

BOROSIL LIMITED

CIN: L36100MH2010PLC292722

Regd. Office: 1101, Crescenzo, G-Block, Opp. MCA Club, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051

Ph: 022 6740 6300, **Fax:** 022 6740 6514

Website: www.borosil.com, **Email:** borosilltd@borosil.com

THE 11TH ANNUAL GENERAL MEETING (AGM) OF THE COMPANY SCHEDULED ON THURSDAY, AUGUST 26, 2021, AT 3.00 P.M. BY VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”)

Mr. P. K. Kheruka, Chairman:

“Good Afternoon Members.

I, P. K. Kheruka, Chairman of the Board of Directors, welcome you all to the 11th 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 11th 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”** *Vice Chairman, Managing Director & CEO of the Company*
- **“Mrs. Anupa Sahney”** *Non-executive Independent Director and Chairperson of Audit Committee and Nomination and Remuneration Committee of the Company*
- **“Mr. Naveen Kumar Kshatriya”** *Non-executive Independent Director and Chairman of Stakeholders and Relationship Committee of the Company.*
- **“Mr. Kewal Kundanlal Handa”** *Non-executive Independent Director of the Company*
- **“Mr. Kanwar Bir Singh Anand”** *Non-executive Independent Director of the Company*
- **“Mr. Rajesh Kumar Chaudhary”** *Whole Time Director of the Company*

All the Directors are present.

“Representatives of Statutory Auditors “Pathak H. D. & Associates LLP”, Secretarial Auditor “Dhrumil M. Shah & Co” and the Scrutinizer, Mr. Virendra Bhatt, are also attending this meeting.”

“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 7 (Seven) 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 electronic inspection during continuance of the meeting.”

“The Notice of the meeting along with Annual Report of the Company for the Financial Year 2020-21, has 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.”

“Now I would like to brief the Members on the operational and financial performance of the Company.”

Chairman’s Speech

“Good Afternoon Ladies & Gentlemen,

Today as we convene the 11th Annual General Meeting of Borosil Limited, I warmly welcome each one of you to participate in building our legacy. We have been battling a virulent pandemic of disease and uncertainty. In spite of our inability to be present physically, we must find solace in connecting with each other, albeit virtually. I heartily thank you for making the time to join us. The Directors’ Report and Annual Accounts for the year ended March 31, 2021, has been sent to you through email in terms of Circulars from Ministry of Corporate Affairs and SEBI and I take them as read.

Before proceeding further, it is with deepest sorrow that I inform you of the demise of two of our employees and an employee of our subsidiary, KlassPack Ltd, who have been lost to Covid. It is always painful for us when we lose valued members of our Borosil family.

Amidst the first wave of the Covid-19 pandemic, last year, the Central and State Governments announced several preventive measures to stop the spread of the virus. Your Company’s Consumer business was adversely affected in light of the imposed restrictions on shops, malls and the temporary inoperability of E-Commerce operations. Despite the sweeping trepidations in a post-pandemic world, the Consumer Products Business has managed to recuperate by the second half of FY 2021. The Scientific and Industrial Product Business, initially faced with the same troubles as the Consumer Products division, managed to achieve normalcy in operations as it was designated as an essential service.

The pandemic induced lockdown has unfavorably impacted the revenue operations of the company. Your Company achieved a revenue from Operations of Rs. 527.23 crores in FY21

as against Rs. 590.82 crores in FY20. However, The Company's Operational Profit Before Tax (PBT) was higher at Rs. 50.96 crores in FY21 as compared to Rs. 43.88 crores in FY20. This was achieved primarily through rationalization of expenses. The Company earned Other Income of Rs. 16.38 crores during FY21 as compared to Rs. 9.23 crores in FY20 (mainly from investments). The Profit before Tax of Rs. 60.34 crores in FY21 as compared to Rs. 50.44 crores in FY20. Profit After Tax (PAT) during FY21 was Rs. 40.77 crore as against Rs. 41.15 crore in the previous year.

The second wave of the pandemic, which saw interim lockdowns, imposed new challenges to the industry. Your Company had enabled mechanisms to maintain a vibrant resolve, and respond to the precariousness of the pandemic in a reasonable manner. It was imperative for us to have indefatigable faith in our ability to adapt and grow.

Over the years, our Subsidiary companies have worked towards creating a stimulus for diversity in innovation. KlassPack Ltd., one subsidiary of our Company, manufactures pharmaceutical Primary Glass packaging materials, by reason of which it was classified as an essential industry. In these troubling times, KlassPack gave resilience in our fight against the pandemic by supplying packaging for Covid-19 vaccines, drugs like Remdesivir, Dexamethasone and other medications. The Company was able to continue its operations through the lockdown. KlassPack Ltd. achieved a Revenue from Operations of Rs. 65.19 crores in FY21 as compared to Rs. 49.06 crores in FY20. The Company's Profit after Tax was Rs.1.23 crores as against a Loss after Tax of Rs.2.19 crores in FY20.

Borosil Technologies Limited (BTL), also a subsidiary of our Company, is engaged in the business of manufacturing of scientific instruments. BTL application lab works on future lab technologies. BTL products like Vaccine stirrers, Protein Estimation Systems, Precision circulatory bath, Hot Plate Magnetic stirrers have been well accepted by the scientists and are seeing strong growth. After design stabilization and certification BTL products will soon be offered to export markets. The Company is now scaling up production facilities.

Your Company's strategy of simultaneously straddling the consumer business and the scientific business has stood it in good stead. While the consumer business is expected to power growth, the scientific business provides greater stability through its long-term customer relationships. FY21 proved to be a good example of how this diversified strategy has proved to be useful with the scientific business bouncing back quickly even as recovery in the consumer business expectedly took longer.

We at Borosil Ltd. firmly believe in taking cognizance of the zealous efforts put in by our employees. As a measure of facilitating a sense of ownership and incentivizing good performance, 'Borosil Ltd- Employee Stock Option Scheme, 2020' was approved last year following which stock options were granted to 25 eligible employees working at a senior level below the Departmental Heads and at the middle-level. Additionally, Your Company undertook endeavors to prioritize the health and well-being of its employees. Throughout the pandemic, the Company has allowed its employees to work from home, and communicate on digital platforms. The HR team has engaged in several initiatives towards prevention of the infection and stress management. For upskilling our employees, the Company organized many online webinars and conducted quarterly open house communication sessions to update them about our Company insights.

We measure success not only in terms of business growth but also in terms of our commitment to help building robust institutions which facilitate nation-building and shaping talent. To this end, we undertake Corporate and Social Responsibility (CSR) initiatives. In FY 21, the Company has contributed Rs.14 lakhs towards the Covid-19 pandemic and Rs.50 lakhs towards the JSW foundation for its sports promotion project carried out by the Inspire Institute of Sport (Vijaynagar, Karnataka) . I happily note that Mr. Neeraj Chopra, who won India the Gold Medal for Javelin throw and Mr.Bajrang Punia, who won the Bronze Medal for Wrestling, at the Tokyo Olympic Games, were trained by JSW foundation.

I strongly believe that this Company will traverse insurmountable bounds, and rejuvenate every business segment in which it partakes. I have to express deep gratitude for my colleagues on the Board for their unwavering confidence and guidance. I would like to appreciate our employees and their management teams for contributing immensely to our goal. They have faced unforeseen challenges grace and fortitude. Lastly, I would like to thank our customers, trade partners, suppliers, dealers, distributors, bankers and shareholders for their invaluable support.”

“I would now request 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:

Dear Members,

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 Monday, August 23, 2021 to Wednesday, August 25, 2021. 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 two working days from the 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 Mr. Dere! 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 then read out businesses to be transacted as per Notice of the 10th AGM.

Ordinary Business

Item No.1 - Adoption of

- (a) the audited standalone financial statement of the company for the financial year ended March 31, 2021, 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, 2021 and Auditors report thereon.

Item No.2- Declaration of dividend on Equity shares for the year ended March 31, 2021.

Item No.3- Re-appointment of Mr. P. K. Kheruka (DIN 00016909) who retires by rotation and being eligible, offers himself for re-appointment.

Item No.4- Appointment of Statutory Auditors and fixing their remuneration.

“I am not reading it out as the resolution which is already with you.”

“I now move on to the Special Business of the Meeting,”

Item No.5- Amendment to the ‘Borosil Limited - Employee Stock Option Scheme 2020’.

“The draft resolution is there with you in the notice.”

Item No.6- Alteration in the Articles of Association by substituting the Article 111 of Articles of Association.

“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. Six members had registered themselves to speak at the AGM.

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

“I now request Mr. Vasudeva Ramasamy to put on his video and express his views/ask questions.”

The moderator (host) please unmute speaker shareholder and allow him to speak.

Mr. Vasudeva Ramaswamy: “Good Afternoon Sir, Mr.P.K Kheruka and Mr.Shreevar Kheruka. It is a pleasure to attend the 11th AGM of the Company. I appreciate the earnest efforts taken by the management in helping the employees during the hard-pressing Covid pandemic times. You deserve a salute sir.

I have the following observations.

- 1. In resolution no.6 we are proposing waiver of dividend. In this case, I want to know who are the kind hearted shareholders who are ready to waive of the dividend. Will the dividend waived off by the kind-hearted shareholders be redistributed to the small shareholders who did not waive of the dividend?*
- 2. In the Acalypha Realty Limited, the hundred percent subsidiary of the company, we are proposing to start real estate business and it is contemplated to develop property. We have got a slum land parcel in Mumbai. What is the status of the particular land? Was there any action taken to get the slum people vacated? Have we applied for any licenses? Approximate what will be the measurement of the land? What is the revenue of the land? Have you further taken any valuation for this land? Is there any proposal to monetize this land, so that the funds can be used for capex , R&D expenses etc. so that the shareholders interest increases.*
- 3. The non-receipt of AGM notice through e-mail, Mr. Dere has spoken to me and clarified to me what would have happened in case of non-receipt of notice through email. So I am not raising this point here.*
- 4. Lastly, with due respect to this management, the focus on Borosil Renewables has been bit more. Hopefully the management will keep this in mind,*

Thanks for the opportunity and I am wishing great success to your Company.

Mr. P.K Kheruka, Chairman- *Thank you Mr. Ramaswamy. I appreciate the fact that you are reading the reports the carefully. I shall reply to the questions you have asked.*

- 1. In view of the Dividend becoming taxable at the hands of recipient shareholders, it has been felt that there should be an enabling provision in the Articles of Association of the Companies, that there should be a provision to shareholders to waive off their rights of dividend, if he or she decides to do so. This is wholly voluntarily on the parts of the shareholder, including the promoter shareholder, if they want to exercise this right. On the macro level, there have been instances where the promoter shareholders have waived their right to receive dividend and allow the same, to be received by public shareholders presumably, in order to conserve resources in the Company. So, I would say that this in the nature of an enabling resolution and in case somebody wishes to exercise his right to waive this dividend, he is allowed to do so. There is no compulsion on anybody to do anything like that. Secondly, there is no proposal to distribute to such waived dividend to the shareholders, the same will remain with the company.*
- 2. With regarding your second question, the Company owns a declared slump land as per the Maharashtra Slum Areas (Improvement, Clearance and Redevelopment Act),1971. The area of the land is about 1 acre, about 4000 square meters. Acalypha Realty Limited has filed for necessary applications, for the development of the said land, with the appropriate government authorities and the same is pending for approval. As this land is a completely landlocked land, proper valuation for the same is not feasible. Regarding monetization of the land, as the Company does not have any*

experience in real estate, the Company will take an appropriate decision when the time arises.

3. *With regard to your non-receipt of the AGM Notice, it has been informed by my Secretarial Department, that the email was already sent, and the mail has not bounced back. So, you do know that occasionally mails might land up elsewhere.*

Mr Shreevar Kheruka interrupted and clarified that this point has already been redressed.

“I now request Mr. Jaydip Bakshi to put on his video and express his views/ask questions.”

The moderator (host) please unmute speaker shareholder and allow him to speak.

Mr. Jaydip Bakshi- *“Good Afternoon Chairman and Board of Directors. Myself Jaydip Bakshi, connecting from the city of Kolkata. It is a proud feeling to be part of the leading consumer glassware Company of India.*

1. *What is the present capacity utilization of our plant?*
2. *We are into the scientific products and the consumer products. How much has been our demand during the lockdown period? Any new diversification plans?*
3. *With regards to the manufacture of vials for vaccine, how much business has been generated?*
4. *With regard to the supply chain and distribution network, what has been the effect in our business?*
5. *With regard to the overseas market for lab glassworks, can we know the details?*
6. *With the school and offices being shut down, and many of them working from home, what has been the effect on the sales of our storage products?*
7. *I am hoping that as many people are working from home, kitchen appliances sale must have boosted up?*
8. *With regard to e-commerce business, which is also generating space, with more penetration in tier 2 and tier 3 towns and cities, I think it is picking up, I think we will gain much more business from this e-commerce sector also.*
9. *Initiatives taken by your concern, to help out family members of your employees troubled with Covid and also your CSR activities, is a good move.*
10. *What are the steps for the single use plastic, as this is being considered to be banned. Your waste management reduction initiatives have been great. Even so, the Debt reduction initiatives have been great.*

This was it, Sir. I wish greater success to the Company, with greater results and greater benefits, under your leadership.

Mr. Shreevar Kheruka- *Thank you for your questions. Firstly, as far as the Opal Glassware is concerned in the last few months we have been running, at more or less, full capacity utilization, a 100 percent. Of course, this was interrupted in the second wave, but now we have recovered and we are back at 100 percent. The other products which we have in scientific and lab, the production capacity is difficult to predefine because the same machines can be used for different product categories. By enlarge I can tell you, that we are 65-75 % capacity utilization in other product categories. That's a very broad number, I can't give you category wise information, you know because like how I said, that the same machines can be utilised for multiple products.*

As far as Covid is concerned and the business of vials, we have been getting orders. But we don't supply to the Serum Institute, which is by enlarge the largest producer of vaccines in our country. We have orders from others, for which we are ramping up the production. But its still early days. However, we had a good growth last year of 25-30% on Klass Pack's revenue. Even this year, the first quarter we have experienced substantial growth. We are quite bullish on the vials business both on the vial business, both for the vaccine and non-covid related categories.

Coming to the other points of the channel and the impact of Covid-19, yes, there was an impact on storage segment and lunchboxes etc., because people were more at home. The numbers are really difficult for me to share, but overall you will see last year our revenue was down by a little over 10%, so that is the impact of the loss we suffered on sales. However, the appliances business grew even in the Covid year. We are fortunately in the appliance market, so we could manage supply.

Overall, the Company is well-positioned for growth. The second wave of Covid already hit us. It was not as bad as the first wave. We have already recovered. We are bullish for the future. As you may be aware of, the Company has announced some expansion plans for the Opal Glass production capacity. We are on a good runway for the future.

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

The moderator (host) please unmute speaker shareholder and allow him to speak.

Moderator: *“Not available, Sir.”*

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

The moderator (host) please unmute speaker shareholder and allow him to speak.

Moderation: *“Not available, Sir”*

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

The moderator (host) please unmute speaker shareholder and allow him to speak.

Mr.Naveen Bothra: *Warm Greetings to the Respected Chairman, Mr. P.K Kheruka Ji. MD and Chairman, Mr. Shreevar Kheruka Ji and all the esteemed Board Members and the Senior Management team of Borosil Limited. It is a pleasure to be attending the 11th AGM of the Company. I am a shareholder from Delhi, who takes pleasure in attending the AGM. I really appreciate the performance of the Company during the second wave, under the able leadership of Mr.P.K Kheruka Ji and Mr.Shreevar Kheruka Ji, wherein the Company took swift action and stood strong by its employees, announcing one of its kind employee friendly Covid policy for the treatment of the employees, family and children who were affected by Covid-19. Deep condolences for the Members who succumbed to Covid-19. The actions taken*

by the Company above been appreciated on social media, and other Companies are modelling our Company's policies to take swift action.

I request the Chairman Sir or the MD sir to share their views on the following points:

- 1. As regards to the Consumer Products division, I would like to request Mr. Shreevar to kindly enlighten us, on the proposed actions for more innovations and how the Company can become a one stop solution for kitchen appliances?*
- 2. Last year, we launched a cooker product, but in the market or in the online space, we didn't find much marketing. So, if you can enlighten us as to what is the share of the cooker we garnered in the market after the launch?*
- 3. What are the new products and categories we are planning to enter to scale up the consumer products division int the next four years. As you said in the concall that by 2025, we are planning to be a 900-1000 crore Company in the Consumer Products division. Kindly enlighten us.*
- 4. As regards to the Borosil Technologies Limited, from the last AGM to this AGM, kindly enlighten us about the initiatives taken in the last year, and the various initiatives which will be taken in the next 3-4 years.*
- 5. As regards to the ESG, we have provided a lot of information in the Annual Report which we appreciate. ESG is gaining traction day by day. Institutional Investors as well as HNI Investors are taking it quite seriously while taking investment decisions. How are we planning to formulate ESG policies and are we planning to have ESG scores and ratings?*

Couple of suggestions, which I have already suggested in the last few AGMs, that our quarterly results, Annual results, General Meetings are for the last two three years being held at the fag end of the Results Season and the General Meeting Season, so I would like to request you to kindly forward it, from the next year. So that it gives good impression to the Shareholders.

Secondly, the investor representation data after the quarterly results, we give the investor data and the market share data should be updated, so that the investors get a better status of our Companies share and the market share.

- 6. What is the R&D Budget we are planning to scale up our SIP divisions and Consumer Products division?*

I propose a vote of thanks to the Board. I voted in favour of all the resolutions and support all the resolutions. I wish to convey best wishes to the team at Borosil

Mr.Shreevar Kheruka- *Thank you for your questions. As fat as the Consumer Business is concerned, you asked about the plans for the future. As already discussed, the big thrust for the Consumer Products Division, is the increase in the production capacity of the Opal Glass, which we have already announced. We are already setting up a facility for the production of Borosil Glass for the future. We believe that this is a thrust to the production capacity, and the volume of sales will increase substantially.*

As far as new product development is concerned, it is a bottom up process and not a top down process. It is generally not the Board which is deciding on which products to get into, and then instructing the team. The team comes up with their own ideas and then they launch products. Some of them are successful and some of them fail. And that's okay, it's a part of life. What the future is going to be in terms of new products, it will be very challenging for me

to share, because we are working on multiple products all the time and as an when we see an opportunity we launch the products. There is no calendarized launch strategy for new products.

You asked about pressure cookers, yes, pressure cookers were launched, they have done fairly well. I don't know the exact number. The incumbents in the market for pressure cooker, are really strong. And we have not been able to, take any substantial share from them. We may be tweaking some things here and there to increase the revenue. But overall, they are doing fairly well and it is mainly online that it sells.

As far as the suggestions go, you have given on market share for improving or rather advancing the Board Meetings and AGMs , we will take a note of. In the last two years we have had virtually no data from the market, because things have been so topsy turvy. The data which we perceive are all through our internal estimates. We will try and update it, by the next quarter or the quarters after. We will see what is the best we can do. We will try and update the points over there.

Coming back to growth strategy our Consumer division is on a very strong wicket. Even our SIP division, with KlassPack, and Borosil Technologies Limited . In Borosil Technologies Limited we have a very strong growth path because there is a large possibility of import substitution of lab equipment which is possible. Last year, as my father already said in the speech, we have already launched stirrers, very high precision stirrers, which are used for stirring vaccines among other things and they are sold to the top vaccine manufacturing Companies in India, this is out and out import substitution that we have done. And we are getting orders month after month from the same organization. We have been doing things with Nitrogen Estimation Apparatus, which is used to check the quality of the soil. This also has substantial traction in the market. We are planning to go in to the areas of environment testing. It could be water, air, and soil, which we have been already been doing. So, there are multiple areas for growth for Borosil Technologies, of which I have just highlighted two. There are n number of other discussions on new product launches, which I can't discuss at the moment. But in general, we have seen very good traction from our customers for the various products and this is giving us energy to expand this business. The start will be slow, because for any pharma company to change its procurement strategy will be slow because they are very conservative. But we are building a base, and in a few years, we might see a brand, Lab Quest, which will be bigger than our Scientific glassware brand. Thank you,

“I now request Ms. Vasudha Dakwe to put on her video and express her views/ask :

The moderator (host) please unmute speaker shareholder and allow her to speak.

Moderation: *“Not available, Sir”*

The Chairman shall reply to the questions received from speaker shareholders.

“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 11th 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”