

August 01, 2018

To
Listing Department
BSE Limited
Department of Corporate Services
P.J. Towers Dalal Street
Mumbai – 400001
Scrip code: 502219

Ref: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed Composite Scheme of Amalgamation and Arrangement amongst Vylene Glass Works Limited (“the Transferor Company 1” or “VGWL”) AND Fennel Investment And Finance Private Limited (“the Transferor Company 2” or “FIFPL”) AND Gujarat Borosil Limited (“the Transferor Company 3” or “GBL”) AND Borosil Glass Works Limited (“the Transferee Company” or “the Demerged Company” or “BGWL”) AND Hopewell Tableware Private Limited (“the Resulting Company” or “HTPL”) AND their respective shareholders (“the Scheme”)

This is to inform you that the Board of Directors of the Company has approved the draft Composite Scheme of Amalgamation and Arrangement amongst Vylene Glass Works Limited (“the Transferor Company 1” or “VGWL”) AND Fennel Investment And Finance Private Limited (“the Transferor Company 2” or “FIFPL”) AND Gujarat Borosil Limited (“the Transferor Company 3” or “GBL”) AND Borosil Glass Works Limited (“the Transferee Company” or “the Demerged Company” or “BGWL”) AND Hopewell Tableware Private Limited (“the Resulting Company” or “HTPL”) AND their respective shareholders (“the Scheme”) in their Board Meeting held on June 18, 2018.

We are enclosing herewith the draft scheme for approval under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) read with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 (“Circular”).

We hereby furnish the following documents as per the BSE checklist:

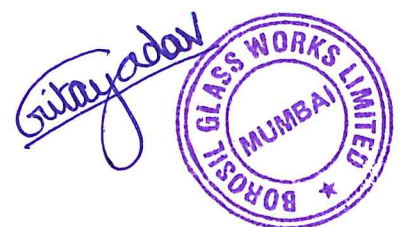
Sr. No.	Documents to be submitted along with application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015	Annexure
1.	Certified true copy of the resolution passed by the Board of Directors of the company approving the scheme.	Annexure 1
2.	Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the NCLT.	Annexure 2
3.	Valuation report from Independent Chartered Accountant as applicable as per Para I(A)(4) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017.	Annexure 3

Gitaydov


4.	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	Annexure 4
5.	Fairness opinion by Merchant Banker	Annexure 5
6.	Shareholding pattern of all the companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.	Annexure 6
7.	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure I. Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (where it is due) accompanied mandatorily by the Limited Review Report of the auditor.	Annexure 7
8.	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (I)(A) (5)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as per the format given in Annexure II of aforesaid SEBI circular.	Annexure 8
9.	Detailed Compliance Report as per the format specified in Annexure IV of SEBI circular dated March 10, 2017 duly certified by the Company Secretary, Chief Financial Officer and the Managing Director, confirming compliance with various regulatory requirements specified for schemes of arrangement and all accounting standards along with necessary annexures.	Annexure 9
10.	Complaint report as per Annexure III of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website).	Will be submitted within 7 days of expiry of 21 days from the date of filing of draft scheme with BSE Limited
11.	If as per the company, approval from the Public shareholders through postal ballot and e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following: a) An undertaking certified by the auditor clearly stating the reasons for non-applicability of Sub Para 9(a) b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	Not Applicable
12.	If pursuant to scheme the allotment of shares is proposed to be made to a selected group of shareholders or to the shareholders of unlisted companies, pricing certificate from the statutory auditor of the listed company as per Proviso of Regulation 70(1) (ii) (b) of ICDR.	Annexure 10



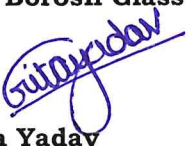
13.	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	BSE Limited- Kindly refer Annexure 1
14.	Brief details of the transferee/resulting and transferor/demerged companies.	Annexure 11
15.	Net-worth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	Annexure 12
16.	Capital evolution details of the transferee/resulting and transferor/demerged companies.	Annexure 13
17.	Confirmation by the Managing Director/ Company Secretary.	Annexure 14
18.	Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc. companies for the last three financial year.	Annexure 15
19.	<p>a) Processing fee (non-refundable) payable to BSE - DD <u>favoring 'BSE Limited'</u>, Rs.1,80,000/- plus GST as applicable, where one entities/companies are Merged or one new company formed due to De-merger</p> <p>b) Processing fee (non-refundable) payable to SEBI will be as below, through RTGS/NEFT/IMPS or through DD <u>favoring 'Securities and Exchange Board of India' payable at Mumbai'</u></p>	Annexure 16
20.	In case of scheme of demerger, additional documents are to be submitted	Annexure 17
21.	<p>a)In case NCRPS / NCDs are proposed to be issued to the shareholders of the listed entity and are to be listed, the company shall submit an undertaking signed by CS / MD of the company as per format attached in Annexure XI confirming compliance with the requirements of SEBI circular dated May 26, 2017.</p> <p>b)In case a new unlisted company is seeking listing pursuant to scheme of arrangement but at least 25% of the post scheme paid up capital of the unlisted company does not comprise of shares allotted to the public shareholders in the listed transferor / demerged entity, the company shall submit the compliance with the requirements of SEBI circular Ref: CFD/DIL3/CIR/2017/105 dated September 21, 2017 by CS/MD and statutory auditor of the company.</p>	Not Applicable



22.	Name & Designation of the Contact Person Telephone Nos. (landline & mobile)Email ID.	Gita Yadav Company Secretary Contact No:- 022-67406300 Mobile: 7710029915 Email id:- gita.yadav@borosil.com
-----	--	--

We request you to accord No objection letter or observation letter under Regulation 37 of the Listing Regulations.

Yours faithfully,
For Borosil Glass Works Limited


Gita Yadav
Company Secretary



Encl: As above