non-Executive - Non Independent Director	Chairperson Promo			23-07- 1951		
2	Mr	Shreevar Kheruka	01802416	Executive Director	Not Appl	icable	CEO-MD	04-01- 1982		
3	Mr	Rajesh Chaudhary	07425111	Executive Director	Not Appl	licable		01-02- 1970		
4	Mrs	Anupa Rajiv Sahney	00341721	Non-Executive - Independent Director	Not Applicable			19-10- 1967		
5	Mr	Kewal Kundanlal Handa	00056826	Non-Executive - Independent Director	Not Appl	licable		22-08- 1952		
6	Mr	Kanwar Bir Singh Anand	03518282	Non-Executive - Independent Director	Not Appl	licable		30-08- 1955		

	I. Composition of Board of Directors									
	Disqualification of Directors under section 164 of the Companies Act, 2013									
Sr	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status					
1	No				Active					
2	No				Active					
3	No				Active					
4	No				Active					
5	No				Active					
6	No				Active					

		I. Composition of Board of Directors											
S	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]		Initial Date of appointment	Date of Reappointment	Date of cessation	months)	in listed entities including	reference to proviso to regulation	in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)			Notes for not providing PAN	not
1	NA		28-01-2016				3	0	6	1			
2	NA		28-01-2016	12-02-2023			3	0	4	2			
3	NA		12-02-2020	12-02-2023			1	0	0	0			

	4	NA	03-02-2020	03-02-2020	49.27	1	1	5	2		
	5	NA	03-02-2020	03-02-2020	49.27	3	3	10	5		
Ī	6	NA	03-02-2020	03-02-2020	49.27	6	6	6	1		

# **Text Block**

Textual Information(1)

Mr. P. K. Kheruka is a promoter and chairman of the Company.
 The tenure of each Independent Director is 49 months and 27 days as on March 31, 2024.

Au	udit Commi	ttee Details					
		Whe	ther the Audit Committee has a I	Regular Chairperson	Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00341721	Anupa Rajiv Sahney	Non-Executive - Independent Director	Chairperson	03-02-2020		
2		Pradeep Kumar Kheruka	Non-Executive - Non Independent Director	Member	03-02-2020		
3	00056826	Kewal Kundanlal Handa	Non-Executive - Independent Director	Member	03-02-2020		
4	03518282	Kanwar Bir Singh Anand	Non-Executive - Independent Director	Member	22-05-2023		

N	omination a	nd remuneration cor	nmittee				
	Whether	the Nomination and re	muneration committee has a R	egular Chairperson	Yes		
Sr	DIN Number	Name of Committee members	ittee Category 1 of directors Category 2 o		Date of Appointment	Date of Cessation	Remarks
1	03518282	Kanwar Bir Singh Anand	Non-Executive - Independent Director	Chairperson	13-07-2020		Textual Information(1)
2	00016909	Pradeep Kumar Kheruka	Non-Executive - Non Independent Director	Member	03-02-2020		
3	00056826	Kewal Kundanlal Handa	Non-Executive - Independent Director	Member	03-02-2020		
4	00341721	Anupa Rajiv Sahney	Non-Executive - Independent Director	Member	03-02-2020		

Sr Text Block
Mr. Kanwar Bir Singh Anand was appointed as Member of Nomination and Remuneration Committee w.e.f July 13, 2020 and was elected as Chairman of Nomination and Remuneration Committee w.e.f. August 08, 2022.

St	akeholders	Relationship Commi	ttee				
	Wheth	ner the Stakeholders Re	Yes				
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00016909	Pradeep Kumar Kheruka	Non-Executive - Non Independent Director	Chairperson	03-02-2020		Textual Information(1)
2	01802416	Shreevar Kheruka	Executive Director	Member	03-02-2020		
3	00341721	Anupa Rajiv Sahney	Non-Executive - Independent Director	Member	03-02-2020		

	Sr Text Block
Textual Information(1)	Mr. Pradeep Kumar Kheruka was appointed as a Member of Stakeholders' Relationship Committee w.e.f February 03, 2020 and was elected as Chairman of Stakeholders' Relationship Committee w.e.f. November 08, 2023.

Ri	isk Manager	nent Committee					
		Whether the Risk M	anagement Committee has a R	egular Chairperson	Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00056826	Kewal Kundanlal Handa	Non-Executive - Independent Director	Chairperson	27-05-2021		
2	00016909	Pradeep Kumar Kheruka	Non-Executive - Non Independent Director	Member	27-05-2021		
3	01802416	Shreevar Kheruka	Executive Director	Member	27-05-2021		
4	07425111	Rajesh Chaudhary	Executive Director	Member	27-05-2021		
5	03518282	Kanwar Bir Singh Anand	Non-Executive - Independent Director	Member	27-05-2021		
6	07426469	Rituraj Sharma	President- Senior Management Personnel	Member	22-11-2023		Textual Information(1)

	Sr Text Block
Textual Information(1)	Mr. Rituraj Sharma, member of the Risk Management Committee is a senior executive of the Company.

Co	orporate Soc	cial Responsibility Con	mmittee				
	Wheth	er the Corporate Social I	Responsibility Committee has a I	Regular Chairperson	Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00016909	Pradeep Kumar Kheruka	Non-Executive - Non Independent Director	Chairperson	03-02-2020		
2	01802416	Shreevar Kheruka	Executive Director	Member	03-02-2020		
3	00341721	Anupa Rajiv Sahney	Non-Executive - Independent Director	Member	03-02-2020		
4	00056826	Kewal Kundanlal Handa	Non-Executive - Independent Director	Member	03-02-2020		

Other Committee						
S	r DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks

	Annexure 1										
A	Annexure 1										
II	III. Meeting of Board of Directors										
D	isclosure of not of boar	es on meeting rd of directors explanatory									
Sı	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*			
1	08-11-2023				Yes	6	6	3			
2	22-11-2023		13		Yes	6	5	3			
3		24-01-2024	62		Yes	6	6	3			
4		13-02-2024	19		Yes	6	6	3			

	Annexure 1										
]	IV. Meeting of Committees										
		Disclosu	re of notes on	meeting of	committee	s explanatory					
\$	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in	Maximum gap between any two consecutive (in number of days)	other	Reson for not providing date	requirement	Total Number of Directors in the Committee as on date	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than	

		chronological order)				of the meeting			Board of Directors)
1	Audit Committee	08-11-2023			Yes	4	4	3	0
2	Audit Committee	22-11-2023			Yes	4	3	3	0
3	Audit Committee	13-02-2024	82		Yes	4	4	3	0
4	Corporate Social Responsibility Committee	08-11-2023			Yes	4	4	2	0
5	Risk Management Committee	11-03-2024	123		Yes	5	4	2	1

	Annexure 1										
1	V. Related Party Transactions										
S	r Subject	<u>.</u>	If status is "No" details of non- compliance may be given here.								
1	Whether prior approval of audit committee obtained	Yes									
2	Whether shareholder approval obtained for material RPT	Yes									
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes									

	Annexure 1									
V]	VI. Affirmations									
Sr	Subject	Compliance status (Yes/No)								
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes								
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes								
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes								
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes								
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities)	Yes								
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes								
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes								
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes								
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)								

	Annexure 1					
Sr	Subject	Compliance status				
1	Name of signatory	Anshu Agarwal				
2	Designation	Company Secretary and Compliance Officer				

	Text Block
Textual Information(1)	The report of the previous quarter was placed before the Board of Directors at their meeting held on January 24, 2024. No comments were received from the Board of Directors.

#### Annexure II

# Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)

### I. Disclosure on website in terms of Listing Regulations

1	. Disclosure on website in terms of Listing Regulations						
S	Sr It	tem	Compliance status (Yes/No/NA)		Web address		
1		Oetails of usiness	Yes		https://www.borosil.com/about-us/		
2	of in	Terms and onditions of ppointment f ndependent irectors	Yes		https://www.borosil.com/site/assets/files/4508/appointment_letters_of_independent_directors.pdf		
3	of co be	Composition f various ommittees of oard of irectors	Yes		https://www.borosil.com/site/assets/files/5014/board_of_directors_committees17-11-2023-1.pdf		
4	bo di se	code of onduct of oard of irectors and enior nanagement ersonnel	Yes		https://www.borosil.com/site/assets/files/3233/code_of_conduct_for_the_board_of_directors_and_senior_management.pdf		
5	es of m W B	Whistle Slower policy	Yes		https://www.borosil.com/site/assets/files/2653/whistle_blower_policy_nov_12_2021.pdf		
6	m pa no	Criteria of naking ayments to on-executive irectors	Yes		https://www.borosil.com/site/assets/files/3254/policy_relating_to_remuneration_for_the_directors_key_managerial_personnel_and_other_employees-1.pdf		
7	, de	olicy on ealing with elated party ransactions	Yes		https://www.borosil.com/site/assets/files/2652/related_party_transaction_policy-1.pdf		

8	Policy for determining 'material' subsidiaries	Yes	https://www.borosil.com/site/assets/files/2651/policy_for_determining_material_subsidiaries_03_02_2020.pdf
9	Details of familiarization programmes imparted to independent directors	Yes	https://www.borosil.com/site/assets/files/5394/familiarization_programme_for_independent_directors_fy_2023-24.pdf
1	Email address for grievance 0 redressal and other relevant details	Yes	https://www.borosil.com/investors/borosil-limited/
1	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		https://www.borosil.com/investors/borosil-limited/
1	Financial results	Yes	https://www.borosil.com/site/assets/files/5328/unaudited_financial_results_standalone_and_consolidated_for_the_quarter_and_nine_months_ended_december_31_2023.pdf
1	3 Shareholding pattern	Yes	https://www.borosil.com/site/assets/files/5311/shareholding_pattern_as_on_31st_december_2023.pdf
1	Details of agreements entered into with the media companies and/or their associates	NA	

#### **Annexure II** Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year) I. Disclosure on website in terms of Listing Regulations If status is "No" Compliance details of Web address Item status non-(Yes/No/NA) compliance may be given here. Schedule of analyst or institutional investor meet and presentations made by the 15.1 listed entity to Yes https://www.borosil.com/site/assets/files/5325/conference call - quarter 3 - fy 2023-24 - 15 2 2024.pdf analysts or institutional investors simultaneously with submission to stock exchange Audio or video recordings and 15.2 transcripts of post Yes https://www.borosil.com/site/assets/files/5336/transcript of concall held on february 15 2024.pdf earnings/quarterly calls New name and NA the old name of the listed entity Advertisements https://www.borosil.com/site/assets/files/5330/copy of advertisement published in newspapers as per regulation Yes extract of unaudited financial results standalone consolidated for the q.pdf 47 (1) Credit rating or revision in credit Yes https://www.borosil.com/site/assets/files/5294/update on credit ratings.pdf rating obtained Separate audited financial statements of each subsidiary of Yes https://www.borosil.com/site/assets/files/5095/klass pack limited - audited finanicial statement - fy 2022the listed entity in 2023.pdf respect of a relevant financial year

20	Secretarial Compliance Report	Yes	https://www.borosil.com/site/assets/files/5107/annual_secretarial_compliance_report31_03_2023.pdf
21	Materiality Policy as per Regulation 30 (4)	Yes	https://www.borosil.com/site/assets/files/3928/policy_for_determination_of_materiality_of_events_or_information.pdf
22	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	https://www.borosil.com/site/assets/files/3928/policy_for_determination_of_materiality_of_events_or_information.pdf
23	Disclosures under regulation 30(8)	Yes	https://www.borosil.com/investors/borosil-limited/
24	Statements of deviation(s) or variations(s) as specified in regulation 32	NA	
25	Dividend Distribution policy as per Regulation 43A(1)	Yes	https://www.borosil.com/site/assets/files/4188/dividend_distribution_policy.pdf
26	Annual return as provided under section 92 of the Companies Act, 2013	Yes	https://www.borosil.com/site/assets/files/5103/annual_returnfy_2022-23.pdf
27	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	https://www.borosil.com/investors/borosil-limited/
28	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	https://www.borosil.com/investors/borosil-limited/

	Annexure II											
II.	II. Annual Affirmations											
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.								
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes									
2	Board composition	17(1), 17(1A) & 17(1C), 17(1D) & 17(1E)	Yes									
3	Meeting of Board of directors	17(2)	Yes									
4	Quorum of Board meeting	17(2A)	Yes									
5	Review of Compliance Reports	17(3)	Yes									
6	Plans for orderly succession for appointments	17(4)	Yes									
7	Code of Conduct	17(5)	Yes									
8	Fees/compensation	17(6)	Yes									
9	Minimum Information	17(7)	Yes									
10	Compliance Certificate	17(8)	Yes									

	Annexure II				
II.	Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	
11	Risk Assessment & Management	17(9)	Yes		
12	Performance Evaluation of Independent Directors	17(10)	Yes		
13	Recommendation of Board	17(11)	Yes		
14	Maximum number of Directorships	17A	Yes		
15	Composition of Audit Committee	18(1)	Yes		
16	Meeting of Audit Committee	18(2)	Yes		
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes		
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes		
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes		
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes		

	Annexure II			
II.	Annual Affirmations			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance may be given here.
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1), (1A), (5), (6), & (8)	Yes	

	Annexure II			
II.	Annual Affirmations			
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	Yes	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	

	Annexure II				
II.	Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	
41	Declaration from Independent Director	25(8) & (9)	Yes		
42	Directors and Officers insurance	25(10)	Yes		
43	Confirmation with respect to appointment of Independent Directors who resigned from the listed entity	25(11)	NA		
44	Memberships in Committees	26(1)	Yes		
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes		
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA		
47	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes		
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	NA		
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA		
	Any other information to be provided - Add Notes				

	Annexure II	
1	Name of signatory	Anshu Agarwal
2	Designation	Company Secretary and Compliance Officer

Annexure II			
Ш	III. Affirmations		
Sr	l Particulare	Compliance status (Yes/No/NA)	
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes	
	Any other information to be provided		

	Annexure II		
1	Name of signator	ry	Anshu Agarwal
2	Designation		Company Secretary and Compliance Officer

Additional Half yearly Disclosure			
Applicability of disclosure	Applicable		
Reason for Non Applicability	Textual Information(1)		
I. Disclosure of Loans/ guarantees/comfort l	. ,	w	
(A)Any loan or any other form of debt advanced			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by indirectly, in connection with any loan		•	Balance outstanding at the end of six months(taking
,	,	six months	into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed other form of debt availed by	d entity directly or indirectly, in	1	any loan(s) or any
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			Textual Information(2)
II. Affirmations			
Affirmations		Compliance Status	Company Remarks
All loans (or other form of debt), guarantees, cor or securities in connection with any loan(s) (or o indirectly by the listed entity to promoter(s), pro- their relatives), key managerial personnel (include controlled by them are in the economic interest of	ther form of debt) given directly or moter group, director(s) (including ling their relatives) or any entity	Yes	Textual Information(3)
Name	Anand Sultania		
Designation	CFO		
Place	Mumbai		
Date	20-04-2024		

	Text Block
	During the half year ended March 31, 2024, the Company has not given directly or indirectly any loan, guarantee, comfort letter (by whatever name called) or security in connection with any loan (or other form of debt) to promoter, promoter group, director (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them. Hence, affirmation mentioned under section II is not applicable to the Company. However, option to select NA is not available for the same and hence we have selected 'Yes' under the compliance status for the said affirmation.

	Details of Cyber security incidence		
	Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter		
Number of cyber sec	Number of cyber security incidence or breaches or loss of data event occurred during the quarter		
Sr.	Date of the event	Brief details of the event	

Signatory Details	
Name of signatory	Anshu Agarwal
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	20-04-2024