

**ANNEXURE I**

**Format to be submitted by listed entity on quarterly basis**

1. Name of Listed Entity           **- Borosil Limited**  
 2. Quarter ending                   **- 31-Mar-2023**

**i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	Category (Chairperson /Executive/Non-Executive / Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
Mr.	Pradeep Kumar Kheruka	00016909	C,NED		28-Jan-2016				23-Jul-1951	No				Active	NA		3	0	5	0	AC,SC,RC,NRC
Mr.	Shreevar Kheruka	01802416	ED	CEO-MD	28-Jan-2016	12-Feb-2023			04-Jan-1982	No				Active	NA		3	0	2	1	SC,RC
Mr.	Rajesh Chaudhary	07425111	ED		12-Feb-2020	12-Feb-2023			01-Feb-1970	No				Active	NA		1	0	0	0	RMC
Mr.	Naveen Kumar Kshatriya	00046813	ID		03-Feb-2020	03-Feb-2020		37.27	03-Feb-1949	No				Active	Yes	29-Sep-2020	1	1	3	1	AC,SC
Mrs.	Anupa Rajiv Sahney	00341721	ID		03-Feb-2020	03-Feb-2020		37.27	19-Oct-1967	No				Active	NA		1	1	2	1	AC,SC,NRC
Mr.	Kewal Kundanlal Handa	00056826	ID		03-Feb-2020	03-Feb-2020		37.27	22-Aug-1952	No				Active	NA		4	4	8	5	AC,RC,NRC
Mr.	Kanwar Bir Singh Anand	03518282	ID		03-Feb-2020	03-Feb-2020		37.27	30-Aug-1955	No				Active	NA		6	6	5	1	RMC,NRC

Company Remarks	1) Mr. P. K. Kheruka is a promoter and chairman of the Company. 2) The tenure of each Independent Director is 37 months and 27 days as on March 31, 2023.
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	Yes

ii. **Composition of Committees**

a. **Audit Committee**

<b>Sr. No.</b>	<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	Anupa Rajiv Sahney	ID	Chairperson	03-Feb-2020	
2	Pradeep Kumar Kheruka	C,NED	Member	03-Feb-2020	
3	Naveen Kumar Kshatriya	ID	Member	03-Feb-2020	
4	Kewal Kundanlal Handa	ID	Member	03-Feb-2020	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. **Stakeholders Relationship Committee**

<b>Sr. No.</b>	<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	Naveen Kumar Kshatriya	ID	Chairperson	03-Feb-2020	
2	Pradeep Kumar Kheruka	C,NED	Member	03-Feb-2020	
3	Shreevar Kheruka	ED	Member	03-Feb-2020	
4	Anupa Rajiv Sahney	ID	Member	03-Feb-2020	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. **Risk Management Committee**

<b>Sr. No.</b>	<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	Kewal Kundanlal Handa	ID	Chairperson	27-May-2021	
2	Pradeep Kumar Kheruka	C,NED	Member	27-May-2021	
3	Shreevar Kheruka	ED	Member	27-May-2021	
4	Rajesh Chaudhary	ED	Member	27-May-2021	
5	Kanwar Bir Singh Anand	ID	Member	27-May-2021	
6	Jeevan Dogra	AVP - Operations	Member	27-May-2021	

Company Remarks	
Whether Regular chairperson appointed	Yes

d. **Nomination and Remuneration Committee**

<b>Sr. No.</b>	<b>Name of Committee members</b>	<b>Category</b>	<b>Chairperson/Member</b>	<b>Date of Appointment</b>	<b>Date of Cessation</b>
1	Kanwar Bir Singh Anand	ID	Chairperson	13-Jul-2020	
2	Pradeep Kumar Kheruka	C,NED	Member	03-Feb-2020	
3	Kewal Kundanlal Handa	ID	Member	03-Feb-2020	
4	Anupa Rajiv Sahney	ID	Member	03-Feb-2020	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	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
11-Nov-2022	Yes	7	7	4
03-Feb-2023	Yes	7	7	4
27-Mar-2023	Yes	7	5	4

Company Remarks	
Maximum gap between any two consecutive (in number of days)	83

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Audit Committee	11-Nov-2022	Yes	4	4	3	0
Audit Committee	03-Feb-2023	Yes	4	4	3	0
Audit Committee	27-Mar-2023	Yes	4	4	3	0
Risk Management Committee	12-Oct-2022	Yes	5	4	2	1
Risk Management Committee	27-Mar-2023	Yes	5	5	2	1

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	83

v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not Applicable	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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**VI. Affirmations**

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**
  - b. Nomination & remuneration committee - **Yes**
  - c. Stakeholders relationship committee - **Yes**
  - d. Risk management committee (applicable to the top 1000 listed entities) - **Yes**
3. 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**
4. 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**
5.
  - a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
  - b. Any comments/observations/advice of Board of Directors may be mentioned here:

**The report of the previous quarter was placed before the Board of Directors at their meeting held on February 03, 2023. No comments were received from the Board of Directors.**

**Name** : **Anshu Agarwal**  
**Designation** : **Company Secretary & Compliance Officer**

## ANNEXURE II

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

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<i>Item</i>	<i>Compliance status (Yes/No/NA)</i>	Company Remark	Website
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		<a href="https://www.borosil.com/about-us/">https://www.borosil.com/about-us/</a>
Terms and conditions of appointment of independent directors	Yes		<a href="https://www.borosil.com/site/assets/files/4508/appointment_letters_of_independent_directors.pdf">https://www.borosil.com/site/assets/files/4508/appointment_letters_of_independent_directors.pdf</a>
Composition of various committees of board of directors	Yes		<a href="https://www.borosil.com/site/assets/files/5014/borosil_limited_board_of_directors_committees-1.pdf">https://www.borosil.com/site/assets/files/5014/borosil_limited_board_of_directors_committees-1.pdf</a>
Code of conduct of board of directors and senior management personnel	Yes		<a href="https://www.borosil.com/site/assets/files/3233/code_of_conduct-2.pdf">https://www.borosil.com/site/assets/files/3233/code_of_conduct-2.pdf</a>
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="https://www.borosil.com/site/assets/files/2653/whistle_blower_policy_nov_12_2021.pdf">https://www.borosil.com/site/assets/files/2653/whistle_blower_policy_nov_12_2021.pdf</a>
Criteria of making payments to non-executive directors	Yes		<a href="https://www.borosil.com/site/assets/files/3254/policy_relating_to_remuneration_for_the_directors_key_managerial_personnel_and_other_employees-1.pdf">https://www.borosil.com/site/assets/files/3254/policy_relating_to_remuneration_for_the_directors_key_managerial_personnel_and_other_employees-1.pdf</a>
Policy on dealing with related party transactions	Yes		<a href="https://www.borosil.com/site/assets/files/2652/related_party_transaction_policy-1.pdf">https://www.borosil.com/site/assets/files/2652/related_party_transaction_policy-1.pdf</a>
Policy for determining 'material' subsidiaries	Yes		<a href="https://www.borosil.com/site/assets/files/2651/policy_for_determining_material_subsidaries_03_02_2020.pdf">https://www.borosil.com/site/assets/files/2651/policy_for_determining_material_subsidaries_03_02_2020.pdf</a>
Details of familiarization programs imparted to independent directors	Yes		<a href="https://www.borosil.com/site/assets/files/5021/familiarization_programme_for_independent_directors_fy_2022-23.pdf">https://www.borosil.com/site/assets/files/5021/familiarization_programme_for_independent_directors_fy_2022-23.pdf</a>
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		<a href="https://www.borosil.com/investors/borosil-limited/">https://www.borosil.com/investors/borosil-limited/</a>
Contact information of the designated officials of the listed entity who are	Yes		<a href="https://www.borosil.com/investors/borosil-limited/">https://www.borosil.com/investors/borosil-limited/</a>
Financial results	Yes		<a href="https://www.borosil.com/site/assets/files/4957/unaudited_financial_results_standalone_and_consolidated_for_the_quarter_and_nine_months_ended_december_31_2022.pdf">https://www.borosil.com/site/assets/files/4957/unaudited_financial_results_standalone_and_consolidated_for_the_quarter_and_nine_months_ended_december_31_2022.pdf</a>
Shareholding pattern	Yes		<a href="https://www.borosil.com/site/assets/files/5020/shareholding_pattern_as_on_31st_march_2023.pdf">https://www.borosil.com/site/assets/files/5020/shareholding_pattern_as_on_31st_march_2023.pdf</a>
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously	Yes		<a href="https://www.borosil.com/site/assets/files/4966/institutionalsinged.pdf">https://www.borosil.com/site/assets/files/4966/institutionalsinged.pdf</a>
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		<a href="https://www.borosil.com/site/assets/files/4958/copy_of_advertisement_published_in_newspapers_for_extract_of_unaudited_financial_results_standalone_and_consolidated_for_t.pdf">https://www.borosil.com/site/assets/files/4958/copy_of_advertisement_published_in_newspapers_for_extract_of_unaudited_financial_results_standalone_and_consolidated_for_t.pdf</a>
Credit rating or revision in credit rating obtained by the entity for all	Yes		<a href="https://www.borosil.com/site/assets/files/4769/update_on_credit_ratings.pdf">https://www.borosil.com/site/assets/files/4769/update_on_credit_ratings.pdf</a>
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		<a href="https://www.borosil.com/site/assets/files/4691/klass_pack_limited_-_audited_financial_statement_-_fy_2021-2022.pdf">https://www.borosil.com/site/assets/files/4691/klass_pack_limited_-_audited_financial_statement_-_fy_2021-2022.pdf</a>
<b>As per other regulations of the LODR:</b>			

Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		<a href="https://www.borosil.com/investors/borosil-limited/">https://www.borosil.com/investors/borosil-limited/</a>
Materiality Policy as per Regulation 30	Yes		<a href="https://www.borosil.com/site/assets/files/3928/policy_for_determination_of_materiality_of_events_or_i">https://www.borosil.com/site/assets/files/3928/policy_for_determination_of_materiality_of_events_or_i</a>
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		<a href="https://www.borosil.com/site/assets/files/4188/dividend_distribution_policy.pdf">https://www.borosil.com/site/assets/files/4188/dividend_distribution_policy.pdf</a>
It is certified that these contents on the website of the listed entity are	Yes		<a href="https://www.borosil.com/investors/borosil-limited/">https://www.borosil.com/investors/borosil-limited/</a>

## II Annual Affirmations

<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Company Remark</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	

<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Yes	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D &amp; O Insurance for Independent Directors</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Not Applicable	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

<b>Other Information</b>	
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### III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

<b>Other Information</b>	
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**Name** : **Anshu Agarwal**  
**Designation** : **Company Secretary & Compliance Officer**

**ANNEXURE IV**

%symbol%	%companyName%	%quarterEnded%
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**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to**

Aggregate amount advanced during six months				Balance outstanding at the end of six months			
<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0



**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:**

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

**(D) If the Listed Entity would like to provide any other information the same may be indicated here**

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**Affirmations**

*All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company*

**Company Remarks in case of non-compliant status**

During the half year ended March 31, 2023, 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.

**Name:** Anand Sultania  
**Designation:** Chief Financial Officer  
**Place:** Mumbai  
**Date:** 12-Apr-2023