

BOROSIL LIMITED
(Formerly known as Hopewell Tableware Limited)

**TRANSCRIPT OF THE 10TH ANNUAL GENERAL MEETING OF BOROSIL LIMITED HELD
AT 02:00 P.M. IST ON TUESDAY, SEPTEMBER 29, 2020 THROUGH VIDEO
CONFERENCING (VC)/OTHER AUDIO VISUAL MEANS (OAVM)**

Mr. P. K. Kheruka:

Good Afternoon Members. I, P. K. Kheruka, Chairman of the Board of Directors and Chairman of Stakeholders Relationship Committee, welcome you all to the 10th Annual General Meeting of your Company. I hope that you and your family are safe and fine.

The quorum being present, the meeting can start now.

In view of the continuing COVID-19 pandemic, and to ensure social distancing norms, this 10th Annual General Meeting of the Company is convened through Video Conferencing or Other Audio Visual Means in accordance with various circulars issued by the Ministry of Corporate Affairs and SEBI.

I confirm that all efforts feasible under the circumstances have indeed been made by the Company, to enable the members to participate and vote on the items being considered in the meeting in terms of para (i)(A)(III) of MCA Circular dated 13th April, 2020.

I am pleased to introduce the members of Board, who are present in this meeting.

- **“Mr. Shreevar Kheruka”** *Managing Director & CEO of the Company*
- **“Mrs. Anupa Sahney”** *Non-executive Independent Director and Chairman of Audit Committee and Nomination and Remuneration Committee of the Company*
- **“Mr. N. K. Kshatriya”** *Non-executive Independent Director of the Company*
- **“Mr. Kewal Kundanlal Handa”** *Non-executive Independent Director of the Company*
- **“Mr. K. B. S. Anand”** *Non-executive Independent Director of the Company*
- **“Mr. Rajesh Kumar Chaudhary”** *Whole Time Director of the Company*

Mr. Nikhil Bajaj representative of Statutory Auditors "Phatak H. D. & Associates LLP", Mr. Pradeep Pincha, Partner of Secretarial Auditor firm "Pinchaa & Co" and Mr. Virendra G. Bhatt, Scrutinizer also attending this meeting through video conferencing.

We also have Mr. Manoj Dere, Company Secretary along with the Management Team of the Company who are attending this Meeting.

The Company has received Five (5) Corporate Authorizations. No proxy facility is available for this meeting.

The Register of Directors and Key Managerial Personnel and their shareholding, Register of Contracts and other Certificates and documents as required by law are open for inspection during continuance of the meeting.

The Notice of the meeting along with Annual Report of the Company for the Financial Year 2019-20 have already been sent to the Members through electronic mode, in accordance with the circulars issued by the Ministry of Corporate Affairs and SEBI. We, therefore, take the notice as read.

As the Statutory Auditors' Report and the Secretarial Auditors' Report do not contain any qualification, observation or adverse comment, it is not required to read these Reports at the meeting.

Chairman's Speech:

"Good Afternoon Ladies & Gentlemen,

On behalf of my colleagues on the Board and myself, I extend a very warm welcome to all esteemed shareholders to this 10th Annual General Meeting ("AGM") of the Company. In view of the prevailing situation of the Covid-19 pandemic, this meeting is being conducted through Video Conferencing ("VC") to transact the businesses as set out in the Notice convening this AGM. The Directors' Report and Annual Accounts for the year ended March 31, 2020, have been sent to you through email in terms of Circulars from Ministry of Corporate Affairs and SEBI and I take them as read.

Composite Scheme of Amalgamation and Arrangement and new line of businesses

As you are aware, that during the year under review, pursuant to the provisions of the Composite Scheme of Amalgamation and Arrangement ("the Scheme"), approved by the Honorable National Company Law Tribunal, Mumbai Bench (NCLT) on January 15, 2020, the Scientific and Industrial products and Consumer products businesses of Borosil Renewables Limited (BRL) (formerly known as Borosil Glass Works Limited) along with the Scientific and Industrial products and Consumer products business of Vyline Glass Works Limited (through BRL) demerged into the Company. The Scheme became effective from February 12, 2020.

Pursuant to the said Scheme, the Company issued and allotted 11,40,59,537 equity shares of Re. 1/- each to those Equity Shareholders of BRL, who were members as on Record Date 2 in March, 2020. The trading in Company's equity shares commenced on BSE Limited and National Stock Exchange of India Limited with effect from July 22, 2020.

Post demerger, the Company conducts its operations in two business segments, namely its Consumer Products Division (CPD) including opal ware business and its Scientific and Industrial Products Division (SIP).

CPD has been marketing microwaveable glassware products to consumers under the brand 'Borosil' and 'Larah'. Of late, CPD has been gradually extending its range of offerings well beyond microwaveable glassware products to include everyday solutions such as non-plastic kitchen storage products, kitchen appliances, glass lunch boxes and jars, stainless steel flasks and opal tableware. SIP caters to the needs of the Pharmaceutical, Research and Development, Education and Health care segments of the market.

While Borosil Ltd. has traditionally dealt primarily in glassware, whether laboratory or consumer ware, it is now seeing itself evolve from a glassware manufacturer to a provider of a wider range of solutions to its customers whether for their R&D and Quality Assurance laboratory needs, or their household needs.

Borosil Technologies Limited, a wholly owned subsidiary of the company, designs and develops a range of bench top instruments and equipment under the brand Lab Quest by Borosil, which provides a viable alternative to expensive imports. To build on its existing customer relationships in the pharmaceuticals industry, the company caters to their primary packaging needs of vials and ampoules through its subsidiary, namely Klasspack Limited.

Performance for the year 2019-20

Now, coming to the performance of the Company for the financial year gone by, your Company achieved revenue from operations of Rs. 590.82 Crores, as against a revenue of Rs. 345.32 Crores in FY19. The Company's Operational Profit Before Tax (PBT) was Rs. 43.88 Crores in FY20 as compared to Rs. 24.75 Crores in FY19. The Company earned Other Income of Rs. 9.23 Crores during FY20 as compared to Rs. 13.85 Crores in FY19. The Company recorded a Profit Before Tax, of Rs. 50.44 Crores in FY20 as compared to Rs. 31.76 Crores in FY19. Profit After Tax (PAT) during FY20 was Rs. 41.15 Crores as against Rs. 23.66 Crores in the previous year.

Every year the highest sales for the scientific products division are recorded in March. Unfortunately, the lockdown announced in March 2020 had a disproportionately high impact for this division as well as for the overall performance of the Company for the FY 2019-20.

Impact of Covid-19 pandemic

As you all are aware, the outbreak of novel corona virus or COVID-19 pandemic has impacted business all over the world including that of your Company. As a result, the Company had to shut down its operations and factories in all 3 locations namely, Bharuch, Tarapur and Jaipur. Since then, the plants at all these three locations have now resumed production.

The Company has always kept the well being of all its employees as its most important objective. Their protection from COVID-19 became our highest priority even before formal measures were announced and lockdown implemented.

I extend my deepest gratitude to all employees and other associates of the company who have attended to their duties and responsibilities in all work locations and in the field, which has allowed us to continue operations from our plants, warehouses and offices. They have not flinched in the face of exceedingly trying circumstances, and from the anxieties of their families. It has been my long held and firm belief that our key asset lies not in plant and machinery, but in the wonderful BOROSIL team. This has been once again proven to be true during this pandemic. My heartfelt appreciation to each member of the team!

A significant portion of the Company's consumer business was classified non-essential during this crisis. Most parts of its supply chain came to a standstill. Shops and malls have been shut. The abrupt announcement of such an unprecedented restriction has severely impacted the operations of the Company. For the most part of the lockdown, regulations permitting e-commerce was allowed only for essential products, and our rapidly growing e-commerce business stream of the company was also affected. This has adversely impacted the revenue and collections of the Company.

During the lockdown all our office employees were compelled to work from home. Our HR department had proactively laid down a clear 'work from home' policy for all concerned employees. Digital platforms were leveraged to communicate with our employees on a regular basis; firstly, to keep up their morale and build team spirit and secondly, to communicate to them on business developments and important decisions.

Fortunately, it was soon recognised that the scientific products division primarily served pharmaceutical companies and scientific laboratories, and the Company was allowed to commence marketing these products in April 2020. These products have witnessed a smart pick-up in sales, as compared to consumer products. Moreover, its subsidiary Klasspack Limited, which manufactures and supplies pharmaceutical vials and ampoules to the Pharmaceutical industry and is thus classified as an essential industry, was able to continue its operations through the lockdown. It has started performing as per the original annual business plan.

With the opening of shops and malls, the consumer ware business of the Company is also picking up.

While FY21 continues to face uncertainty, the company has been agile in stepping up its online initiatives in the consumer business and driving growth in Klasspack while maintaining a tight leash on costs and cashflows.

The Company appointed a senior consulting physician to extend medical support by way of telephone consultation to our employees and their families to advise them on Covid-19 related issues. Many employees have benefitted from this initiative. Along with this step, the Company has arranged many wellness initiatives like online Yoga sessions, an informative customised video session by renowned psychotherapist to address the emotional challenges faced by the employees like managing anxiety, stress and uncertainty.

Other Initiatives

Amongst the other top endeavours of the HR department and overall leadership of the organisation, the Company has an agenda to develop a strong talent pool across the core functions of the company and its subsidiaries/associates.

During the period of lockdown, the HR Department of the Company has arranged many online training sessions for the benefit of its employees. They have also taken various resource optimization initiatives across various plants.

Your Company has been a responsible corporate citizen. As a part of its initiatives under "Corporate Social Responsibility" (CSR), the Company has spent nearly Rs. 14 lakhs for various activities related to Covid-19 pandemic covered under item nos. (i) and (xii) of Schedule VII of the Companies Act, 2013 for promotion of health care including preventive health care and sanitation and disaster management in connection with the Covid-19 pandemic. The company will also undertake other CSR activities by the end of the current calendar year.

Before I conclude, I convey my gratitude to all my colleagues on the Board for their valuable guidance and contributions. I would also like to thank our business associates including valued customers, trade partners, suppliers, distributors, dealers and bankers for their contribution and unwavering support. I deeply appreciate our employees and their management teams for the hard work, dedication and team work towards achieving the Company's vision and goals. And finally, a special word of thanks to you, our esteemed shareholders, for your unstinted support and encouragement. "

Mr. P. K. Kheruka, Chairman:

I now handover the microphone to Mr. Manoj Dere, Company Secretary to make an announcement with respect to e-voting facility which has been activated for voting at the AGM.

Mr. Manoj Dere, Company Secretary:

Good afternoon! In Compliance with the relevant provisions of the Companies Act 2013, Rules made thereunder and SEBI Listing Regulations, the Company has provided the facility to the Members, to exercise their right to vote on the businesses proposed to be transacted at this AGM through remote e-voting for the period commencing from September 26, 2020 to September 28, 2020. In order to facilitate voting to those Members, who have not exercised their right to vote through remote e-voting, the Company has also provided facility to vote at this AGM through e-voting platform of CDSL.

Mr. Virendra G. Bhatt, Practicing Company Secretary, has been appointed as the Scrutinizer for remote e-voting as well as e-voting at this AGM, who would scrutinize the votes and hand over the combined report on voting within fortyeight hours of conclusion of this AGM.

Upon receipt of the result of voting along with the Scrutinizer's Report, the same shall be uploaded on the website of the Company, CDSL and shall also be submitted to the Stock Exchanges.

Since this meeting is being held through Video Conference and the resolutions mentioned in the Notice convening this meeting have already been put to the vote through "remote e-voting" there is no proposing and seconding of resolutions.

Thank you! I, now request the Chairman to please continue with the proceedings.

Mr. P. K. Kheruka, Chairman

The objective & implications of the resolutions are already provided in the explanatory statement of the Notice of 10th AGM.

The Chairman read out businesses to be transacted as per Notice of the 10th AGM.

Item No. 1 - Adoption Of

(a) the audited standalone financial statement of the company for the financial year ended March 31, 2020, 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 March 31, 2020 and Auditors report thereon.

Ordinary Resolution:

RESOLVED THAT the Audited Financial Statement as at March 31, 2020 and the Statement of Profit & Loss for the year ended on that date and the Directors' Report and Auditors Report which have been forwarded to the Members and placed before the meeting be and are hereby approved and adopted.

RESOLVED FURTHER THAT the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and Auditors Report thereon, which have been forwarded to the Members and placed before the meeting be and are hereby approved and adopted.

Item No. 2- Re-appointment of Mr. Shreevar Kheruka (DIN 01802416) who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution:

RESOLVED THAT Mr. Shreevar Kheruka (DIN 01802416) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation.

Special Business:

Item No. 3- Appointment of Mr. Shreevar Kheruka (DIN 01802416) as Managing Director and Chief Executive Officer and Key Managerial Personnel of the Company and approval of the payment of remuneration to him.

Item No. 4- Appointment of Mr. Rajesh Kumar Chaudhary (DIN 07425111) as a Director.

Item No. 5- Appointment of Mr. Rajesh Kumar Chaudhary (DIN 07425111) as Whole Time Director and Key Managerial Personnel of the Company and approve his appointment and terms of remuneration.

Item No. 6- Appointment of Mr. Naveen Kumar Kshatriya (DIN 00046813) as an Independent Director.

Item No. 7- Appointment of Mrs. Anupa Rajiv Sahney (DIN 00341721) as an Independent Director.

Item No. 8- Appointment of Mr. Kewal Kundanlal Handa (DIN 00056826) as an Independent Director.

Item No. 9- Appointment of Mr. Kanwar Bir Singh Anand (DIN 03518282) as an Independent Director.

Item No. 10- Authorizing the Board of Directors to create charge over the assets of the company in favour of Banks and/or Financial Institutions for loans borrowed by the company pursuant to section 180(1)(a) of the companies act, 2013, up to Rs. 250 Crores.

Item No. 11- Approval of the payment of remuneration to Non-Executive Directors.

Item No. 12- Approval of the Borosil Limited Employee Stock Option Scheme 2020.

Item No. 13- Approval of grant of Employee Stock Options to the Employees of Subsidiary Companies of the Company under Borosil Limited Employee Stock Option Scheme 2020.

Mr. P. K. Kheruka, Chairman

The Company had provided the facility to the Members to register themselves in advance by sending request from their registered email id to express their views/ask questions during the AGM. Five members had registered themselves to speak at the AGM.

Members are requested to restrict their speech strictly to 3 minutes.

I now ask Mr. Rajat Setiya to put on his video and express his views and ask questions.”

Moderator after waiting for some time: We are not able to hear him, so we can take up the next speaker.

I now request Mr. Yusuf Rangwala to put on his video and express his views and ask questions.”

Moderator: Mr. Yusuf Rangwala is not present in the meeting.

I now request Mr. Dnyaneshwar K. Bhagwat to put on his video and express his views and ask questions.”

Moderator: Mr. Dnyaneshwar K. Bhagwat is also not present in the meeting.

I now request Mr. Satish Shah to put on his video and express his views/ask questions.”

Moderator: Mr. Satish Shah is not present in the meeting.

I now request Mr. Naveen Bothra to put on his video and express his views and ask questions.”

Moderator: Mr. Naveen Bothra is present in the meeting.

Mr. Naveen Bothra: Warm greetings to Mr. P K. Kheruka, Chairman, Mr. Shreevar Kheruka, MD & CEO, all the Learned Board Members and Senior management team of Borosil Limited. first meeting after completion of the demerger process. It is a great pleasure in attending this AGM virtually from Delhi.

1) I would request Mr. Shreevar Kheruka to define our core business and share his views. We are migrating from Borosil Glass to Borosil Limited, since our core was glass business to other kitchen utensils and appliances business. How this will benefit allshareholders and increase the return on capital employed (ROCE) from single digit to respective double digit levels.

2) With respect to Promoter shareholding I would state that out of 10 promoters 7 are holding in physical/demat mode. Since 100% promoter shareholding is not there in demat mode, Stock Exchanges have put our Company's shares in Trade –to Trade mode and which can not move 5% in either way. What steps promoters and management are taking to get the promoter shareholding in 100% demat mode?

3) Engagement with institutional investors – when we see our competitors and other consumer goods companies, there are good number of mutual funds and financial institutional investors. In our Company few mutual funds and financial institutional investors

are holding 20,000 to 25,000 shares. So what steps management is taking to broaden up the shareholders base and long term investors base in the Company?

4) Also please throw some light on the business of Borosil Technologies Limited (BTL). On Company website picture of micro pipet is appearing – are these imported or manufactured in BTL at Pune plant?

5) The surplus funds are invested in liquid mutual funds around Rs. 57 Crores and in real estate funds and alternate investment funds around 61 Crores. Please throw some light on maturity of real estate funds and alternate investment funds. Annual Report talks about investment in strategic two companies. Please let us know the strategy from investment and business point of view.

6) Regarding point number 10 for creation of charges, are we planning of in-organic acquisition, for which the permission of the shareholders is sought?

7) With regards to new products like pressure cooker and UV Sanitizer, what is the response after their launch. Gas stove are we manufacturing or marketing. For electric cooking range are we planning any R&D or innovation?

I propose vote of thanks and wish management team members all the very best. Thank you, sir.

Mr. P. K. Kheruka, Chairman – I request Mr. Shreevar Kheruka to answer the questions.

Mr. Shreevar Kheruka —Thank you I will answer to the questions:

1) on diversification from glass business, our vision is to become more customer centric company and we must come up with the products which are relevant in daily need. Our ROCE is lower side but we have very high fixed cost base. As revenue will increase ROCE will increase and the revenues are already improving in last 3 years. Our substantial chunk of revenue more than Rs. 100 Crores comes from non-glass ware business.

2) The entire promoter shareholding has now been converted into dematerialized mode.

3) There is lot of participation and interest amongst financial institutional investors in the investor calls and hopefully that will result in long term and larger shareholders base.

4) In BTL we manufacture the lab equipment which are basically import substitutions. Our Customer base is expanding. We will be competing with European and American equipment manufacturers.

5) Real Estate funds are improving whereas surplus liquid funds are generating more cash flows which are also safer.

6) With respect to resolution in point number 10 for creating security, we are on the scout for both organic and in-organic opportunities and we should be ready for any of them whichever fructifies.

7) Micro pipets are not imported, in future this will be our own production. Many of our new products are doing good, which are allowing us to get revenue growth much faster than our competitors. We are not doing R&D and innovations in electric cooker but doing in many other products.

Mr. P. K. Kheruka, Chairman:

I take this opportunity to place on record our grateful appreciation to all our customers, bankers, employees and most importantly, the Members, for their continued support.

I once again thank the Members of the Company for attending this 10th AGM of the Company.

Now those Members, who have not voted through remote e-voting may cast their votes during next 15 minutes, after which this meeting will stand concluded. I authorize Mr. Manoj Dere, Company Secretary to receive the combined voting results from the Scrutinizer and submit the same to the stock exchanges.

Thank You