



Borosil Limited

CIN : L36100MH2010PLC292722

Registered & Corporate Office :

1101, Crescendo, G-Block, Opp. MCA Club, Bandra Kurla Complex,
Bandra (E), Mumbai - 400 051, India.

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E borosil@borosil.com

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February 08, 2023

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 543212	National Stock Exchange of India Limited Exchange Plaza, C-1, Block - G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051 Symbol: BOROLTD
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Dear Sirs,

Sub: Voting results of the Meeting of the Equity Shareholders of the Company held on February 06, 2023 convened as per the directions of Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') vide its Order dated November 25, 2022

Ref: Composite Scheme of Arrangement amongst Borosil Limited ("the Company") and Klass Pack Limited and Borosil Technologies Limited and their respective shareholders and creditors

The Voting Results of the Meeting of Equity Shareholders of the Company held on February 06, 2023, as per the directions of Hon'ble National Company Law Tribunal, Mumbai Bench ('NCLT') vide its Order dated November 25, 2022, in the format prescribed under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, along with the Consolidated Scrutinizer's Report on e-voting (remote e-voting and e-voting at the Meeting) are enclosed.

The resolution has been passed with requisite majority by the equity shareholders of the Company.

The voting results along with the Consolidated Scrutinizer's Report are also available on the Company's website at www.borosil.com and on the website of National Securities Depository Limited at <https://www.evoting.nsdl.com/>.

Please take the above intimation on record and acknowledge.

Yours faithfully,
For **Borosil Limited**

Anshu Agarwal
Company Secretary & Compliance Officer
FCS – 9921

Encl.: As above

BOROSIL LIMITED – VOTING RESULTS

Date of the AGM / EGM / NCLT Convened Meeting	February 06, 2023
Total number of shareholders on record date (i.e., number of folios on January 30, 2023 - cut-off date for voting purpose):	76507
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	Not applicable
b) Public	Not applicable
No. of shareholders attended the meeting through video conferencing (i.e. number of folios)	
a) Promoters and Promoter group	10
b) Public	62

Agenda- wise disclosure (to be disclosed separately for each agenda item)

Resolution required: Resolution to be passed with requisite majority as per Section 230 of the Companies Act, 2013				To consider and approve the proposed Composite Scheme of Arrangement amongst Borosil Limited and Klass Pack Limited and Borosil Technologies Limited and their respective shareholders and creditors				
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	8,04,10,776	8,04,10,776	100.0000	8,04,10,776	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		8,04,10,776	8,04,10,776	100.0000	8,04,10,776	0	100.0000
Public-Institutions	E-Voting	25,94,167	23,26,344	89.6760	23,26,344	0	100.0000	0.0000
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		25,94,167	23,26,344	89.6760	23,26,344	0	100.0000
Public-Non Institutions	E-Voting	3,13,91,234	19,91,262	6.3434	19,91,096	166	99.9917	0.0083
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		3,13,91,234	19,91,262	6.3434	19,91,096	166	99.9917
Total		11,43,96,177	8,47,28,382	74.0657	8,47,28,216	166	99.9998	0.0002

Notes:

- Voting rights of a shareholder were in proportion to the paid-up equity share capital of the Company as on the cut- off date, i.e., January 30, 2023.
- No. of shares held under "Public - Non-Institutions" category include: (i) shares held in the Unclaimed Suspense Account on which voting rights are frozen pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) shares held by Investor Education and Protection Fund Authority on which voting rights are frozen pursuant to Companies Act, 2013.
- The resolution has been passed with requisite majority, [i.e., out of the equity shareholders who have exercised their voting rights (through remote e-voting and / or e-voting at the Meeting), a majority of equity shareholders representing at least 3/4th in value have voted in favour].

NILESH SHAH & ASSOCIATES

Company Secretaries

Consolidated Scrutinizer's report on voting at the Meeting of Equity Shareholders of Borosil Limited

[Pursuant to the directions of Hon'ble National Company Law Tribunal, Mumbai Bench vide its Order dated November 25, 2022 and provisions of Section 108 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

Mr. Kewal Handa

Chairperson appointed by the Hon'ble National Company Law Tribunal, Mumbai Bench for the Meeting of Equity Shareholders of

BOROSIL LIMITED

CIN: L36100MH2010PLC292722

1101, 11th Floor, Crescenzo, G-Block, Plot No C-38,

Opp. MCA Club, Bandra Kurla Complex, Bandra (East), Mumbai - 400051.

Dear Sir,

Sub: Consolidated Scrutinizer's Report on voting at the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") convened Meeting of the Equity Shareholders of Borosil Limited ("the Company"), held on Monday, 6th February, 2023, at 10.30 A.M. (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) pursuant to the directions of NCLT vide its order dated 25th November, 2022

1. I, Hetal Shah, Partner of M/s. Nilesh Shah & Associates, Company Secretaries, Mumbai, have been appointed as Scrutinizer, by the Hon'ble National Company Law Tribunal, Mumbai Bench, ("**Hon'ble Tribunal**") vide its order dated 25th November, 2022 ("**Tribunal Order**") for the purpose of scrutinizing the remote e-voting process and e-voting at the Meeting of Equity Shareholders of Borosil Limited held on Monday, 6th February 2023, at 10.30 A.M. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) ("**Meeting**") pursuant to directions of the Tribunal Order, the provisions of the Companies Act, 2013 read with the applicable rules made thereunder, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, on the resolution seeking approval of the equity shareholders to the Composite Scheme of Arrangement amongst Borosil Limited ("**Company**" or "**Demerged Company**") and Klass Pack Limited ("**Resulting Company**" or "**Transferee Company**") and Borosil Technologies Limited ("**Transferor Company**") and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, in terms of the Notice dated January 4, 2023 convening the said Meeting.

6/2/23



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Peer Review of ICSI No. 698/2020


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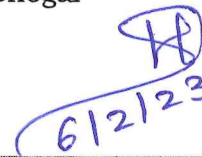
NILESH SHAH & ASSOCIATES

Company Secretaries

2. National Securities Depository Limited (“NSDL”) was appointed as the agency for providing remote e-voting, e-voting at the Meeting and other facilities in respect of the said Meeting.
3. Pursuant to the directions contained in the Tribunal Order
 - i. The electronic copy of the Notice of the Meeting dated Wednesday, January 4, 2023 (“the Notice”) was sent to those equity shareholders through e-mail whose email address’ were registered with the Company/ Depositories;
 - ii. Copy of the Notice of the Meeting was uploaded on the website of the Company and the websites of the Stock Exchanges (i.e. BSE Limited and National Stock Exchange of India Limited).
4. The Company provided facility to the Equity Shareholders to cast their votes either through remote e-voting or through e-voting at the Meeting.
5. Equity shareholders of the Company as on the cut-off date, i.e. Monday, January 30, 2023 were entitled to vote on the resolution set out in the Notice through remote e-voting and e-voting at the Meeting. Voting rights of a shareholder were in proportion to the paid-up equity share capital of the Company as on the cut- off date.
6. The remote e-voting process was conducted from Thursday, February 02, 2023 from 9.00 a.m. (IST) to Sunday, February 05, 2023 up to 5.00 p.m. (IST).
7. E-voting was also conducted at the Meeting held on Monday, 6th February 2023, at 10.30 a.m. through Video Conferencing (VC) / Other Audio-Visual Means (OAVM);
8. The remote e-voting module was disabled and blocked by NSDL for voting after conclusion of period of remote e-voting i.e., on Sunday, 5th February, 2023 at 5:00 p.m. (IST);
9. The votes cast through e-voting at the Meeting were unblocked on Monday, February 06, 2023 after the conclusion of the Meeting. Thereafter, votes cast through remote e-voting were unblocked and was witnessed by two witnesses who are not in employment of the Company. They have signed below in confirmation of the same:


Mahesh Darji


Praful Bhogal


6/2/23



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10. The management of the Company was responsible to ensure the compliance with the requirements of the relevant provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-voting. As per the Tribunal Order, the quorum for the Meeting of the Equity Shareholders was as per the provisions of Section 103 of the Companies Act, 2013 and included equity shareholders present through VC / OAVM. My responsibility as a scrutinizer is restricted to making a Consolidated Scrutinizer's report of the votes cast in favour or against the resolution based on details generated through the NSDL e-voting platform, and submit my report to the Chairperson for further action.

11. I, Hetal Shah, submit my report as under:

The consolidated results of the voting by Equity Shareholders of the Company (by way of remote e-voting prior to the Meeting and e-voting at the Meeting) is given below:

Resolution description: Approval of the Composite Scheme of Arrangement amongst Borosil Limited ("Company" or "Demerged Company") and Klass Pack Limited ("Resulting Company" or "Transferee Company") and Borosil Technologies Limited ("Transferor Company") and their respective shareholders and creditors

a) Voted in favour of Resolution:

Particulars	Remote E-Voting	E-Voting at the Meeting	Total Voting
Number of Equity Shareholders	236	06	242
Number of valid votes cast by them	84728026	190	84728216
% of total number of valid votes cast (in favour and against)			99.9998%

b) Voted against the Resolution: -

Particulars	Remote E-Voting	E-Voting at the Meeting	Total Voting
Number of Equity Shareholders	06	0	06
Number of valid votes cast by them	166	0	166
% of total number of valid votes cast (in favour and against)			0.0002%

c) Invalid Votes: -

Particulars	Remote E-Voting	E-Voting at the Meeting	Total Voting
Number of Equity Shareholders	0	0	0
Number of invalid votes cast by them	0	0	0

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Company Secretaries

12. Based on the aforesaid results, I report that the Resolution contained in the Notice dated January 04, 2023 has been approved by the equity shareholders with requisite majority as required under the Companies Act, 2013, i.e., out of the equity shareholders who have exercised their voting rights (through remote e-voting and / or e-voting at the Meeting), a majority of equity shareholders representing at least 3/4th in value have voted in favor. The Chairperson may accordingly declare the resolution as deemed to have been passed on February 06, 2023.
13. The list of Equity Shareholders who voted "FOR", "AGAINST" and all other relevant electronic records relating to remote e-voting and e-voting at the Meeting will be handed over to the Company Secretary of the Company for safekeeping and future record.

Thanking you,

Yours faithfully,

For Nilesh Shah and Associates


Hetal Shah

**Practicing Company Secretary
Partner**

Membership No. 8063: C.P. No. 8964

Place: Mumbai

Date: February 06, 2023

UDIN: F008063D003117171

Peer Review No. 698/2020

Countersigned by:



Kewal Handa

Chairperson appointed by the Hon'ble National Company Law Tribunal,
Mumbai Bench for the Equity Shareholders meeting

Place: Mumbai

Date: February 07, 2023



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