

BOARD OF DIRECTORS

B. L. Kheruka - Executive Chairman
P. K. Kheruka - Vice Chairman
S. Bagai
K. V. Krishnamurthy
U. K. Mukhopadhyay
Dinesh N. Vaswani
Shreevar Kheruka - Whole-time Director
V. Ramaswami - Whole-time Director

COMPANY SECRETARY

Swati Sahukara

REGISTERED OFFICE

Khanna Construction House, 44, Dr. R. G. Thadani Marg,
Worli, Mumbai - 400 018.
☎ : 6740 6300

ZONAL SALES OFFICES

- 403/404, Kaliandas Udyog Bhavan Premises,
Near Century Bazar, Worli, Mumbai - 400 025.
- Dabriwala House, 10-C, Middleton Row,
Kolkata - 700 071.
- 1st Floor, New No. 20, Old No. 9, Brahadammal Road,
Nungambakkam, Chennai – 600 034.
- 19/90, Connaught Circus, Madras Hotel Block, New Delhi - 110 001.

AUDITORS

Chaturvedi & Shah
Chartered Accountants

REGISTRAR & TRANSFER AGENTS

Universal Capital Securities Pvt. Ltd.
(Formerly knowns as Mondkar Computers Pvt. Ltd.)
Unit: Borosil Glass Works Ltd.
21, Shakil Niwas, Mahakali Caves Road,
Andheri (East), Mumbai - 400 093.
☎ : 2820 7203 / 2820 7204 / 2820 7205

BOROSIL

NOTICE

NOTICE is hereby given that the Forty-Ninth Annual General Meeting of the Members of Borosil Glass Works Limited will be held at Sasmira Auditorium, 3rd floor, Sasmira Marg, Dr. Annie Besant Road, Worli, Mumbai - 400 030 on Thursday, 09th August, 2012 at 03.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the audited Balance Sheet as at 31st March, 2012 and the Profit and Loss Account for the year ended on that date and the Directors' and Auditors' Report thereon.
2. To declare dividend on the Equity Shares for the year ended 31st March, 2012.
3. To appoint a Director in place of Mr. V. Ramaswami, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. P. K. Kheruka, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Mr. K. V. Krishnamurthy, who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint M/s. Chaturvedi & Shah, Chartered Accountants, as Auditors to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

7. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 311 and 314 (1B) read with Schedule XIII and any other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as the "Act" which includes any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to the appointment of Mr. Shreevar Kheruka (relative of Mr. B. L. Kheruka, Executive Chairman and Mr. P. K. Kheruka, Vice-Chairman of the Company) as Managing Director & Chief Executive Officer (CEO) of the Company, not liable to retire by rotation, for a period of five years with effect from 16th August, 2012, on the terms and conditions including remuneration as set out in Item No. 7 of the Explanatory Statement, with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the 'Remuneration Committee' constituted by the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration subject to the same not exceeding the limits specified in Schedule XIII to the Act.

RESOLVED FURTHER THAT in case of loss or inadequacy of profits in any financial year during his tenure as Managing Director & CEO, Mr. Shreevar Kheruka shall be paid the remuneration as set out in the Explanatory Statement as the minimum remuneration subject to limits laid down in Schedule XIII of the Companies Act, 1956, or as may be approved by the Central Government.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all steps as may be necessary, proper and expedient to give effect to this Resolution."

8. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 314 (1) and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as the "Act" which includes any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to necessary approval(s), if any required and consequent upon termination of earlier appointment of Mrs. Priyanka Kheruka as Marketing Consultant, consent of the Company be and is hereby accorded to the appointment of Mrs. Priyanka Kheruka (a relative of Mr. B. L. Kheruka, Executive Chairman, Mr. P. K. Kheruka, Vice-Chairman and Mr. Shreevar Kheruka, Whole-time Director & CEO) as Marketing & Advertising Consultant on a total remuneration/fees of ₹ 2,00,000 per month and reimbursement of telephone expenses not exceeding ₹ 10,000/- per month plus service tax thereon, with such other terms and conditions as mentioned in the draft appointment letter, a copy whereof is placed before this meeting, for a period of 3 years, with effect from 01st June, 2012, with liberty to the Board of Directors to alter and vary the terms and conditions as mutually agreed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."

9. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 310, 314 (1B) and other applicable provisions of the Companies Act, 1956, the terms and conditions of appointment of Mr. B. L. Kheruka as Executive Chairman as set out in the Explanatory Statement related to special resolution (Resolution No.1), passed by the members by way of postal ballot on 10th December, 2010, pursuant to the provisions of sections 198, 269, 309 and 314 (1B) of the Companies Act, 1956, be and is hereby amended or altered in the following manner:

"the words/figures, stated in Item No. 1-I (b) of Explanatory Statement, "3.75%" be deleted and replaced with the figure "5%".

while all other terms and conditions of said appointment shall remain unchanged."

10. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and 311 read with Schedule XIII and any other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as the "Act" which includes any statutory modification(s) or re-enactment thereof, for the time being in force), consent of the Company be and is hereby accorded to the re-appointment of Mr. V. Ramaswami, as Whole-time Director of the Company, for a period of 3 (three years) with effect from 1st September, 2012, on the terms and conditions including remuneration as set out in Item No. 10 of the Explanatory Statement, with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the 'Remuneration Committee' constituted by the Board) to alter and vary the terms and conditions of the said appointment and/or remuneration subject to the same not exceeding the limits specified in Schedule XIII to the Act.

RESOLVED FURTHER THAT in case of loss or inadequacy of profits in any financial year during his tenure as Whole-time Director, Mr. V. Ramaswami shall be paid the remuneration as set out in the Explanatory Statement as the minimum remuneration subject to limits laid down in Schedule XIII of the Companies Act, 1956, or as may be approved by the Central Government.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all steps as may be necessary, proper and expedient to give effect to this Resolution."

11. To consider and, if thought fit, to pass, with or without modification(s), the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 149 (2A) and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded for the commencement and undertaking by the Company of the following new businesses as contained in Sub-Clauses 1(b), 4, 5, 8, 16, 32, 38 and other applicable Clauses of paragraph III of the Memorandum of Association of the Company, subject to the requisite approval, if any, of the Reserve Bank of India and any other Authorities, if required, namely:

- (a) To do business as manufacturers and importers of, and wholesale dealers in, and retailers or dealers of, any material and product which can or may be used as a substitute for glass.
- (b) To do business as manufacturers of heavy and pharmaceutical chemicals tinctures, injections and of such medical appliances needed generally by hospital, the medical profession or by the general public.
- (c) To buy, sell, manufacture, repair, alter, improve, exchange, let out on hire, import, export and deal in machinery, tools, utensils, appliances, apparatus, products, materials, substances, articles and things capable of being used in any business, which this Company is competent to carry on.
- (d) To carry on business as dealers in and manufacturers of merchandise, goods, materials apparatus, machinery, and instruments, of all kinds, spare parts accessories and equipments.
- (e) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business which the Company is authorised to carry on, or possessed of property suitable for the purposes of this Company.

BOROSIL

(f) To amalgamate or partially amalgamate with or acquire an interest in the business of any other company, person or firm whether in India or outside India carrying on a business included in the objects of the company.

(g) To invest and deal with the moneys of the Company in such manner as may from time to time be determined.

RESOLVED FURTHER THAT the Company hereby ratifies, confirms, approves and adopts any actions, contracts and dealings made or entered into by the Board of Directors from time to time in that behalf.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take such steps as may be necessary, desirable or proper to give effect to the above resolution, including entering into of contracts, agreements, arrangements and the like with any person, firm, company or body corporate."

By Order of the Board

Place: Mumbai

Date: 24th May, 2012

Swati Sahukara

Company Secretary

Registered Office:

Khanna Construction House,

44, Dr. R.G. Thadani Marg,

Worli, Mumbai-400 018.

NOTES

- (1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be deposited with the Company at least 48 hours before the Meeting.
- (2) Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Item Nos.7 to 11 as set out above and the relevant details in respect of Item Nos. 3 to 5 and 7 set out above pursuant to Clause 49 of the Listing Agreement are annexed hereto and form part of this Notice.
- (3) The Register of Members and Share Transfer Books of the Company will remain closed from 04th August, 2012 to 09th August, 2012 (both days inclusive).
- (4) The Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting, will be paid on or after 28th August, 2012:
 - (i) to those members whose names appear in the Register of Members after giving effect to all valid share transfers in physical form lodged with the Company/Registrar on or before 03rd August, 2012.
 - (ii) in respect of shares held in electronic form, to those 'deemed members' whose names appear on the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), at the end of business hours on 03rd August, 2012.
- (5) The Members are requested to notify immediately the change of address, if any, to the Company's Registrar and Transfer Agents viz. Universal Securities Pvt. Ltd., Unit: Borosil Glass Works Ltd., 21, Shakil Niwas, Mahakali Caves Road, Andheri (East), Mumbai - 400 093.
- (6) The Ministry of Corporate Affairs ("MCA") has taken a 'Green Initiative in Corporate Governance', allowing paperless compliances by Companies and has issued a circular to this effect on 21st April, 2011 stating that the service of documents/notices by a Company can be made through electronic mode.

With a view to participate in this initiative, we request you to provide your e-mail address if you wish to receive future communications in the form of documents/notices etc. through electronic mode. You may please send us your e-mail address stating clearly your name, folio no. if you are holding shares in physical form or DP Id & Client Id if you are holding shares in dematerialised form to:

"investor.relations@borosil.com"

However, please note that, as a member of the Company, you will be entitled to receive, free of cost, a printed copy of the Annual Report/other documents of the Company, upon receipt of a requisition from you, at any time.

- (7) **Pursuant to Section 205A of the Companies Act, 1956, dividend remaining unpaid/unclaimed for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund set up under Section 205C of the said Act and no claim in respect thereof shall be paid thereafter. Shareholders who have not yet encashed any dividend amount are requested to do so at the earliest.**

(8) Members are requested to bring their copy of Annual Report to the Meeting as the same will not be distributed at the meeting.

The details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting (pursuant to Clause 49 of the Listing Agreement) are furnished below:

Name of the Director	Mr. V. Ramaswami	Mr. P. K. Kheruka	Mr. K. V. Krishnamurthy	Mr. Shreevar Kheruka
Date of Birth	1 st April, 1958	23 rd July, 1951	8 th May, 1943	4 th January, 1982
Qualification	B.Sc., B.Tech., DBAFM	B.Com.	B. Com, F.C.A., FIIB.	B. Sc in Economics and B. A. in International Relations from University of Pennsylvania, U.S.A
Date of Appointment	17 th August, 2005	24 th November, 1988	29 th September, 2006	24 th August, 2009
Expertise in Specific Functional Area	Over 31 years experience in various industries.	Over 40 years experience, particularly in the glass industry.	Over 37 years experience in domestic and international banking and finance related matters. Had been the Chairman & Managing Director of Syndicate Bank and Bank of India.	More than 7 years Corporate experience including position of Vice-President and Whole-time Director in our Company. He was also briefly associated with a US based multinational group.
List of other Indian Public Limited Companies in which Directorship held	NIL	<ol style="list-style-type: none"> 1. Gujarat Borosil Ltd. 2. Gujarat Fusion Glass Ltd. 3. General Magnets Ltd. 4. Window Glass Ltd. 5. Borosil International Ltd. 6. Borosil Glass Ltd. 	<ol style="list-style-type: none"> 1. Centrum Direct Ltd. 2. Essel Propack Ltd. 3. Essar Steels Ltd. 4. Thirumalai Chemicals Ltd. 5. Centrum Capital Ltd. 6. Essar Oil Ltd. 7. Essar Shipping Ltd. 8. Essar Ports Ltd. 	<ol style="list-style-type: none"> 1. Borosil International Ltd. 2. Borosil Glass Ltd.
Chairman / Member of the Board	NIL	Gujarat Borosil Ltd. - Share Transfer & Investor Grievance Committee:	Essel Propack Limited Audit Committee: Member	NIL
Committees of other Public Limited Companies		Chairman Audit Committee: Member	Remuneration Committee: Chairman Essar Steels Limited Audit Committee: Member Thirumalai Chemicals Limited Audit Committee: Member Centrum Capital Limited Audit Committee: Chairman Remuneration Committee: Chairman Transfer cum Allotment Committee: Chairman Centrum Direct Limited Audit Committee: Chairman	

Essar Oil Limited
Audit Committee: Member
Essar Shipping Limited
Audit Committee: Member

No. of shares held by them	NIL	76415	NIL	50100
-------------------------------	-----	-------	-----	-------

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 7

Mr. Shreevar Kheruka, aged 30 years, was appointed as Whole-time Director of the Company, in December, 2010. At that time, Mr. P. K. Kheruka was Managing Director of the Company who subsequently relinquished the said position w.e.f. 31st July, 2011 and the Board of Directors of the Company decided, subject to necessary approvals, to promote Mr. Shreevar Kheruka, who has acquired rich corporate experience as Whole-time Director of the Company, as Managing Director & CEO, for a period of five years with effect from 16th August, 2012. Mr. Shreevar Kheruka shall be non-retiring. In view of the above appointment, his term as Whole-time Director shall stand terminated w.e.f. 15th August, 2012.

The appointment of Mr. Shreevar Kheruka is subject to provisions of Sections 198, 269, 309, 311, 314 (1B) read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as "Act").

The terms and conditions of Mr. Shreevar Kheruka's appointment and remuneration payable to him, as approved by the Remuneration Committee are as follows:

I. Remuneration

- a) **Salary** : ₹ 2,00,000/- p.m.
- b) **Commission** : Such percentage of the net profits of the Company or such amount as may be decided by the Board of Directors (which includes any Committee thereof) for each financial year or part thereof within overall ceiling of 5% of the net profits of the Company, as also within the limit of 10% of the net profits of the Company for all managerial personnel.
- c) **Perquisites** :
- i) **Medical Expenses**
Domiciliary Treatment - At actuals subject to a ceiling of ₹ 15,000/- p.a. for Mr. Shreevar Kheruka and his family.
Hospitalisation - Mr. Shreevar Kheruka and his dependents will be covered by the Company's medical insurance scheme.
 - ii) **Club Fees**
Reimbursement of membership fee for up to 3 clubs in India including admission and life membership fee.
 - iii) **Personal Accident Insurance**
Personal Accident Insurance Policy of such amount, the premium of which shall not exceed ₹ 10,000/- p.a.
 - iv) Mr. Shreevar Kheruka will be provided with a Company maintained car with Driver.
 - v) Phone rental and call charges will be paid by the Company at actuals for telephone at the residence/mobile phone. Charges for personal STD/Trunk Calls would be borne by Mr. Shreevar Kheruka.

vi) Company's contribution to Provident Fund, Gratuity and encashment of leave, payable as per rules of the Company. These shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

vii) Leave

Leave with full pay or encashment thereof as per the Rules of the Company.

viii) Mr. Shreevar Kheruka will further be entitled to reimbursement of actual entertainment and traveling expenses incurred by him for business purposes.

II. In case of inadequacy or absence of profits in any financial year during the tenure of Mr. Shreevar Kheruka as a Managing Director & CEO, the remuneration payable to him in that financial year shall be calculated in a manner so that it does not exceed the limits laid down in Section II of Part II of Schedule XIII to the Companies Act, 1956 or as may be approved by the Central Government.

III. Other terms and conditions:

(i) Mr. Shreevar Kheruka, as long as he functions as Managing Director & CEO shall not become interested or otherwise concerned directly or through his wife in any selling agency of the Company without prior approval of the Central Government.

(ii) This arrangement may be terminated by either party by giving three months' notice in writing.

Your Directors recommend passing of the Resolution at Item No. 7 of the Notice.

Except Mr. B. L. Kheruka, who is grandfather, Mr. P.K. Kheruka, who is father of Mr. Shreevar Kheruka and Mr. Shreevar Kheruka himself, no other Director is concerned or interested in the aforesaid resolution.

Abstract of Terms and Conditions of Appointment and Memorandum of Interest under Section 302

The contents of Item No. 7 of the Explanatory Statement set out above shall be deemed to be an abstract of the terms and conditions of appointment of Mr. Shreevar Kheruka under Section 302 of the Companies Act, 1956 and the Memorandum of interest in that behalf.

Item No. 8

Mrs. Priyanka Kheruka was appointed as Marketing Consultant of the Company, pursuant to approval of the shareholders of the Company accorded in the Annual General Meeting held on 31st July, 2010, effective said date, which was then approved by the Central Government. The said arrangement has since been terminated with mutual consent with effect from 31st May, 2012. In the backdrop of the Company laying greater emphasis on sales promotion and advertising, the Board of Directors has decided to appoint her as a Marketing & Advertising Consultant w.e.f. 01st June, 2012 on the following terms and conditions:

- Remuneration/fees of ₹ 2,00,000 per month.
- Reimbursement of telephone (including mobile) expenses not exceeding ₹ 10,000/- per month.
plus service tax thereon.
- Mrs. Priyanka Kheruka will further be entitled to reimbursement of actual entertainment and travelling expenses incurred by her for business purposes.
- The assignment may be terminated by either party by giving one month's notice in writing.

This appointment is subject to approval of shareholders by way of a special resolution under Sub-Section (1) of Section 314 of the Companies Act, 1956, as set out at Item No. 8 of the accompanying Notice. The Board recommends the resolution for your approval.

Mr. B. L. Kheruka, Mr. P.K. Kheruka and Mr. Shreevar Kheruka, being relatives of Mrs. Priyanka Kheruka, may be deemed to be interested. No other Director is concerned or interested in the aforesaid resolution.

A copy of appointment letter of Mrs. Priyanka Kheruka, will be open for inspection by members at the Registered Office of the Company between 10.00 a.m. and 12.00 noon on any working day of the Company upto and including the date of Annual General Meeting.

BOROSIL

Item No. 9

The members vide Special Resolution passed by way of postal ballot on 10th December, 2010, had approved, inter-alia, remuneration payable to Mr. B. L. Kheruka as Executive Chairman for a period of three years with effect from 16th December, 2010, in terms of Sections 198, 269, 309, 314 (1B) and Schedule XIII of the Companies Act, 1956, wherein commission was fixed within overall ceiling of 3.75% of the net profit of the Company, as may be decided by the Board of Directors of the Company, for each financial year or part thereof.

The Special Resolution at Item No. 9 of the accompanying Notice is intended to ensure that while the remuneration payable to Mr. B. L. Kheruka remains within the limit prescribed under the Companies Act, 1956, the ceiling of 3.75% is replaced with 5%.

The Board recommends passing of Resolution at Item No. 9 as a Special Resolution.

Except Mr. B. L. Kheruka himself and Mr. P. K. Kheruka and Mr. Shreevar Kheruka, being a relative of Mr. B. L. Kheruka, may be deemed to be interested. No other Director is concerned or interested in the resolution.

Abstract of Terms and Conditions of Appointment and Memorandum of Interest under Section 302

The contents of Item No. 9 of the Explanatory Statement set out above shall be deemed to be an abstract of the variation in terms and conditions of appointment of Mr. B. L. Kheruka as an Executive Chairman under Section 302 of the Companies Act, 1956 and the Memorandum of interest in that behalf.

Item No. 10

The Board of Directors had re-appointed Mr. V. Ramaswami as Whole-time Director for a period of 3 years with effect from 1st September, 2009, on the terms and conditions as set out in the Agreement between the Company and Mr. V. Ramaswami, (hereinafter referred to as "Mr. Ramaswami") for a period of 3 years. The Board of Directors has at its meeting held on 24th May, 2012 decided to re-appoint Mr. Ramaswami for a further period of 3 years on the terms and conditions set out in this Explanatory Statement.

The re-appointment of Mr. Ramaswami is subject to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956 (the Act) read with Schedule XIII of the Act.

The broad particulars of remuneration payable to and the terms of re-appointment of Mr. V. Ramaswami are as under:

I. REMUNERATION

- a) **Salary** : ₹ 2,20,000 p.m. in the scale of ₹ 2,00,000/- p.m. to ₹ 3,50,000/-p.m. with such increments as may be decided by the Board of Directors (which includes any Committee thereof) from time to time.
- b) **Commission** : Such percentage of the net profits of the Company or such amount as may be decided by the Board of Directors (which includes any Committee thereof) for each financial year or part thereof within overall ceiling of 2% of the net profits of the Company, as also within the limit of 10% of the net profits of the Company for all managerial personnel.
- c) **Perquisites** :
- i) House Rent Allowance: ₹ 40,000/- p.m.
 - ii) Reimbursement of Electricity expenses : at actuals subject to limit of ₹ 60,000/- p.a.
 - iii) Medical Expenses
 - Domiciliary Treatment : at actuals subject to a ceiling of ₹ 15,000/-p.a. for Mr. Ramaswami and his family.
 - Hospitalisation : Mr. Ramaswami and his dependents will be covered by the Company's medical insurance scheme.
 - iv) Club Fees : Actual subject to ceiling of ₹ 12,000/- p.a.
 - v) Personal Accident Insurance : Personal Accident Insurance Policy of such amount, the premium of which shall not exceed ₹ 10,000/- p.a.

- vi) Leave Travel Assistance : For Mr. Ramaswami and his family, once in a year, incurred in accordance with the rules of the Company.
- vii) Mr. Ramaswami will be provided with a Company maintained car with Driver or will be reimbursed expenses thereof.
- viii) Phone rental and call charges will be paid by the Company at actuals for telephone at the residence/mobile phone. Charges for personal STD/Trunk Calls would be borne by Mr. Ramaswami.
- ix) Company's contribution to Provident Fund, Gratuity and encashment of leave, as per rules of the Company. These shall not be included in the computation of limits for the remuneration or perquisites aforesaid.
- x) Leave
Leave with full pay or encashment thereof as per the Rules of the Company.
- xi) Mr. Ramaswami will further be entitled to reimbursement of actual entertainment and traveling expenses incurred by him for business purposes.
- II. In case of inadequacy or absence of profits in any financial year(s) during the tenure of Mr. Ramaswami as a Whole-time Director, the remuneration payable to him in that financial year shall be calculated in a manner so that it does not exceed the limits laid down in Section II of Part II of Schedule XIII to the Companies Act, 1956 or as may be approved by the Central Government.
- III. **OTHER TERMS AND CONDITIONS:**
- a. This arrangement may be terminated by either party by giving three months' notice in writing.
- b. Mr. Ramaswami, as long as he functions as Whole-time Director shall not become interested or otherwise concerned directly or through his wife or minor children in any selling agency of the Company without prior approval of the Central Government.

Abstract of Terms and Conditions of Appointment and Memorandum of Interest under Section 302

The contents of Item No. 10 of the Explanatory Statement set out above shall be deemed to be an abstract of the terms and conditions of re-appointment of Mr. Ramaswami under Section 302 of the Companies Act, 1956 and the Memorandum of interest in that behalf.

Item No. 11:

The Company has been scouting for acquiring businesses both in India and abroad to expand organically or inorganically its range of products in keeping with its long term strategy of diversification. In order to seize any such opportunities and to take timely decision, it would be desirable to authorise the Company to acquire such businesses or interest in the entity carrying out such businesses as also to commence and undertake such businesses, whether in India or abroad, which your Board of Directors may deem fit in the interest of the Company and to invest the moneys of the Company for the said purposes.

The commencement and acquisition of such businesses may not be germane to the Company's existing business. Hence, it is proposed to seek enabling approval from the shareholders by way of a Special Resolution as contained in Item No.11 of the accompanying Notice.

Your Directors recommend the passing of the said Special Resolution.

None of the Directors of the Company is concerned or interested in the Resolution.

By Order of the Board

Place: Mumbai
Date: 24th May, 2012

Swati Sahukara
Company Secretary

Registered Office:
Khanna Construction House,
44, Dr. R.G. Thadani Marg,
Worli, Mumbai-400 018.

FIVE YEAR FINANCIAL HIGHLIGHTS

	2011-2012	2010-2011	2009-2010	2008-2009	2007-2008
Revenue From Operations	12,602.35	11,913.84	8,788.83	6,698.77	7,161.55
Profit/(Loss) Before Extra ordinary Item & Tax	4,042.77	1,465.11	(735.90)	(437.28)	86.02
Profit/(Loss) Before Extra ordinary Item & Tax as % on Revenue from operations	32.08	12.30	(8.37)	(6.53)	1.20
Extra Ordinary Item((Income)/Expenditure)	-	(78,422.28)	1,869.98	500.00	-
Profit/(Loss) Before Tax	4,042.77	79,887.39	(2,605.88)	(937.28)	86.02
Tax expenses	789.97	15,107.04	(126.74)	3.56	32.43
Profit/(Loss) After Tax	3,252.80	64,780.35	(2,479.14)	(940.84)	53.59
Dividend	150.00	400.00	-	-	-
Net Earnings per Share	85.58	1,634.24	(62.54)	(24.37)	1.49
Shareholders' Funds	62,365.73	66,692.88	3,759.13	6,238.27	6,196.27
Book Value per Share	1,989.11	1,682.49	94.83	157.38	171.71
Return on Investment	5.25	97.51	(21.99)	(6.24)	3.84

DIRECTORS' REPORT

To
The Members of
BOROSIL GLASS WORKS LIMITED

Your Directors present their Forty Ninth Annual Report and the Audited Accounts for the year ended 31st March, 2012.

FINANCIAL RESULTS

	Year ended 31.03.2012	Year ended 31.03.2011
		(₹ in lacs)
Revenue from Operations	12,602	11,914
Other Income	4,200	3,127
Profit for the year before Finance Cost, Depreciation and Extra Ordinary Items	4,136	1,797
Less: Finance Cost	18	250
Less: Depreciation & Amortisation Expenses	75	82
Less: Extra Ordinary Items (Net)	-	78,422
Profit for the year before tax	4,043	79,887
Less: Provision for Income Tax	761	15,954
Less: Deferred Tax / (Credit)	186	(386)
Less: MAT Credit entitlement	(133)	(462)
Less: Income Tax of earlier years	(24)	1
Profit for the year	3,253	64,780
Add: Amount Transferred from Revaluation Reserve	-	2,393
Add: Balance as per last year	58,060	(767)
Amount available for Appropriation	61,313	66,406
<u>Appropriations</u>		
Transferred to General Reserve	330	6,500
Interim Dividend on Equity Shares	-	991
Tax on above Dividend	-	165
Final Dividend on Equity Shares	468	594
Tax on above Dividend	76	96
Balance carried to Balance Sheet	60,439	58,060

BUY-BACK OF EQUITY SHARES

In terms of Special Resolution passed by the shareholders by postal ballot on 11th November, 2011, the Company started buy back of its equity shares with effect from 19th December, 2011 at a maximum price of ₹ 850/- per share and till 31st March, 2012, 8,28,577 equity shares were bought back and duly extinguished, thereby the issued and paid-up share capital of the Company comprised of 31,35,351 equity shares as on the said date. The said buy back continues.

DIVIDEND

The Board of Directors recommends a dividend of ₹ 15/- per equity share for the year ended 31st March, 2012.

PERFORMANCE

Your Company has generated a business profit of ₹ 43.81 crores from ordinary activities (before tax and exceptional items), during the year under review as compared to ₹ 17.13 crores in the previous year.

BOROSIL

During the course of the year, the Company has further consolidated its leadership position in both the laboratory glassware as well as the microwavable glassware segments. This has been owing to enhanced focus on key customer coverage, new product introductions as well as distribution enhancements. Moreover, the Company has invested approximately ₹ 4.00 Crores on an advertising campaign in order to increase awareness of its product across the country.

All the above activities have led to an enhancement of sales made by the Company of the higher margin products by about 20% from ₹ 100 crores to ₹ 120 crores. However, sales of low margin items have continued to be strategically discontinued resulting in a reduction of their sale from ₹ 19 crores to ₹ 6 crores.

The Company is on the lookout for avenues of organic as well as inorganic expansion both in India and Abroad. A number of prospects have been identified and further progress on these initiatives is likely to materialize in the near future.

The Company has invested its investible funds of around ₹ 467 crores as on 31st March, 2012 in a mixture of Debt markets, Equity/Equity Linked Instruments, Bonds/Debentures, Convertible Preference Shares, Real Estate Funds, Opportunity based Funds and Commodity Funds as well as in Mutual Funds. This includes ₹ 90 crores invested by subscribing in 90,00,000-9 % Cumulative Non-Convertible Redeemable Preference Shares of Gujarat Borosil Limited on private placement basis, as a Promoter Company. Further, during the year under reference, the Company spent nearly ₹ 43 crores for its new corporate office and ₹ 70.53 crores for buy-back of its equity shares.

Scientific & Industrial Products Division (SIP)

The SIP division has seen a growth of 15% over the last financial year. During the year, market reports suggest that sales made by our main competitors de-grown or stayed flat.

The Company had employed a strategy consulting firm to examine areas for prospective growth in the laboratory consumables industry. This study has been finalized and the Company is taking steps to ensure the implementation of the same strategy. These steps should yield positive results in the future for this division depending on improvement in the economic climate of the country and allocation of fund(s) by the Government for scientific and industrial research.

Consumer Products Division

The consumer products division has seen a growth of 26% over the last financial year. Owing to the large presence of unorganized players in the segment, the Company has been unable to determine an accurate growth rate for this industry. However, when compared to the growth rates of organized peers, the Company has shown a favorable performance.

The Company has taken various steps to enhance its leadership position in the microwavable glassware segment. These steps include:

- enhancement of product portfolio
- enhancement of distribution network in south and east India
- increased consumer awareness campaign through a marketing budget of roughly ₹ 4 Crores.

The outlook for the consumer products division is somewhat muted as compared to last year due to a reduction in consumer spending across all segments owing to macro-economic reasons and inflationary pressure.

Export Division

Exports during the year were higher at ₹ 4.63 crores as compared to ₹ 3.16 crores in the previous year. This represents an increase of 47%.

The Company feels that further substantial improvement can be made in exports. The Company is already in touch with a number of potential large customers for its products and expects to do well in this division for the current year.

Other Actions

Your Company explored the possibility of acquiring some companies in the last financial year in Europe as well as in India. These could not materialize owing to a large difference in valuation offered and demanded. However, the Company is continuing its endeavor of looking out for other such prospects in India and overseas and some proposal(s) may materialize during the current year.

The Company is constructing a modern warehouse at Village: Dumala Boridra in Bharuch District of Gujarat for its own use as well as for leasing out a portion to others.

Investments

The Company started investing in various debt, equity and real estate instruments as per the Investment policy mandate shared with the Board. Over the past few months, the stock market in India has witnessed a lot of fluctuations. This has resulted in the Company incurring some losses but these have been lower than the corresponding stock market indices. While the stock market is currently passing through a difficult phase, the investments in debt related instruments are likely to yield steady return.

FIXED DEPOSITS

The Company has stopped accepting fresh fixed deposits since July, 2006. The total amount of unclaimed deposits as on 31st March, 2012 was ₹ 9.57 lacs and no further claim has been received since then till date.

DIRECTORS

Mr. Shreevar Kheruka is proposed to be appointed as a Managing Director of the Company for a period of 5 years w.e.f. 16th August, 2012, for which necessary approval is being sought from the Shareholders at the ensuing Annual General Meeting.

Mr. V. Ramaswami's term as Whole-time Director is expiring on 31st August, 2012 and the same is being renewed for a further period of 3 years w.e.f. 01st September, 2012.

Mr. V. Ramaswami, Mr. P. K. Kheruka and Mr. K.V. Krishnamurthy, retire by rotation and, being eligible, offer themselves for re-appointment.

Brief details of the Directors being appointed / re-appointed have been incorporated in the Notice for the forthcoming Annual General Meeting.

AUDITORS

M/s. Chaturvedi & Shah, Chartered Accountants, will retire as Auditors of the Company at the conclusion of the ensuing Annual General Meeting and being eligible have expressed their willingness for re-appointment.

COST RECORDS AND AUDIT

The Central Government, vide Notification No. G.S.R. 429(E) dated 03rd June, 2011 made maintenance of Cost Accounting Records applicable to all companies engaged in activities mentioned therein. Your Company prima facie came under the ambit of the same. Later on, vide Order F.No.52/26/CAB-2010 dated 30th June, 2011, the Central Government made Cost Audit applicable; inter alia, to the glass industry. However, subsequently, the Central Government vide Circular No. 67/2011 dated 30th November, 2011 issued a clarification to the effect that the Companies (Cost Accounting Records) Rules, 2011 shall not apply to Wholesale or retail trading activities and ancillary products which constitute less than 2% of the total turnover of the Company or ₹ 20 crores, whichever is lower, provided required details of the same are maintained and disclosed. Since the Company is engaged in trading activities as also in business of some ancillary products having turnover less than the limit prescribed above, the said Rules regarding maintenance of cost records do not apply to the Company and as a consequence, Cost Audit is also not applicable to the Company.

DIRECTORS' RESPONSIBILITY STATEMENT

Subject to disclosures in the Annual accounts and also on the basis of the discussion with the Statutory Auditors of the Company from time to time, the Board of Directors state as under:

- i) that in the preparation of the annual accounts, the applicable accounting standards have been followed and there were no material departures.
- ii) that we have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit of the Company for that period.
- iii) that we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) that we have prepared the annual accounts on a going concern basis.

BOROSIL

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. Industry Structure and Developments

The Company has traditionally engaged in the business of low expansion borosilicate glassware including a wide variety of scientific, industrial, lighting, pharmaceutical and consumerware glass items, sourced both from international and domestic markets.

The entire Pharmaceutical industry, Research and Development, Education and Health segments of the market are major users of Scientific and Industrial Products, whereas consumerware items cater to the need of the household sector.

B. Opportunities and Threats

- Opportunities

- * With its strong distribution channel and brand, the Company has an opportunity to grow beyond glassware in both the SIP and consumer products division. The Company is seriously looking for some opportunities in the new areas such as plastics, filtration products and chemicals.
- * In spite of lower consumer spending, the Company still hopes to enhance its presence in the sales of microwavable products.
- * With adequate reserves at its disposal, the Company has an opportunity to expand by inorganic expansion in the areas deemed fit.

- Threats

- * Availability of significant quantities of spurious goods bearing Company's brand name.
- * Usage of plastics and instruments in laboratories as substitute for glassware.
- * The Equity markets in the country are extremely volatile; in spite of seeking expert advice from experienced wealth managers, it is very difficult to predict the performance of the share market. This can impact overall value of the Company's investment portfolio and resultantly impact the profit of the Company.

C. Segment wise or Product wise Performance

Scientific and Industrial Products Division

As reported above, the SIP division has seen a growth of 15% over the last financial year, which is much better compared to our peers.

Consumerware Division

As reported above, the consumer products division has seen a growth of 26% over the last financial year and compared to the growth rates of organized peers, the Company has shown a favorable performance.

Investments

The Company made a net profit of ₹ 36.23 crores (pre-tax & net of expenses) from its various investments during the year ended 31st March, 2012, as compared to net profit of ₹ 8.68 crores for the period October, 2010 to March, 2011.

D. Outlook

Scientific and Industrial Products

The outlook for this division looks somewhat muted considering:

- Delay in investment decisions by many of the Company's customers owing to various reasons including slow decision making / uncertainty on various governmental reforms;
- Reduction of inventories by many of the Company's largest customers in order to preserve cash flows; and
- Increased cost pressure from various inflationary trends across the country.

Consumerware Products

The outlook for the consumer products division is neutral in view of:

- Reduced discretionary spending from customers owing to high inflation; and
- Severe depreciation of the Rupee leading to higher costs for the Company's imports

New product introductions might serve to counteract the above two negatives to some degree.

In view of volatile international economic scenario and lack of clarity in the future economic reforms in the country, the outlook is bit uncertain in the short run as there is a reduction in consumer spending across all segments. This trend can be clearly noticed by increased discounting being offered by all major retailers over the last few months. However, the management is alive to this situation and continues to monitor it closely.

Investments

While the investment in debt based instruments are likely to yield steady returns, the return from equity component is very much uncertain in view of existing stock market scenario. The Company will take suitable steps after carefully examining the future trend and advice from experts.

E. Risks and Concerns

- (a) Rupee depreciation and other inflationary pressures leading to dramatic increase in cost base
- (b) Uncertainties in Government policies and delay in further economic reforms
- (c) Increased usage of other scientific products e.g. plastics and instruments.
- (d) Competition from organised sector in trading of scientific and microwave glassware.
- (e) Spurious activities.
- (f) Competition from imported goods mostly from the grey market.

Investments:

In view of high volatility in the stock market(s), there is uncertainty of return on the equity component of the Company's investments.

F. Internal Control Systems and their Adequacy

The Company has adequate Internal Control System commensurate with its size and nature of business. Internal Audit is periodically conducted by an external firm of Chartered Accountants and Internal Audit reports are reviewed by the Audit Committee. The Company has appointed a Practising Chartered Accountant for close monitoring and adequate internal control of the Company's investments.

G. Material Development in Human Resources, Industrial Relations and number of people employed

In accordance with the need of organizational development and the changing needs of the employees, the Company has taken new initiatives through Human Resource department to make it congruous with the growth plan of the organization. In addition, the Company has been organising a number of training/ development programs for its employees of various categories to improve their efficiencies in the respective fields.

The Company had 178 office staff / managerial personnel employed as on 31st March, 2012 in various offices/locations.

The appeal filed by 10 ex-employees of the Marai Malai Nagar plant before High Court of Madras against order of the Industrial Court rejecting their reinstatement is still pending.

CORPORATE GOVERNANCE REPORT

A Report on Corporate Governance along with the Compliance Certificate from the Auditors is annexed hereto and forms part of this Report.

The Board of Directors of the Company has evolved and adopted a Code of Conduct and posted the same on the Company's website, 'www.borosil.com'. The Directors and senior Management personnel have affirmed their compliance with the Code for the year ended 31st March, 2012.

BOROSIL

EMPLOYEES' SAFETY

The Company is continuously endeavoring to ensure safe working conditions for all its employees.

PARTICULARS OF EMPLOYEES

Particulars of Employees as required under Section 217(2A) of the Companies Act, 1956 are annexed hereto and form part of this report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company is engaged in trading activity and it did not carry out any Research & Development activities nor introduced any new technology during the year. Hence, the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable with respect to those details.

Particulars with regard to foreign exchange earnings and outgo are furnished under note no. 36 to 39 of 'Notes to the financial statements'.

ACKNOWLEDGEMENT

Your Directors record their appreciation for the co-operation received from the Employees, Customers and last but not the least the shareholders for their unstinted support, during the year under review.

For and on behalf of the Board of Directors

Place: Mumbai
Date : 24th May, 2012

B. L. Kheruka
Chairman

ANNEXURE TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2012 AS PER SECTION 217(2A) OF THE COMPANIES ACT, 1956:

A. Name of the Employee(s) employed throughout the year ended 31st March, 2012 who were in receipt of remuneration of not less than ₹ 60,00,000/- per annum in terms of Section 217(2A)(a)(i):

Name, Age & Qualification	Designation / Nature of Duties	Remuneration (₹)	Date of Joining and experience	Particulars of last Employment
B. L. Kheruka Age: 81 years Qualification: B. Com.	Executive Chairman Overall guidance in respect of all activities of the Company	1,24,17,750	As Director: 24 th November, 1988 As Executive Chairman: 16 th December, 2010 Over 50 years in industry	Gujarat Borosil Limited – Chairman & Managing Director
Shreevar Kheruka Age: 30 years Qualification: Dual Degree in Economics & International Relations from University of Pennsylvania, USA	Whole-time Director Overall in-charge of glass trading business and part of investment team	82,24,656	As Director: 24 th August, 2009 As Whole-time Director: 16 th December, 2010 7 years in industry	Vyline Glass Works Limited – Whole-time Director

B. Name of the Employee(s) employed for part of the year ended on 31st March, 2012 who were in receipt of remuneration of not less than ₹ 5,00,000/- per month in terms of Section 217(2A)(a)(ii):

Name, Age & Qualification	Designation / Nature of Duties	Remuneration (₹)	Date of Joining and experience	Particulars of last Employment
P. K. Kheruka Age: 61 years Qualification: B. Com.	Vice Chairman & Managing Director General Management	54,16,163	As Director: 24 th November, 1988 Over 40 years in industry	Gujarat Fusion Glass Limited – Managing Director

NOTES:

1. Remuneration includes Salary, Commission, Medical Expenses, Club Fees, Contribution to Provident Fund and the monetary value of perquisites calculated as per the Income Tax Act, 1961 and the Rules made therein, as applicable.
2. Mr. B. L. Kheruka is father of Mr. P. K. Kheruka and grandfather of Mr. Shreevar Kheruka. In this way, they are related to each other.
3. Employment is on contractual basis, which can be terminated by either party by giving three months' notice in writing.

For and on behalf of the Board of Directors

Place: Mumbai
Date : 24th May, 2012

B. L. Kheruka
Chairman

Corporate Governance Report

Company's philosophy on Code of Governance

The Company has adopted and complied with the principles of Corporate Governance as enumerated in Clause 49 of the Listing Agreement as amended from time to time entered into by the Company with the Stock Exchange, which envisages enhancement of long term shareholder value while protecting interests of all other stakeholders. The Company lays emphasis on responsible accounting and transparency across all aspects of the business.

I. BOARD OF DIRECTORS

(A) Composition

The Company has an optimum combination of Executive and Non-Executive Directors. The Company has an Executive Chairman (who is also a Promoter) and half of the Directors on the Board are Independent Directors.

The Company has eight Directors comprising of an Executive Chairman, two Whole-time Directors and five Non-Executive Directors, including Vice Chairman.

(B) Non-Executive Directors' compensation and disclosures

The remuneration of Non-Executive Directors (NEDs) of the Company is decided by the Board of Directors of the Company in terms of the resolutions passed by the shareholders at the Annual General Meeting held on 29th July, 2005 and 12th August, 2011. In addition to sitting fee, NEDs are eligible for Commission as decided by the Board of Directors, subject to an overall limit of 1% of the Net Profits of the Company. Till date, the Company has not granted stock options to the Directors.

(C) Board and Committee Meetings, etc.

(i) Number of Board Meetings

The Board met five times during the financial year 2011-2012 on 27th May, 2011, 13th August, 2011, 23rd September, 2011, 11th November, 2011 and 4th February, 2012.

Directors' attendance record and Directorship held, etc.

Name	Category of Directors	No. of Board Meetings Attended	Whether attended last AGM held on 12 th August, 2011	No. of Directorships held in other Indian Public Limited Companies	No. of Committee* Positions held in other Indian Public Limited Companies	
					Chairman	Member
As prescribed in the explanation under Clause 49(1)(C) of the Listing Agreement						
Mr. B. L. Kheruka	Executive Chairman Promoter Executive	5	Yes	6	-	1
Mr. P. K. Kheruka	Vice Chairman Promoter Non-Executive	4	Yes	6	1	1
Mr. S. Bagai	Independent Non-Executive	5	Yes	-	-	-
Mr. K. V. Krishnamurthy	Independent Non-Executive	5	Yes	8	3	5
Mr. V. Ramaswami	Whole-time Director Executive	4	Yes	-	-	-
Mr. U. K. Mukhopadhyay	Independent Non-Executive	4	No	2	-	-
Mr. Shreevar Kheruka	Whole-time Director Promoter Executive	5	Yes	2	-	-
Mr. Dinesh N. Vaswani	Independent Non-Executive	4	Yes	-	-	-

- * For this purpose, only Audit Committee and Shareholders'/Investors' Grievance Committees have been considered.
- (ii) Mr. B. L. Kheruka is father of Mr. P. K. Kheruka and grandfather of Mr. Shreevar Kheruka. In this way, they are related to each other.
 - (iii) None of the Directors of the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees as per Clause 49 (I) (C) (ii) of the Listing Agreement across all the companies in which he is a Director. All the Directors have made requisite disclosures regarding committee positions occupied by them in other companies.
 - (iv) Compliance reports of laws applicable to the Company are periodically placed before the Board of Directors of the Company. There has been no instance of non-compliance.
 - (v) None of the Independent Directors has any material pecuniary relationship/transaction with the Company.

(D) Code of Conduct

All the Directors and Senior Management personnel have affirmed compliance with the Code of Conduct as approved and adopted by the Board of Directors. The said Code is posted on the website of the Company. A declaration to this effect signed by the CEO of the Company is given elsewhere in the Annual Report.

II. AUDIT COMMITTEE

(A) Composition, name of members and chairman

The Audit Committee of the Company comprised of three members as on 31st March, 2012, two of them being independent, the composition of which is furnished hereunder:

Mr. K. V. Krishnamurthy	-	Chairman
Mr. P. K. Kheruka	-	Member
Mr. S. Bagai	-	Member

All members of the Audit Committee are capable of understanding financial statements and one member possesses financial management expertise in accordance with Clause 49.

(B) Meetings and attendance during the year

The Committee met four times during the financial year 2011-2012 on 27th May, 2011, 13th August, 2011, 11th November, 2011 and 4th February, 2012.

All the Committee members, except Mr. P. K. Kheruka were present at all the meetings on the relevant dates. Mr. P. K. Kheruka attended three meetings.

The Chairman of the Audit Committee, Mr. K. V. Krishnamurthy was present at the Annual General Meeting of the Company held on 12th August, 2011.

Apart from the members of Audit Committee, generally, meetings are also attended by Chief Financial Officer and Company Secretary. Representatives of Internal Auditors and Statutory Auditors are invited to the meetings.

The Company Secretary acts as the Secretary to the Committee.

(C) Role and Terms of reference of Audit Committee:

1. To oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. To review the quarterly financial results of the Company before submission to the Board.
3. Recommending the appointment, re-appointment, replacement or removal of the Statutory Auditor, Internal Auditor and Cost Auditor and the fixation of audit fees/remuneration.
4. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
5. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
 - a) Look into matters pertaining to the Directors' Responsibility Statement with respect to compliance with Accounting Standards and accounting entries.
 - b) Major accounting entries and reviewing changes, if any, in accounting policies and practices.
 - c) Significant adjustments made in the financial statements arising out of audit findings.
 - d) Compliance with listing and other legal requirements relating to financial statements.

- e) Disclosure of any related party transactions.
- f) Qualifications in the draft audit report.
- 6. Review of the statement of uses / application of funds raised through an issue and to make sure the funds utilized are as per objects stated for the said Issue.
- 7. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal audit function and internal control systems.
- 8. Discussion with internal auditors any significant findings and follow up there on.
- 9. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- 10. Approval of appointment of CFO after assessing the qualifications, experience & background, etc. of the candidate.
- 11. To investigate and obtain Expert advice on any activity within its terms of reference.
- 12. To look into substantial defaults, if any.
- 13. Such other functions as may be decided by the Board of Directors from time to time.

It may be clarified that the power, role and review of the Audit Committee includes matters specified under Clause 49 of the Listing Agreement as amended from time to time entered into between the Company and Bombay Stock Exchange Limited on which the Company's shares are listed.

III. SUBSIDIARY COMPANIES

The Company does not have any subsidiary company.

IV. DISCLOSURES

(A) Basis of Related Party Transactions

The details of all transactions with related parties are placed before the Audit Committee periodically, with justification wherever required.

Details of related party transactions entered into, are given in Note 34 forming part of the Financial Statement. All details of transactions where directors may have a potential interest are provided to the Board. The interested directors neither participated in the discussion nor voted on any such matters.

(B) Disclosure of Accounting Treatment

In the preparation of financial statements, the Company has followed the Accounting Standards notified under Companies (Accounting Standard) Rules, 2006, to the extent applicable to the Company.

(C) Board Disclosures - Risk Management

The Company has laid down procedures to inform Board members about the risk assessment and minimisation procedures, which are subject to review by the Management and placed before the Board on an annual basis. An investment policy has been framed for review and control of the risks related to investments made by the Company. Investments are made within the framework set out in the Policy.

(D) Issue of shares

The Company has not made any issue of shares during the year under consideration.

(E) Remuneration of Directors

The Board of Directors has constituted a Remuneration Committee, comprising of independent directors, the composition of which is furnished hereunder:

Mr. S. Bagai

Mr. K. V. Krishnamurthy

Mr. Dinesh N. Vaswani (Appointed w.e.f. 15.04.2011)

The broad terms of reference of Remuneration Committee are to determine on behalf of Board and on behalf of shareholders with agreed terms of reference, the Company's policy on specific remuneration package(s) for executive director(s) including pension and any compensation payment.

No meeting of this Committee was held during the financial year 2011-2012.

(i) Details of sitting fees / commission paid to Non-Executive Directors

			(Amt. in ₹)
Name of the Directors	Sitting fee for Board / Committee Meetings	Commission payable	Total
Mr. S. Bagai	2,55,000	5,00,000	7,55,000
Mr. K. V. Krishnamurthy	1,80,000	5,00,000	6,80,000
Mr. U. K. Mukhopadhyay	1,55,000	5,00,000	6,55,000
Mr. Dinesh Vaswani	80,000	5,00,000	5,80,000
Mr. P. K. Kheruka (w.e.f. 01.08.2011)	100,000	3,25,000	4,25,000
(I) Total	7,70,000	23,25,000	30,95,000

(ii) Details of remuneration / commission paid to Executive Directors

			(Amt. in ₹)
Name of the Directors	Remuneration		
a) Mr. B. L. Kheruka, Executive Chairman			
Salary	24,00,000		
Perquisites	17,750		
Commission payable	1,00,00,000		
	(A) 1,24,17,750		
b) Mr. P. K. Kheruka, Vice Chairman & MD (MD upto 31.07.2011)			
Salary	8,00,000		
Perquisites	6,830		
Leave Encashment	10,13,333		
Contribution to P.F.	96,000		
Commission payable	35,00,000		
	(B) 54,16,163		
c) Mr. Shreevar Kheruka, Whole-time Director			
Salary	24,00,000		
Perquisites	36,656		
Contribution to P.F.	2,88,000		
Commission payable	55,00,000		
	(C) 82,24,656		
d) Mr. V. Ramaswami, Whole-time Director			
Salary (including HRA)	21,72,000		
Perquisites	2,12,906		
Leave Encashment	3,04,000		
Contribution to P.F.	2,30,400		
	(D) 29,19,306		
(II) Total (A + B + C + D)			2,89,77,875
GRAND TOTAL (I) + (II)			3,20,72,875

Notes:

(a) The Board has decided to pay Commission to all Non-Executive Directors who were on the Board during the year 2011-2012, in equal proportion, but on pro-rata basis.

Commission is payable to the Executive Chairman, Vice Chairman & Managing Director (for part of the year) and one of the Whole-time Directors as decided by the Board within the limits set out in their respective terms of appointment.

BOROSIL

- (b) The Company has not granted any stock option to the Executive Directors. However, Mr. B. L. Kheruka, Executive Chairman holds 76,415 Equity Shares, Mr. P. K. Kheruka, Vice Chairman holds 76,415 Equity Shares and Mr. Shreevar Kheruka, Whole-time Director holds 50,100 Equity Shares of the Company.
- (c) The term of office of the Executive Chairman and Whole-time Directors is for 3 years in each case and Notice period is 3 months from either side.

(iii) Number of shares and convertible instruments held by Non-Executive Directors

Mr. P. K. Kheruka, Non-Executive Vice Chairman holds 76,415 Equity Shares. None of the other Non-Executive Directors held any Shares or convertible instruments of the Company as on 31st March, 2012.

(F) Management

Management, Discussion and Analysis Report containing discussion on the matters specified under above head in Clause 49 IV (F) forms part of Annual Report.

(G) Shareholders

- (i) Relevant details of the Directors proposed to be appointed / re-appointed are furnished in the Notice convening the Annual General Meeting to be held on 09th August, 2012 being sent along with the Annual Report.
- (ii) Quarterly results, Shareholding Pattern and other reports as stipulated in Clause 54 of the Listing Agreement are regularly uploaded on the Company's website: 'www.borosil.com'.
- (iii) Share Transfer and Shareholders' / Investors' Grievance Committee**

The Board of Directors has constituted a Share Transfer and Shareholders' / Investors' Grievance Committee, the composition of which is furnished hereunder:

Mr. U. K. Mukhopadhyay	- Chairman
Mr. B. L. Kheruka	- Member
Mr. S. Bagai	- Member (w.e.f. 15.04.2011)
Mr. P. K. Kheruka	- Member

During the year 2011-2012, the Committee met 8 times i.e. on 15th April, 2011, 27th May, 2011, 22nd July, 2011, 26th August, 2011, 22nd November, 2011, 09th January, 2012, 04th February, 2012 and 10th March, 2012. All the Committee members, except Mr. P. K. Kheruka, were present at all the meetings on the relevant dates. Mr. P. K. Kheruka attended six meetings during the year.

The Committee approves and monitors transfers, transmission, splitting and consolidation of shares issued by the Company. The Committee also monitors redressal/replies to investors' complaints, queries and requests relating to transfer of shares, non-receipt of annual report, etc. Transfers are approved fortnightly or as required. All share transfer requests received upto 31st March, 2012 were processed in time.

During the year ended on 31st March, 2012, the Company received 8 complaints and 179 other correspondence from the shareholders and erstwhile debenture holders, which were suitably replied. No investor grievances were pending at the end of the year.

- (iv) Name & Designation of the Compliance Officer : Ms. Swati Sahukara
Company Secretary

V. CEO/CFO CERTIFICATION

A certificate from Chief Executive Officer and Chief Financial Officer of the Company, on the financial statements of the Company was placed before the Board.

VI. REPORT ON CORPORATE GOVERNANCE

The Company has complied with the mandatory requirements of Clause 49 of the Listing Agreement. The Company has also submitted the quarterly compliance report to the stock exchange.

VII. COMPLIANCE

A Certificate from the Auditors of the Company regarding compliance of conditions of this Clause 49 is annexed hereto.

VIII. GENERAL BODY MEETINGS

Location, date and time of General Meetings held during the last 3 years:

Year	Location	AGM/EGM	Day and Date	Time	No. of Special Resolution(s) passed
2010-11	'Orchid Hall', 2 nd Floor, Sunville, 9, Dr. Annie Beasant Road, Worli, Mumbai-400 018	AGM	Friday, 12 th August, 2011	02.00 p.m.	2
2009-10	Textile Committee Auditorium, Textile Committee Building, P. Balu Road, Near Tata Press, Prabhadevi Chowk, Mumbai - 400 025.	AGM	Saturday, 31 st July, 2010	11.00 a.m.	1
2008-09	Sasmira Auditorium, 3 rd Floor, Sasmira Marg, Dr. Annie Besant Road, Worli, Mumbai-400 030.	AGM	Saturday, 22 nd August, 2009	11.00 a.m.	1

Postal Ballots

During the year, members accorded their approval by means of Postal Ballot in respect of one Special Resolution, detail of which is given as under:

Date of passing the Resolution	Description	% of votes cast in favour of the Resolution
11 th November, 2011	Special Resolution in terms of Section 77A, 77AA and 77B of the Companies Act, 1956 to buy-back Equity Shares of the Company.	99.61%

The resolution was passed by the Shareholders with requisite majority.

Mr. Virendra Bhatt, Company Secretary in Whole-time Practice was appointed as Scrutinizer for conducting the Postal Ballot process in respect of the aforesaid resolution.

The procedure prescribed under Section 192A of the Companies Act, 1956 and the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 was complied with in respect of the above resolution.

No resolution is proposed to be conducted through Postal Ballot at the ensuing Annual General Meeting.

IX. MEANS OF COMMUNICATION

The quarterly and half yearly unaudited and annual audited financial results were published in 'The Economic Times' in English and 'Maharashtra Times' in Marathi (regional language). The quarterly financial results, shareholding pattern, reports on compliance with corporate governance, annual reports, etc. are regularly uploaded on the Company's website - 'www.borosil.com', in compliance with Clause 54 of the Listing Agreement.

Intimation of completion of dispatch of Postal Ballot Notice was published in 'Free Press Journal' in English and 'Nav Shakti' in Marathi (regional language) and result of the Postal Ballot was published in 'The Asian Age' in English and 'Mumbai Lakshdeep' in Marathi (regional language).

Intimation related to Buy Back of Shares i.e Public Announcement and Corrigendum to the Public Announcement were published in 'Business Standard' in English & Hindi and 'Navshakti' in Marathi (regional language) and other regular updates were published in 'Business Standard' in English.

The Company has not made any presentation to institutional investors or analysts. As per the requirement under Clause 47 of the Listing Agreement, an exclusive email-ID has been created namely, 'bgw.grievances@borosil.com', on which the investors can register their complaints. The said email-ID is also displayed on Company's website.

BOROSIL

X. General Shareholder Information

Annual General Meeting

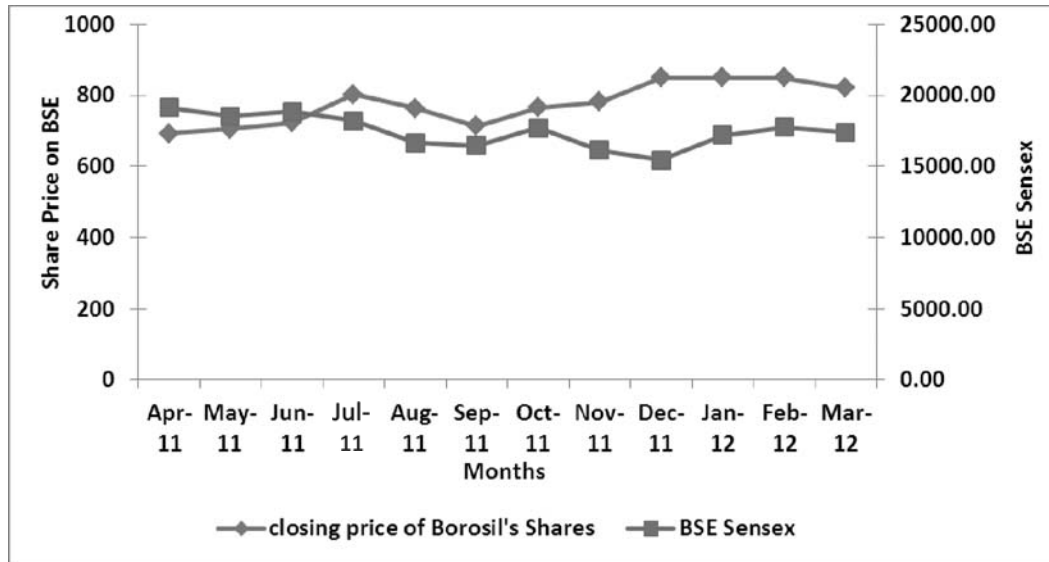
Date and time	:	09 th August, 2012 at 03.00 p.m.
Venue	:	Sasmira Auditorium, 3rd floor, Sasmira Marg, Dr. Annie Besant Road, Worli, Mumbai - 400 030
Financial Year	:	1 st April to 31 st March
Financial Calendar	:	Year ending - 31 st March, 2013
Quarterly Results	:	First quarter - 2 nd week of August, 2012 Second quarter - 2 nd week of November, 2012 Third quarter - 2 nd week of February, 2013 Fourth quarter - 4 th week of May, 2013
Date of book closure	:	04 th August, 2012 to 09 th August, 2012 (both days inclusive)
Dividend Payment Date	:	On or after 28 th August, 2012
Listing on Stock Exchange	:	Bombay Stock Exchange Limited Annual listing fees to the Stock Exchange for the financial year 2012-2013 has been paid.
Stock Code	:	502219
ISIN No.	:	INE666D01014

Market price data

The monthly high and low quotation and the volume of shares traded on BSE are as under:

Month	Highest (₹)	Lowest (₹)	Volume of Shares traded
April, 2011	725.00	685.05	17,007
May, 2011	717.00	660.05	13,881
June, 2011	740.00	696.00	19,420
July, 2011	919.75	717.00	43,612
August, 2011	846.95	702.00	4,22,162
September, 2011	874.00	693.05	1,71,658
October, 2011	791.00	694.00	5,374
November, 2011	799.00	725.00	28,384
December, 2011	859.00	750.00	2,45,286
January, 2012	874.00	835.15	3,14,652
February, 2012	875.00	731.00	2,95,160
March, 2012	875.00	725.00	14,165

The Performance of the Company's scrip on the BSE compared to the BSE Sensex:



Registrars and Transfer Agents & Share Transfer System:

Universal Capital Securities Pvt. Ltd. (formerly Mondkar Computers Pvt. Ltd.) having its office at 21, Shakil Niwas, Mahakali Caves Road, Andheri (E), Mumbai-400 093 act as the Registrar and Transfer Agents of the Company. They process, inter-alia, the share transfer requests received in physical and electronic mode and confirm dematerialisation requests and extinguishment of shares and other share registry work.

The transfers are normally processed within 10-12 days from the date of receipt if the documents are complete in all respects.

Distribution of shareholding as at 31st March, 2012

No. of equity shares held	Shareholders		Shares	
	Nos.	Percentage	Nos.	Percentage
Upto 500	3331	96.08	296755	9.47
501 to 1000	81	2.33	58965	1.88
1001 to 2000	27	0.78	36175	1.15
2001 to 3000	9	0.26	24640	0.79
3001 to 4000	3	0.09	10362	0.33
4001 to 5000	0	0.00	0	0.00
5001 to 10000	2	0.06	13175	0.42
10001 & above	14	0.40	2695279	85.96
Total	3467	100.00	3135351	100.00

Categories of shareholders as on 31st March, 2012

	No. of folios	No. of shares	Percentage
Individuals	3307	542717	17.31
Mutual Funds	1	400	0.01
Promoters	8	2199251	70.14
Banks, Financial Institutions, Insurance Companies, Central / State Govt. Institutions / Non-Govt. Institutions	6	462	0.01

BOROSIL

Private Corporate Bodies	93	79797	2.55
Non Resident Individuals	37	6084	0.20
Foreign Institutional Investors & Foreign Companies	1	304712	9.72
Any other - Shares in transit	11	953	0.03
Foreign Nationals	3	975	0.03
Total	3467	3135351	100.00

Dematerialisation of shares and liquidity

As on 31st March, 2012, 29,40,344 shares of the Company representing 93.78% of the Company's total paid-up share capital had been dematerialised and 1,95,007 shares representing 6.22% were in physical form.

The Company's shares are regularly traded on the Bombay Stock Exchange Limited as is indicated in the table containing market information.

Address for Correspondence

Any communication by the Shareholders may be addressed to either of the following:

Borosil Glass Works Limited
Khanna Construction House
44, Dr. R.G. Thadani Marg,
Worli, Mumbai-400 018.

Universal Capital Securities Pvt. Ltd.
Unit: Borosil Glass Works Ltd.
21, Shakil Niwas, Mahakali Caves Road,
Andheri (E), Mumbai-400 093.

Complaints/grievances may also be addressed to 'bgw.grievances@borosil.com'.

Outstanding GDRs/ADRs/Warrants or any convertible instruments

The Company has not issued any GDRs/ADRs and has no outstanding convertible instruments.

Plant Locations

The Company doesn't have any manufacturing facility of its own and it operates from its various offices in India.

XI. Compliance with Non-Mandatory Requirements:

(1) The Board

The Company has not yet adopted the concept of limiting tenure of independent directors to an aggregate period of nine years.

All independent directors have the requisite qualification and experience to enable them to contribute effectively to the Company in their capacity as independent directors.

(2) Remuneration Committee

The Company already has a Remuneration Committee with terms of reference mentioned above. It comprises wholly of Independent Directors.

(3) Shareholders Rights

The Company's results have been made available on Company's website 'www.borosil.com'. A half-yearly declaration of financial performance including summary of the significant events is presently not being sent to each household of shareholders. However, the Company's quarterly results are published in the 'Economic Times' and 'Maharashtra Times', both newspapers having wide circulation.

(4) Audit qualifications

During the period under review, there are no audit qualifications on Company's financial statements.

(5) Training of Board Members

Presently, the Company does not have such a training programme.

(6) Mechanism for evaluating Non-Executive Board Members

Presently, the Company does not have such a mechanism as contemplated for evaluating the performance of Non-Executive Board Members.

(7) Whistle Blower Policy

The Company does not have a Whistle Blower Policy at present. However, no personnel of the Company have been denied access to the Audit Committee.

Declaration on Compliance of the Company's Code of Conduct

As provided under Clause 49 of the Listing Agreement with the Stock Exchange, all Board Members and Senior Management personnel have affirmed compliance with the Code of Conduct as applicable to them for the year ended 31st March, 2012.

For **Borosil Glass Works Limited**

Place: Mumbai
Date: 24th May , 2012

Shreevar Kheruka
Chief Executive Officer

CERTIFICATE OF CORPORATE GOVERNANCE

To,
The Members,
BOROSIL GLASS WORKS LIMITED

We have examined the compliance of conditions of Corporate Governance by BOROSIL GLASS WORKS LIMITED ("the Company,"), for the year ended on 31st March, 2012, as stipulated in Clause 49 of the Listing Agreement of the said company with stock exchange.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the above-mentioned Listing Agreement.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the company.

For CHATURVEDI & SHAH
Chartered Accountants
(Firm Registration Number - 101720W)

Place : Mumbai
Date : 24th May, 2012

R. Koria
Partner
Membership No. 35629

BOROSIL

AUDITORS' REPORT

- To
- The Members of Borosil Glass Works Limited
1. We have audited the attached Balance Sheet of '**BOROSIL GLASS WORKS LIMITED**' ("the Company"), as at 31st March, 2012, the Statement of Profit and Loss and also the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.
 2. We conducted our audit in accordance with Auditing Standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
 3. As required by the Companies (Auditor's Report) Order, 2003 issued by Central Government of India in terms of sub-section (4A) of Section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in the paragraphs 4 and 5 of the said Order.
 4. Further to our comments in the Annexure referred to in paragraph 3 above, we report that:
 - a. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, proper books of account, as required by law, have been kept by the Company, so far as appears from our examination of those books;
 - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
 - d. In our opinion the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report comply with the mandatory Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956;
 - e. On the basis of the written representations received from the Directors as on 31st March, 2012, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2012 from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956;
 - f. In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together with the Significant Accounting Policies and notes thereon give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012;
 - ii) in the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date; and
 - iii) in the case of the Cash Flow Statement, of the Cash Flows of the Company for the year ended on that date.

For CHATURVEDI & SHAH

Chartered Accountants
(Registration Number - 101720W)

R. KORIA

Partner
Membership No. 35629

Place: Mumbai
Date: 24th May, 2012

ANNEXURE TO AUDITORS' REPORT**(Referred to in paragraph 3 of our report of even date)**

- (i) In respect of its fixed assets:
- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
 - (b) As explained to us, all the fixed assets have been physically verified by the management. No material discrepancies were noticed on such verification as compared with the available records.
 - (c) In our opinion and according to the information and explanation given to us, the Company has not disposed off a substantial part of its fixed assets during the year and going concern status of the Company is not affected.
- (ii) In respect of its inventories:
- (a) Inventories have been physically verified during the year by the management. In our opinion, the programme of verification is reasonable.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of the physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) On the basis of our examination of inventory records, we are of the opinion that the Company is maintaining proper records of inventory. As explained to us, no material discrepancies were noticed on physical verification of the inventories, as compared to book records maintained.
- (iii) In respect of loans, secured / unsecured, granted or taken by the Company to / from Companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956: -
- (a) The Company has given loans to two Companies covered in the Register maintained under Section 301 of the Companies Act, 1956. The maximum amount involved during the year was ₹ 10714.95 Lacs and year-end balance is ₹ 2,285.90 Lacs.
 - (b) In our opinion and according to the information and explanations given to us, the rate of interest and other terms and conditions of the loans given by the Company, are not prima facie prejudicial to the interest of the Company.
 - (c) As per the terms of loans, neither the interest nor the principal are due for recovery.
 - (d) The loans given were not due for repayment; therefore the question of overdue amount does not arise.
 - (e) The Company has not taken any loans during the year from companies, firm, or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of sub-clauses (e), (f), (g) of clause 4 (iii) of Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us there are adequate internal control systems commensurate with the size of the Company and the nature of its business with regard to purchases of inventory, fixed assets and for the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in the internal control system.
- (v) In respect of the contracts or arrangements referred to in Section 301 of the Companies Act, 1956:
- (a) In our opinion and according to the information and explanations given to us, the transactions that need to be entered into the register maintained under Section 301 of the Companies Act, 1956 have been so entered.
 - (b) In our opinion, and according to the information and explanations given to us, the transactions made during the year in pursuance of such contracts and arrangements exceeding value of Rupees Five lakhs for each party, have been made at prices which are prima facie reasonable having regard to the prevailing market price at the relevant time,

BOROSIL

except for transactions for purchase and sale of goods and materials of specific nature for which alternative quotations are not available and hence upon which we are unable to comment.

- (vi) The Company has not accepted any deposits from the public during the year. Only unclaimed deposits, out of the deposits matured in earlier years are outstanding as on the balance sheet date. In view of the above, the provisions of clause 4 (vi) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) The Company is mainly engaged in the trading activities & the revenue from ancillary products is less than 2% of its total revenue, the maintenance of Cost Records under Section 209 (1) (d) of the Companies Act, 1956 are not applicable, in view of clarification issued by Ministry of Corporate Affairs vide its General circular No. 67/2011 dated 30th Nov, 2011.
- (ix) In respect of statutory and other dues:
- (a) According to the records of the Company, the Company has generally been regular during the year in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-Tax, Sales-Tax, Wealth Tax, Custom Duty, Excise Duty, Service Tax and Cess and other material statutory dues, as applicable, with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of aforesaid dues were outstanding as at 31st March, 2012 for a period of more than six months from the date they became payable.

The disputed statutory dues aggregating to ₹ 147.81 lacs that have not been deposited on account of matters pending before appropriate authorities are as under:-

Sr. No.	Name of the Statute	Nature of the Dues	Amount ₹ in Lacs	Period	Forum where dispute is pending
1	Central Sales Tax Act and Sales Tax Act of various states	Sales Tax	0.34	1995-96	Asst. Commissioner Sales Tax
			2.61*	1999-00 to 2002-03	
			6.71	2005-06 to 2006-07	
			48.31	2009-10	
			6.52	1997-98	Tribunal
			0.74	2003-04	
			0.04	2001-02	Superintendent of Taxes
			28.34*	2002-03 to 2004-05	JT. Commissioner Sales Tax (Appeal)
			14.97	2005-06	JT. Commissioner Sales Tax (Appeal)
			9.58*	2002-03	Addl. Commissioner Commercial Tax
			2.92*	2002-03 & 2006-07 to 2008-09	Dy. Commissioner Trade Tax
			7.47*		
2	Central Excise Act, 1944	Cenvat Credit	19.26	2003-04 to 2005-06	Appellate Tribunal
	Grand Total		147.81		

(*) Net of amount ₹13.06 Lacs deposited under protest.

- (x) The Company does not have accumulated losses at the end of the financial year. It has not incurred cash losses during the financial year covered by the audit and in the immediately preceding financial year.
- (xi) Based on our audit procedures and according to the information and explanations given to us, during the year, the Company did not have any loans from banks, financial institutions or by way of debentures. Hence the question of default in repayment of dues does not arise.
- (xii) In our opinion and according to the information and explanations given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi mutual benefit fund/society. Therefore, the provisions of clause 4 (xiii) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (xiv) In our opinion and according to the information and explanations given to us, proper records have been maintained of the transactions and contracts of dealing or trading in shares, securities, debentures and other investment and timely entries have been made therein. The investments are held by the Company in its own name except certain investments which are made through portfolio manager and held by them in a fiduciary capacity on behalf of the Company.
- (xv) The Company has given guarantees for loans taken by others from banks. According to the information and explanations given to us, we are of the opinion that the terms and conditions thereof are not prima facie prejudicial to the interest of the Company.
- (xvi) To the best of our knowledge and belief and according to the information and explanations given to us, no term loan has been raised during the year & hence, the provisions of clause 4 (xvi) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- (xvii) On review of utilization of funds based on an overall examination of the Balance Sheet of the Company as at 31st March, 2012, we report that prima facie, funds raised on short-term basis have not been utilized for long term investment.
- (xviii) During the year, the Company has not made preferential allotment of shares to the parties covered in the register maintained under Section 301 of the Companies Act, 1956.
- (xix) The Company has not issued any Debentures during the year.
- (xx) The Company has not raised any money by way of public issue during the year.
- (xxi) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and as per the information and explanations given by the management, we report that no fraud on or by the Company has been noticed or reported during the course of our audit.

For CHATURVEDI & SHAH
Chartered Accountants
(Registration Number - 101720W)

Place: Mumbai
Date: 24th May, 2012

R. KORIA
Partner
Membership No. 35629

BOROSIL

BOROSIL GLASS WORKS LIMITED BALANCE SHEET AS AT 31ST MARCH, 2012

PARTICULARS	NOTE	₹ in Lacs			
		As at 31 st March, 2012		As at 31 st March, 2011	
I. EQUITY AND LIABILITIES					
1. Shareholders' Funds :					
(a) Share Capital	2	313.54		396.39	
(b) Reserves and Surplus	3	62,052.19	62,365.73	66,296.49	66,692.88
2 Current Liabilities					
(a) Trade Payables	4	844.14		780.35	
(b) Other Current Liabilities	5	2,086.20		1,381.85	
(c) Short Term Provisions	6	620.55	3,550.89	792.15	2,954.35
TOTAL			65,916.62		69,647.23
II. ASSETS					
1 Non-Current Assets					
(a) Fixed Assets	7				
(i) Tangible Assets		3,304.70		819.71	
(ii) Intangible Assets		106.47		22.60	
(iii) Capital Work-in-Progress		4,711.70		302.43	
(iv) Intangible Assets Under Development		28.22		-	
		8,151.09		1,144.74	
(b) Non-Current Investments	8	26,844.45		3,759.35	
(c) Deferred Tax Assets (Net)	9	200.80		386.41	
(d) Long Term Loans and Advances	10	2,486.55		1,497.97	
(e) Other Non-Current Assets	11	862.87	38,545.76	906.68	7,695.15
2 Current Assets					
(a) Current Investments	12	15,640.42		45,798.50	
(b) Inventories	13	2,277.47		1,743.67	
(c) Trade Receivables	14	2,495.80		2,572.37	
(d) Cash and Bank Balances	15	883.73		1,004.48	
(e) Short Term Loans and Advances	16	5,625.16		10,746.15	
(f) Other Current Assets	17	448.28	27,370.86	86.91	61,952.08
TOTAL			65,916.62		69,647.23
Notes to the financial statements	1 to 40				

As per our report of even date

For CHATURVEDI & SHAH
Chartered Accountants

R.Koria
Partner

Place : Mumbai
Date : 24th May, 2012

Rajesh Chaudhary
Chief Financial Officer

Swati Sahukara
Company Secretary

For and on behalf of the Board of Directors

B. L. Kheruka Executive Chairman

Shreevar Kheruka Whole-time Director & CEO

V. Ramaswami Whole-time Director

BOROSIL GLASS WORKS LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

₹ in Lacs			
PARTICULARS	NOTE	For the year ended 31 st March, 2012	For the year ended 31 st March, 2011
I. Revenue From Operations	18	12,602.35	11,913.84
II. Other Income	19	4,200.43	3,127.32
III. Total Revenue (I + II)		16,802.78	15,041.16
IV. Expenses:			
Cost of Materials Consumed	20	169.84	118.71
Purchases of Stock-in-Trade	21	7,609.96	7,054.15
Changes in Inventories of Work-in-Progress and Stock-in-Trade	22	(626.02)	(37.36)
Employee Benefits Expense	23	1,090.97	937.23
Finance Costs	24	18.36	249.76
Depreciation and Amortization Expense	7	75.14	81.81
Other Expenses	25	4,084.09	4,922.90
Total Expenses		12,422.34	13,327.20
V. Profit Before Exceptional and Extraordinary Items and Tax (III-IV)		4,380.44	1,713.96
VI. Exceptional Items	26	337.67	248.85
VII. Profit Before Extraordinary Items and Tax (V - VI)		4,042.77	1,465.11
VIII. Extraordinary Items	27	-	(78,422.28)
IX. Profit Before Tax (VII- VIII)		4,042.77	79,887.39
X. Tax Expense:			
(1) Current Tax		761.31	15,953.67
Less : MAT Credit Entitlement		(132.69)	(461.69)
Net Current Tax		628.62	15,491.98
(2) Deferred Tax /(Credit)		185.61	(386.41)
(3) Income Tax of earlier years		(24.26)	1.47
XI. Profit for the year (IX-X)		3,252.80	64,780.35
XII. Earnings per Equity Share of ₹ 10 each (Basic and Diluted)	28		
(1) Before Extra-ordinary items (In ₹)		85.58	46.65
(2) After Extra-ordinary items (In ₹)		85.58	1,634.24
Notes to the financial statements	1 to 40		

As per our report of even date
For CHATURVEDI & SHAH
Chartered Accountants

R.Koria
Partner

Place : Mumbai
Date : 24th May, 2012

Rajesh Chaudhary
Chief Financial Officer

Swati Sahukara
Company Secretary

For and on behalf of the Board of Directors

B. L. Kheruka *Executive Chairman*

Shreevar Kheruka *Whole-time Director & CEO*

V. Ramaswami *Whole-time Director*

BOROSIL

BOROSIL GLASS WORKS LIMITED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2012

	2011-2012		2010-2011
	₹ in Lacs		
A. Cash Flow from Operating Activities			
Net Profit before tax as per Statement of Profit & Loss	4,042.77		79,887.39
Extra Ordinary items	-		(78,422.28)
	<u>4,042.77</u>		<u>1,465.11</u>
Adjusted for :			
Depreciation and amortisation expenses	75.14		81.81
Loss on Foreign currency transactions (Net)	7.38		2.72
Dividend Income	(605.19)		(2,475.46)
Income/Interest on Investment	(1,726.84)		(466.97)
Loss/(Profit) on sale of Investments (Net)	(1,538.57)		1,812.45
Profit from Commodity future trading (Net)	(246.87)		(95.87)
Provision for diminution in the value of Investments	218.50		322.62
Loss on sale/discarding of fixed assets (Net)	300.23		251.54
Finance costs	18.36		249.76
Buy-back Expences	37.81		-
Sundry balances written back (Net)	(0.27)		(0.46)
Bad Debts	25.92		0.07
(Reversal)/Provision for Bad & Doubtful Debts	(7.36)	(3,441.76)	8.32
		<u>601.01</u>	<u>1,155.64</u>
Operating Profit before Working Capital Changes			
Adjusted for :			
Trade & Other Receivables	(213.39)		(1,114.90)
Inventories	(533.80)		38.79
Trade Payables & other payables	303.27	(443.92)	217.71
		<u>157.09</u>	<u>297.24</u>
Cash generated from operations			
Direct taxes paid		(616.09)	(16,025.78)
		<u>(459.00)</u>	<u>(15,728.54)</u>
Cash Flow before extraordinary items			
Extra Ordinary items		-	(63.49)
		<u>(459.00)</u>	<u>(15,792.03)</u>
Net Cash used in Operating Activities		(459.00)	(15,792.03)
B. Cash Flow from Investing Activities			
Purchase of Fixed Assets		(7,497.41)	(96.32)
Sale of Fixed Assets		21.25	80,909.44
Purchase of Investment		(70,573.81)	(347,034.70)
Sale of Investment		79,233.90	296,076.00
Movement in Loans & advances		4,718.95	(10,082.51)
Fixed Deposit with Bank having maturity of more than three months (Placed)		(303.58)	(802.65)
Fixed Deposit with Bank having maturity of more than three months (Matured)		802.35	4.00
Income/Interest on Investment/Loans		1,601.85	275.72
Dividend Received		605.19	2,475.46
		<u>8,608.69</u>	<u>21,724.44</u>
Net Cash from Investing Activities		8,608.69	21,724.44

C. Cash Flow from Financing Activities

Repayment of long term Loans	-	(2,485.61)
Movement in short term Loans	-	(1,924.80)
Buyback of Equity Shares	(7,074.27)	-
Margin Money (Net)	(135.50)	(1.87)
Dividends Paid including tax thereon	(691.05)	(1,155.57)
Interest paid	(17.59)	(264.08)
Net Cash used in Financing Activities	(7,918.41)	(5,831.93)
Net Increase in Cash and Cash Equivalents (A+B+C)	231.28	100.48
Opening Balance of Cash and Cash Equivalents	137.48	37.00
Closing Balance of Cash and Cash Equivalents	368.76	137.48

Notes :

1. Bracket indicates cash outflow.
2. Previous year figures have been regrouped, reclassified and rearranged wherever necessary.
3. The above Cash Flow statement has been prepared under the "Indirect Method" as set out in Accounting Standard (AS-3) on Cash Flow Statement.

As per our report of even date

For CHATURVEDI & SHAH

Chartered Accountants

For and on behalf of the Board of Directors

B. L. Kheruka

Executive Chairman

R.Koria

Partner

Rajesh Chaudhary

Chief Financial Officer

Shreevar Kheruka

*Whole-time Director
& CEO*

Place : Mumbai

Date : 24th May, 2012

Swati Sahukara

Company Secretary

V. Ramaswami

Whole-time Director

BOROSIL

BOROSIL GLASS WORKS LIMITED

Notes to the Financial Statement for the year ended 31st March, 2012

Note 1 - Significant Accounting Policies

1. BASIS OF ACCOUNTING:

The financial statements have been prepared as a going concern under Historical Cost convention, in accordance with the notified accounting standards by Companies (Accounting Standards) Rules, 2006 and the provisions of the Companies Act, 1956 as adopted consistently by the Company.

2. REVENUE RECOGNITION:

Revenue from sale of goods is recognised when significant risk and rewards of ownership of the goods have passed to the buyer. Revenue from operations includes sales of goods, services, scrap, excise duty and service tax but excludes sales tax/ value added tax. Dividend Income is recognised when right to receive the payment is established by the balance sheet date. Interest income is recognised on time proportion basis taking into account the amount outstanding and rate applicable. Commission is recognised on an accrual basis in accordance with the terms of relevant agreement.

3. USE OF ESTIMATES:

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/ materialised.

4. FIXED ASSETS:

Fixed Assets are stated at cost of acquisition or construction net of cenvat and value added tax credits and includes amounts added on revaluation, less accumulated depreciation and impairment loss, if any. All costs, including financing costs till commencement of commercial production are capitalized.

5. DEPRECIATION:

Depreciation on fixed assets has been provided on straight line method at the rates and in the manner prescribed in Schedule XIV to the Companies Act, 1956. The revised carrying amount of the fixed assets identified as impaired, is amortized over the estimated residual life of the respective fixed assets. Computer software is amortized over the useful life or period of three years whichever is less.

6. INVESTMENTS:

Current investments are carried at lower of cost and market value/NAV, computed individually. Long term investments are carried at cost. Provision for diminution in the value of Long term investments is made only if such decline is other than temporary in the opinion of the management.

7. INVENTORIES:

Inventories of raw materials and semi-finished goods are stated at cost. Finished goods are stated at the lower of cost or net realisable value. Cost of inventories comprise of all cost of purchase, cost of conversion and other cost incurred in bringing the inventory to their present location and condition. Cullet is valued at net realisable value. Stores, spares and Loose tools are valued at cost reduced for obsolete and slow moving items. Cost is calculated on the weighted average method. Cost of work in progress and finished goods is determined on absorption costing method.

8. EMPLOYEE BENEFITS:

- i) Short-term employee benefits are recognized as an expense at the undiscounted amount in the statement of profit and loss for the year in which the related service is rendered.
- ii) Post employment and other long term employee benefits are recognized as an expense in the statement of profit and loss for the year in which the employee has rendered services. The expense is recognized at the present value of the amount payable determined using actuarial valuation techniques. Actuarial gains and losses in respect of post employment and other long term benefits are charged to the statement of profit and loss.
- iii) Compensated absences are accounted similar to the short term employee benefits.
- iv) Retirement benefits in the form of Provident Fund and Superannuation Fund are defined contribution scheme and the contributions are charged to the statement of profit and loss of the year when the contribution to the respective funds are due. There are no other obligations other than the contribution payable to the fund.

Notes to the Financial Statement for the year ended 31st March, 2012**9. FOREIGN CURRENCY TRANSACTIONS:**

- i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the date of transaction.
- ii) Monetary items denominated in foreign currencies at the year end are restated at year end rates. In case of any items which are covered by forward exchange contracts, the difference between the year end rate and rate on the date of contract is recognised as exchange difference and the premium paid on forward contracts has been recognised over the life of the contract.
- iii) Non monetary foreign currency items are carried at cost.
- iv) Any income or expense on account of exchange difference either on settlement or on translation is recognised in the statement of profit and loss.

10. EXPORT INCENTIVES:

- i) The benefit in respect of duty draw back, credit in Duty Entitlement Pass Book scheme, is recognised as and when right to receive are established as per the terms of scheme.
- ii) The benefits in respect of Advance Licence received by the Company against the Export made by it are recognised as and when goods are imported against them.

11. IMPAIRMENT OF ASSETS:

An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been change in the estimate of recoverable amount.

12. DERIVATIVE TRANSACTIONS:

In respect of derivative contract, premium paid, provision for losses on re-statement and gains/losses on settlement are recognized along with underlying transaction and charged to the statement of profit and loss.

13. PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the financial statements. Contingent Assets are neither recognised nor disclosed in the financial statements.

14. PROVISION FOR CURRENT AND DEFERRED TAX:

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income-tax Act, 1961. Deferred tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the balance sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future. In the case of unabsorbed depreciation and carry forward tax losses, all deferred tax asset are recognised only if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits. The carrying amount of deferred tax assets are reviewed at each balance sheet date for their appropriateness.

Deferred Tax Assets and Deferred Tax Liabilities are off set if legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws.

Minimum Alternative Tax (MAT) is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendations contained in Guidance Note issued by The Institute of Chartered Accountants of India (ICAI), the said asset is created by way of a credit to the Statement of Profit & Loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that Company will pay normal income tax during the specified period.

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2012

15. EXCISE DUTY:

Excise Duty has been accounted on the basis of both payments made in respect of goods cleared as also provision made for goods lying in bonded warehouses.

16. BORROWING COST:

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

17. LEASES:

Lease rentals are expensed with reference to lease terms and other considerations.

Note 2 - Share Capital

Particulars	₹ in Lacs	
	As at 31 st March, 2012	As at 31 st March, 2011
(A) Authorised		
12,000,000 (Previous Year 12,000,000) Equity Shares of ₹ 10/- each	1,200.00	1,200.00
Issued, Subscribed & Fully Paid up		
3,135,351 (Previous Year 3,963,928) Equity Shares of ₹ 10/- each fully paid-up	313.54	396.39
Total	313.54	396.39

(B) Reconciliation of number of Equity Shares outstanding at the beginning and at the end of the year

Particulars	2011-12	2010-11
Number of Shares outstanding at the beginning of the year	3,963,928	3,963,928
Less : Buy back and Extinguishment of Equity Shares	828,577	-
Number of Shares outstanding at the end of the year	3,135,351	3,963,928

(C) Terms/Rights attached to Equity Shares

The Company has only one class of shares referred to as equity shares having at par value of ₹ 10/- per share. Holder of equity shares is entitled to one vote per share. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

(D) Details of Shareholder holding more than 5% of Equity Share Capital:

Name of Shareholder	As at 31 st March, 2012		As at 31 st March, 2011	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Croton Trading Ltd.	226,498	7.22	226,498	5.71
Gujarat Fusion Glass Ltd.	1,492,936	47.62	1,492,936	37.66
Mavi Investment Fund Ltd.	304,712	9.72	304,712	7.69

(E) Pursuant to the approval of the Board of Directors and Shareholders of the Company under Section 77A of the Companies Act, 1956, the Company has been authorised to buy back of upto 9,63,928 equity shares, by spending total amount not exceeding ₹ 8,193.39 lacs, that is 25% of the Company's fully paid-up Equity Share Capital and Free Reserves as on 31st March, 2011. The Company bought back 8,28,577 equity shares till 31st March, 2012 for a total consideration of ₹ 7,036.46 lacs from open market by utilising the Security Premium Account and the General Reserve to the extent of ₹ 1,721.62 lacs and ₹ 5,231.99 lacs respectively. In terms of Section 77AA of the Companies Act, 1956, Capital Redemption Reserve has been created out of General Reserve for an amount of ₹ 82.85 lacs being the nominal value of shares so bought back.

Notes to the Financial Statement for the year ended 31st March, 2012

Note 3 - Reserves & Surplus

	₹ in Lacs	
Particulars	As at 31 st March, 2012	As at 31 st March, 2011
Capital Reserve		
As per Last Balance Sheet	15.00	15.00
Capital Redemption Reserve		
As per Last Balance Sheet	-	-
Add: Transferred from General Reserve *	82.85	-
	82.85	-
Securities Premium Reserve		
As per Last Balance Sheet	1,721.62	1,721.62
Less : Premium paid on buy back of Equity Shares *	1,721.62	-
	-	1,721.62
Revaluation Reserve		
As per Last Balance Sheet	-	2,392.73
Less : Transferred to Surplus	-	2,392.73
	-	-
General Reserve		
As per Last Balance Sheet	6,500.00	-
Add : Transferred from Surplus Account	330.00	6,500.00
Less : Transfer to Capital Redemption Reserve	82.85	-
Less : Premium paid on buy back of Equity Shares *	5,231.99	-
	1,515.16	6,500.00
Surplus / (Deficit)		
As per Last Balance Sheet	58,059.87	(766.59)
Add : Profit for the year	3,252.80	64,780.35
Add : Transferred from Revaluation Reserve	-	2,392.73
	61,312.67	66,406.49
Amount available for appropriation		
Appropriations:		
Transferred to General Reserve	330.00	6,500.00
Interim Dividend	-	990.98
Tax on Interim Dividend	-	164.59
Proposed Dividend	467.63	594.59
Tax on Proposed Dividend	75.86	96.46
	60,439.18	58,059.87
Surplus -Closing Balance		
	60,439.18	58,059.87
Total	62,052.19	66,296.49

* Refer note 2(E)

Note 4 - Trade Payables

	₹ in Lacs	
Particulars	As at 31 st March, 2012	As at 31 st March, 2011
(Subject to Confirmations)		
Micro, Small and Medium Enterprises*	-	-
Others	844.14	780.35
	844.14	780.35
Total	844.14	780.35

* The Company has not received information from vendors regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures as required by notification dated 16.11.2007 issued by the Ministry of Corporate Affairs have not been given.

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2012

Note 5 - Other Current Liabilities

Particulars	₹ in Lacs	
	As at 31 st March, 2012	As at 31 st March, 2011
Interest accrued but not due on Dealer Deposits	18.38	17.08
Dealer Deposits/Advance from Customers	188.14	198.42
Unpaid Dividends*	35.16	23.93
Unclaimed Matured Deposits*	9.57	11.98
Unclaimed Interest on Matured Deposits*	1.32	1.85
Creditors for Capital Expenditure	300.24	443.97
Commodity Future Trading payable	566.73	-
Statutory Liabilities	148.62	127.85
Other Payables**	818.04	556.77
Total	2,086.20	1,381.85

* These figures do not include any amounts, due and outstanding, to be credited to Investor Education and Protection Fund.

** Other Payables includes mainly outstanding liabilities for expenses, Commission to Directors, discount, rebates etc.

Note 6 - Short - Term Provisions

Particulars	₹ in Lacs	
	As at 31 st March, 2012	As at 31 st March, 2011
Provisions for Employee Benefits		
Superannuation	17.18	17.38
Gratuity	8.28	5.95
Leave Encashment	51.60	77.77
Others		
Proposed Dividend	467.63	594.59
Tax on Proposed Dividend	75.86	96.46
Total	620.55	792.15

Notes to the Financial Statement for the year ended 31st March, 2012

NOTE 7 : FIXED ASSETS

(₹ in Lacs)

	← GROSS BLOCK →			← DEPRECIATION AND AMORTIZATION →				NET BLOCK		
	As at 1 st April, 2011	Additions	Deductions/ Adjustments	As at 31 st March, 2012	Upto 31 st March, 2011	For the Year	Deductions/ Adjustments	Upto 31 st March, 2012	As at 31 st March, 2012	As at 31 st March, 2011
Tangible Assets										
Land- Freehold	564.59	-	-	564.59	-	-	-	-	564.59	564.59
Buildings	58.58	2,458.37	-	2,516.95	19.28	4.59	-	23.87	2,493.08	39.30
Plant and Equipment	58.53	1.12	-	59.65	0.26	2.81	-	3.07	56.58	58.27
Furniture and Fixtures	58.92	0.41	0.35	58.98	37.58	2.79	0.34	40.03	18.95	21.34
Vehicles	84.48	9.97	0.42	94.03	18.88	8.93	0.42	27.39	66.64	65.60
Office Equipment	207.41	56.02	4.38	259.05	136.80	20.75	3.36	154.19	104.86	70.61
TOTAL (A)	1,032.51	2,525.89	5.15	3,553.25	212.80	39.87	4.12	248.55	3,304.70	819.71
Intangible Assets *										
Computer Software	125.76	119.14	-	244.90	103.16	35.27	-	138.43	106.47	22.60
TOTAL (B)	125.76	119.14	-	244.90	103.16	35.27	-	138.43	106.47	22.60
GRAND TOTAL (A)+(B)	1,158.27	2,645.03	5.15	3,798.15	315.96	75.14	4.12	386.98	3,411.17	842.31
PREVIOUS YEAR	6,297.67	589.60	5,729.00	1,158.27	3,112.78	81.81	2,878.63	315.96	842.31	-
Capital Work in Progress									4,711.70	302.43
Intangible Assets Under Development*									28.22	-

Notes:

- i) Buildings include cost of shares in Co-operative Societies ₹ 0.02 Lacs (Previous year ₹ 0.02 Lacs)
- ii) In accordance with the Accounting Standard (As-28) on "Impairment of Assets" As notified by Companies (Accounting Standards) Rules 2006, the management during the year carried out an exercise of identifying the assets that may have been impaired in respect of each cash generating unit in accordance with the said Accounting Standard. On the basis of this review carried out by the management, there was no impairment loss on Fixed Assets during the year ended 31st March, 2012.
- iii) Capital Work in Progress includes amount of ₹ Nil on account of pre-operative expenses (Previous Year ₹ 72.34 Lacs)

Pre-operative Expenses :

Particulars	2011-12	2010-11
Balance as per last year	72.34	84.84
Additions During the Year :		
Interest	-	11.08
Total	72.34	95.92
Less :- Written off During the Year	72.34	23.58
Balance as at end of the Year	-	72.34

* Represents Software other than self generated.

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2012

Note 8 - Non-current Investments

Particular	As at 31 st March, 2012 Quantity (Nos)	As at 31 st March, 2011 Quantity (Nos)	Face Value (₹)	As at 31 st March, 2012 (₹ in Lacs)	As at 31 st March, 2011 (₹ in Lacs)
Long Term Investments					
A Trade Investments					
(a) In Equity Instruments					
Quoted Fully Paid-Up					
Associate Company					
Gujarat Borosil Ltd.	17,222,376	17,222,376	5	1,527.95	1,527.95
Unquoted Fully Paid-Up					
Associate Company					
Fennel Investment & Finance Pvt. Ltd.	4,150,000	4,150,000	10	415.00	415.00
Others					
Zoroastrian Co-operative Bank Ltd.	4,000	4,000	25	1.00	1.00
Total Equity Instruments (a)				1,943.95	1,943.95
(b) In Preference Shares					
Unquoted Fully Paid-Up					
Associate Company					
9 % Cumulative Non-Convertible Redeemable Preference Shares of Gujarat Borosil Ltd.	9,000,000	-	100	9,000.00	-
Total Preference Shares (b)				9,000.00	-
Total Trade Investments (i) = (a) + (b)				10,943.95	1,943.95
B Other Than Trade Investments					
(a) In Equity Instruments					
Unquoted Fully Paid-Up					
Arch Pharmalabs Ltd.	56,000	56,000	10	252.00	252.00
Total Equity Instruments (a)				252.00	252.00
(b) In Debentures					
Quoted Fully Paid-Up					
11.7 % Secured Non Convertible Redeemable Debentures of India Infoline Investment Services Ltd.					
	100,000	-	1,000	1,000.00	-
11.6 % Secured Non Convertible Redeemable Debentures of Shriram City Union Finance Ltd.					
	41,871	-	1,000	418.71	-
12.25 % Secured Non Convertible Redeemable Debentures of Muthoot Finance Ltd.					
	50,000	-	1,000	500.00	-

Notes to the Financial Statement for the year ended 31st March, 2012

Particulars	As at 31 st March, 2012 Quantity (Nos)	As at 31 st March, 2011 Quantity (Nos)	Face Value (₹)	As at 31 st March, 2012 (₹ in Lacs)	As at 31 st March, 2011 (₹ in Lacs)
11.9 % Secured Non Convertible Redeemable Debentures of India Infoline Investment Services Ltd.	10,000	-	1,000	91.02	-
16 % Secured Non Convertible Redeemable Debentures of Vijay Associates (Wadhwa) Constructions Pvt. Ltd.	500	500 (Previous Year	13,480 ₹ 56,680)	67.40	283.40
Unquoted Fully Paid Up					
17 % Secured Non-Convertible Redeemable Debentures of Ankur Energy Resources Pvt. Ltd.	400	-	50,000	200.00	-
20 % Secured Non-Convertible Redeemable Debentures of Prince Foundations Ltd.	256	-	50,000	135.80	-
18 % Secured Non-Convertible Redeemable Debentures of Galleria Mall Developers Pvt. Ltd.	256	-	33,325	93.02	-
19 % Secured Non-Convertible Redeemable Debentures of Sheth Developers Pvt. Ltd.	160	-	57,143	96.30	-
18 % Secured Non-Convertible Redeemable Debentures of Lily Realty Pvt. Ltd. Series B	96	-	49,997	50.35	-
Redeemable Non-Convertible Debentures of Deutsche Investment India Pvt. Ltd. -Series -GE0106	500	500	100,000	500.00	500.00
Redeemable Non-Convertible Debentures of ECL Finance Ltd. Series A4A003	250	250	100,000	250.00	250.00
8.5 % Optionally Convertible Debentures of Zwenzi Traders and Advisors Pvt. Ltd. *	145,782	-	100	145.78	-
8.25 % Optionally Convertible Debentures of Sherin Advisors and Traders Pvt. Ltd. *	146,195	-	100	146.20	-
3 % Optionally Convertible Debentures of Prabal Traders and Advisors Pvt. Ltd.*	73,205	-	100	73.21	-
3 % Optionally Convertible Debentures of Vahin Advisors and Traders Pvt. Ltd. *	62,607	-	100	62.61	-
3 % Optionally Convertible Debentures of Jade Stone Development and Holding Pvt. Ltd. *	61,995	-	100	62.00	-

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2012

Particulars	As at 31 st March, 2012 Quantity (Nos)	As at 31 st March, 2011 Quantity (Nos)	Face Value (₹)	As at 31 st March, 2012 (₹ in Lacs)	As at 31 st March, 2011 (₹ in Lacs)
3 % Optionally Convertible Debentures of Marwar Consultancy Pvt. Ltd. *	61,687	-	100	61.69	-
Redeemable Non-Convertible Debentures of ECL Finance Ltd. Series A4A001	250	250	100,000	250.00	250.00
Redeemable Non-Convertible Debentures of Barclays Investments & Loans (India) Ltd. Series DS-201 * Held by Portfolio manager on behalf of the company.	7	7	4,000,000	280.00	280.00
Total Debentures (b)				4,484.09	1,563.40
(c) In Corporate Bonds					
Quoted Fully Paid-Up					
9.45 % Secured Non-Convertible Redeemable Bonds of State Bank of India 16-March-2026	2,000	-	10,000	200.95	-
8.2 % Secured Non-Convertible Redeemable Tax Free Bonds of National Highways Authority of India 25-January-2022	12,362	-	1,000	123.62	-
8.2 % Secured Non-Convertible Redeemable Tax Free Bonds of Power Finance Corporation Ltd. 1-February-2022	14,239	-	1,000	142.39	-
8 % Secured Non-Convertible Redeemable Tax Free Bonds of Indian Railway Finance Corporation Ltd. 23-February-2022	10,875	-	1,000	108.75	-
Total Corporate Bonds (c)				575.71	-
(d) In Mutual Funds					
Quoted Fully Paid Up					
DWS Fixed Term Fund - Series - 93 - Growth Plan	5,000,000	-	10	500.00	-
ICICI Prudential FMP Series 58 - 19 Months Plan F Cumulative	10,000,000	-	10	1,000.00	-
ICICI Prudential FMP Series 60 - 18 Months Plan B Cumulative	15,000,000	-	10	1,500.00	-
Kotak FMP Series 63 - Growth **	10,000,000	-	10	1,000.00	-
Kotak FMP Series 64 - Growth	15,000,000	-	10	1,500.00	-
Kotak FMP Series 67 - Growth	15,000,000	-	10	1,500.00	-
Motilal Oswal MOST 10 Year Gilt Fund - Growth	2,500,000	-	10	250.00	-

Notes to the Financial Statement for the year ended 31st March, 2012

Particulars	As at 31 st March, 2012 Quantity (Nos)	As at 31 st March, 2011 Quantity (Nos)	Face Value (₹)	As at 31 st March, 2012 (₹ in Lacs)	As at 31 st March, 2011 (₹ in Lacs)
Religare FMP Series X Plan D - 18 Months - Growth Plan	5,000,000	-	10	500.00	-
TATA Fixed Maturity Plan Series 38 Scheme E - Growth	15,000,000	-	10	1,500.00	-
TATA Fixed Maturity Plan Series 38 Scheme F - Growth ** Includes 77,00,000 units pledged with a bank against the credit facility availed by related parties.	5,000,000	-	10	500.00	-
Total Mutual Funds (d)				9,750.00	-
(e) In Others					
Venture Capital Funds					
Unquoted Fully Paid-Up					
NV India Real Estate Fund	250,000	-	100	250.00	-
Unquoted Partly Paid-Up					
India Infoline Real Estate Fund (Domestic) - Series 1	2,000	-	100,000	500.00	-
Investment in Arts				88.70	-
Total Others (e)				838.70	-
Total Non Trade Investments (ii) = (a) + (b) + (c) + (d) + (e)				15,900.50	1,815.40
Total Non Current Investments (i) + (ii)				26,844.45	3,759.35

1. Aggregate amount of Investments and market value thereof

	As at 31 st March, 2012		As at 31 st March, 2011	
	Book Value (₹ in Lacs)	Market Value (₹ in Lacs)	Book Value (₹ in Lacs)	Market Value (₹ in Lacs)
Quoted Investments	13,930.79	13,671.44	1,811.35	1,969.47
Unquoted Investments	12,913.66		1,948.00	
	26,844.45		3,759.35	

2. Refer Note 1(6) for basis of valuation of Non-Current Investments

3. Refer Note 31 in respect of Investment through Portfolio Management Services

4. In the opinion of the Management, diminution in the value of long-term investment is temporary in nature and hence no provision has been considered necessary.

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2012

Note 9 - Deferred Tax Assets (Net)

Particulars	₹ in Lacs	
	As at 31 st March, 2012	As at 31 st March, 2011
Assets		
Disallowance Under Section 43B of the Income Tax Act, 1961	22.55	30.15
Voluntary Retirement Scheme	255.04	380.51
Others	8.98	11.37
Total	286.57	422.03
Liabilities		
Related to Fixed Assets	85.77	35.62
Total	85.77	35.62
Deferred Tax Assets (Net)	200.80	386.41

Note 10 - Long - Term Loans and Advances

Particulars	₹ in Lacs	
	As at 31 st March, 2012	As at 31 st March, 2011
(Unsecured, Considered Good) :		
Capital Advances	194.09	222.79
Security Deposits	6.56	218.33
Loans and Advances to Related Parties*	2,285.90	1,056.85
Total	2,486.55	1,497.97

* Refer note 34 for details

Note 11 - Other Non - Current Assets

Particulars	₹ in Lacs	
	As at 31 st March, 2012	As at 31 st March, 2011
(Unsecured, Considered Good) :		
Long Term Trade Receivables	244.99	444.99
MAT Credit Entitlement	617.88	461.69
Total	862.87	906.68

Notes to the Financial Statement for the year ended 31st March, 2012

Note 12 - Current Investments

Particulars	As at	As at		As at	As at
	31 st March, 2012 Quantity (Nos)	31 st March, 2011 Quantity (Nos)	Face Value (₹)	31 st March, 2012 (₹ in Lacs)	31 st March, 2011 (₹ in Lacs)
Current Investments					
(a) In Equity Instruments					
Quoted Fully Paid Up					
Allahabad Bank	-	2,330	10	-	5.03
Allcargo Global Logistics Ltd.	18,115	-	2	24.48	-
Ashok Leyland Ltd.	-	13,666	1	-	7.78
Aurobindo Pharma Ltd.	-	20,678	1	-	40.51
Axis Bank Ltd.	-	3,059	10	-	42.92
Bajaj Auto Ltd.	1,141	-	10	16.96	-
Bajaj Electricals Ltd.	7,557	-	2	13.88	-
Bajaj Finance Ltd.	3,775	1,550	10	24.78	10.83
Bharti Airtel Ltd.	-	7,960	5	-	27.08
Bosch Ltd.	723	714	10	46.54	45.87
Cadila Healthcare Ltd.	3,436	-	5	26.12	-
Cairn India Ltd.	11,386	-	10	35.49	-
Century Textiles & Industries Ltd.	5,862	-	10	21.61	-
Coal India Ltd.	8,942	11,588	10	28.40	36.75
Cox & Kings Ltd.	13,215	-	5	21.69	-
Cummins India Ltd.	-	778	2	-	5.13
Dish TV India Ltd.	-	16,130	1	-	10.37
Dr. Reddy's Laboratories Ltd.	-	3,454	5	-	56.60
Emami Ltd.	4,122	-	1	14.57	-
Ess Dee Aluminium Ltd.	-	800	10	-	3.34
Exide Industries Ltd.	14,496	16,034	1	21.58	22.89
Federal Bank Ltd.	-	656	10	-	2.52
Glaxosmithkline Consumer Healthcare Ltd.	-	1,141	10	-	24.20
Glaxosmithkline Pharmaceuticals Ltd.	1,480	1,480	10	32.36	31.00
HDFC Bank Ltd.	10,015	3,608	2	45.36	79.93
Hero Motocorp Ltd. (Previously Known as Hero Honda Motors Ltd.)	2,217	2,217	2	43.25	35.17
Housing Development Finance Corporation Ltd.	5,385	3,471	2	35.87	23.27
HT Media Ltd.	-	17,616	2	-	26.17
Indiabulls Financial Services Ltd.	-	3,296	2	-	5.06
Indian Metals & Ferro Alloys Ltd.	-	389	10	-	2.28
Indian Oil Corporation Ltd.	6,230	9,203	10	16.36	30.76
IndusInd Bank Ltd.	8,161	10,378	10	19.08	24.27
Infosys Technologies Ltd.	1,488	2,843	5	42.58	87.84
ING Vysya Bank Ltd.	7,443	14,370	10	26.49	46.16
Ipca Laboratories Ltd.	9,165	16,215	2	26.94	47.81
ITC Ltd.	16,642	30,269	1	36.51	52.04
Jain Irrigation Systems Ltd.	9,779	-	2	9.66	-
JSW Steel Ltd.	-	3,190	10	-	29.23
Kec International Ltd.	31,090	-	2	20.29	-
Kpit Cummins Infosystems Ltd.	18,834	-	2	15.07	-
Larsen & Toubro Ltd.	1,399	1,399	2	18.28	23.13
LIC Housing Finance Ltd.	-	36,720	2	-	65.71
Mahindra & Mahindra Financial Services Ltd.	2,234	-	10	14.94	-
Mahindra Holidays & Resorts India Ltd.	8,178	15,618	10	24.66	55.19

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2012

Particulars	As at 31 st March, 2012 Quantity (Nos)	As at 31 st March, 2011 Quantity (Nos)	Face Value (₹)	As at 31 st March, 2012 (₹ in Lacs)	As at 31 st March, 2011 (₹ in Lacs)
Manappuram General Finance & Leasing Ltd.	33,971	17,386	2	10.33	23.02
Mindtree Ltd.	-	11,475	10	-	45.10
Nestle India Ltd.	1,200	1,122	10	43.36	40.37
Oil and Natural Gas Corporation Ltd.	-	8,724	5	-	23.93
Opto Circuits India Ltd.	13,975	22,018	10	26.18	53.61
Power Grid Corporation of India Ltd.	-	100,000	10	-	90.00
Punjab National Bank	-	2,731	10	-	33.32
Raymond Ltd.	5,751	-	10	19.79	-
Redington (India) Ltd.	21,385	-	2	18.82	-
Reliance Industries Ltd.	-	2,913	10	-	28.95
S.Kumars Nationwide Ltd.	-	51,810	10	-	28.37
Sadbhav Engineering Ltd.	-	5,012	1	-	5.04
Sasken Communication Technologies Ltd.	-	1,374	10	-	2.16
South Indian Bank Ltd.	-	23,892	1	-	5.07
State Bank of India	1,050	2,917	10	22.00	80.74
Sun TV Network Ltd.	7,823	-	5	23.23	-
Tata Steel Ltd.	-	7,749	10	-	48.08
Tulip Telecom Ltd.	-	2,448	2	-	3.45
TVS Motor Company Ltd.	-	80,258	1	-	47.91
Uflex Ltd.	-	1,027	10	-	1.48
United Phosphorous Ltd.	19,773	33,540	2	25.70	47.75
Voltas Ltd.	-	2,671	1	-	4.57
Yes Bank Ltd.	-	852	10	-	2.51
Zee Entertainment Enterprises Ltd.	11,567	-	1	14.64	-
Unquoted Fully Paid-Up					
Jade Stone Development and Holding Pvt. Ltd. *	74,898	-	1	0.75	-
Marwar Consultancy Pvt. Ltd. *	74,916	-	1	0.75	-
Prabal Traders and Advisors Pvt. Ltd. *	74,876	-	1	0.75	-
Sherin Advisors and Traders Pvt. Ltd. *	74,594	-	1	0.75	-
Vahin Advisors and Traders Pvt. Ltd. *	74,852	-	1	0.75	-
Zwenzi Traders and Advisors Pvt. Ltd. *	74,641	-	1	0.75	-
* Held by Portfolio manager on behalf of the company.					
Total Equity Instruments (a)				932.35	1,622.27
(b) In Debentures					
Quoted Fully Paid-Up					
16 % Secured Non-Convertible Redeemable Debentures of Vijay Associates (Wadhwa) Constructions Pvt. Ltd.	500	500	43,200 (Previous Year ₹ 34,360)	216.00	171.80
Unquoted Fully Paid-Up					
0 % Secured Non-Convertible Debentures of Avantha Holdings Ltd. (Formerly, Solaris Holdings Ltd.)	1	-	75,000,000	754.09	-

Notes to the Financial Statement for the year ended 31st March, 2012

Particulars	As at 31 st March, 2012 Quantity (Nos)	As at 31 st March, 2011 Quantity (Nos)	Face Value (₹)	As at 31 st March, 2012 (₹ in Lacs)	As at 31 st March, 2011 (₹ in Lacs)
Non-Convertible Debentures of Dr. Reddy's Laboratories Ltd. #	-	23,754	5	-	-
18 % Secured Non-Convertible Redeemable Debentures of Sri Khodiar Realtech Syndication Pvt. Ltd *	-	440	100,000	-	440.00
17 % Secured Non-Convertible Redeemable Debentures of Ankur Energy Resources Pvt. Ltd.	400	-	50,000	200.00	-
20 % Secured Non-Convertible Redeemable Debentures of Prince Foundations Ltd.	256	-	50,000	128.00	-
18 % Secured Non-Convertible Redeemable Debentures of Galleria Mall Developers Pvt. Ltd.	256	-	66,675	170.69	-
19 % Secured Non-Convertible Redeemable Debentures of Sheth Developers Pvt. Ltd.	160	-	42,857	68.57	-
18 % Secured Non-Convertible Redeemable Debentures of Lily Realty Pvt. Ltd. Series B # Received in the form of bonus debentures	96	-	50,003	48.00	-
* Held by Portfolio manager on behalf of the Company.					
Total Debentures (b)				1,585.35	611.80
(c) In Corporate Bonds					
Quoted Fully Paid-Up					
0 % National Bank for Agriculture and Rural Development 1-January-2018 (Bhavishya Nirman Bonds)	12,000 *	12,000	20,000	1,349.79	1,349.79
0 % National Bank for Agriculture and Rural Development 1-January-2019 (Bhavishya Nirman Bonds)	8,350	2,350	20,000	886.86	242.94
* Includes 7000 units pledged with a NBFC, since been released					
Total Corporate Bonds (c)				2,236.65	1,592.73
(d) Mutual Funds					
Quoted Fully Paid-Up					
ARDP Edelweiss Absolute Return Fund-Dividend Payout	-	2,181,501	10	-	240.84
Birla Sun Life Fixed Term Plan Series CW Growth	-	5,000,000	10	-	500.00
Birla Sun Life Savings Fund-Retail -Weekly Dividend *	-	2,113,530	10	-	211.61
Birla Sun Life Short Term FMP Series 6 Dividend Payout	-	15,000,000	10	-	1,500.00
BNP Paribas Fixed Term Fund Series 20 C Growth	5,000,000	5,000,000	10	500.00	500.00
BNP Paribas Fixed Term Fund Series 21H Growth	-	5,000,000	10	-	500.00
DSP Blackrock Equity Fund-Regular Plan-Dividend Payout	877,308	1,238,312	10	399.96	600.00
DSP Blackrock Government Securities Fund-Growth	-	1,530,358	10	-	500.00
DSP Blackrock Small & Midcap Fund-Regular Plan-Dividend Payout	-	1,375,220	10	-	199.19

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2012

Particulars	As at 31 st March, 2012 Quantity (Nos)	As at 31 st March, 2011 Quantity (Nos)	Face Value (₹)	As at 31 st March, 2012 (₹ in Lacs)	As at 31 st March, 2011 (₹ in Lacs)
DSP Blackrock Top 100 Equity Fund Regular Plan					
Dividend Reinvestment	5,310,369	3,430,117	10	1,061.76	710.00
Fidelity FMP Series 5 Plan E Growth	-	10,000,000	10	-	1,000.00
Franklin India Blue Chip Fund Dividend Reinvestment	638,209	585,450	10	223.96	220.00
HDFC FMP 370D November 2010 (1) Growth Series XVII	-	7,000,000	10	-	700.00
HDFC FMP 370D September 2010 (2) Growth Series XV	-	25,000,000	10	-	2,500.00
HSBC Fixed Term Series 79 Growth	-	5,000,000	10	-	500.00
ICICI Prudential FMP Series 52-1 Year Plan C Cumulative	-	25,000,000	10	-	2,500.00
ICICI Prudential FMP Series 53 - 1 Year Plan D Cumulative	-	15,000,000	10	-	1,500.00
ICICI Prudential FMP Series 53 - 1 Year Plan E Cumulative	-	5,000,000	10	-	500.00
ICICI Prudential FMP Series 55 - 1 Year Plan A	-	5,000,000	10	-	500.00
ICICI Prudential FMP Series 55 - 1 Year Plan E Cumulative	-	10,000,000	10	-	1,000.00
IDFC Fixed Maturity 100 Days Series 1 Dividend Payout	-	10,000,000	10	-	1,000.00
IDFC Fixed Maturity Yearly Series 40 Growth	-	5,000,000	10	-	500.00
IDFC FMP Yearly Series 42 Growth	-	10,000,000	10	-	1,000.00
IDFC Sterling Equity Fund Dividend Payout (Previously known as IDFC Small & Midcap Equity (SME) Fund-Dividend-Payout)	1,610,492	1,610,492	10	218.01	237.13
Kotak FMP 370 Days Series 9 - Growth	-	28,000,000	10	-	2,800.00
Kotak FMP Series 32 - Growth	-	10,000,000	10	-	1,000.00
Kotak FMP Series 39 Growth	-	5,000,000	10	-	500.00
Motilal Oswal Mutual Fund - Motilal Oswal MOSSt Shares M50 Exchange Traded Fund	-	460,871	10	-	360.86
Motilal Oswal Most Shares Midcap 100 ETF	-	3,791,882	10	-	300.71
Pramerica Fixed Duration Fund Series 1 Growth Option	-	50,000	1,000	-	500.00
Reliance Equity Opportunities Fund - Retail Plan- Dividend Plan- Payout	2,195,171	2,195,171	10	483.86	500.00
Reliance Equity Opportunities Fund -Retail Plan- Dividend Plan- Reinvestment	1,661,841	2,930,299	10	366.30	676.72
Reliance Equity Opportunities Fund Retail Plan Growth Plan	764,720	764,720	10	250.00	250.00
Religare FMP Series IV Plan F Growth	-	5,000,000	10	-	500.00
UTI Fixed Income Interval Fund Series II Quarterly Interval Plan VII Dividend Payout	-	9,997,001	10	-	1,000.00
* Held by Portfolio manager on behalf of the company.					
Unquoted Fully Paid-Up					
AIG India Treasury Fund- Super Instititutional Plan-Weekly Dividend Option *	21,823	1,085,436	1,000	218.54	108.70
Baroda Pioneer Treasury Advantage Fund Institutional Daily Dividend Plan	-	10,289	1,000	-	102.98
Birla Sun Life Floating Rate Fund Short Term IP Growth	-	20,327,275	10	-	2,641.51

Notes to the Financial Statement for the year ended 31st March, 2012

Particulars	As at 31 st March, 2012 Quantity (Nos)	As at 31 st March, 2011 Quantity (Nos)	Face Value (₹)	As at 31 st March, 2012 (₹ in Lacs)	As at 31 st March, 2011 (₹ in Lacs)
BNP Paribas Overnight - Institutional					
Growth	3,343,834	-	10	551.43	-
Canara Robeco Income Dividend Fund Reinvestment	-	2,730,918	10	-	357.68
HDFC Cash Management Fund-Treasury Advantage-Wholesale plan Weekly Dividend Option *	-	5,007,178	10	-	501.98
HDFC Equity Fund Dividend Reinvestment	995,169	1,790,207	10	399.85	856.69
HDFC Equity Fund-Dividend -Payout	1,526,909	1,526,909	10	613.50	730.69
HDFC Midcap Opportunities Fund Dividend Payout	2,126,453	2,126,453	10	300.00	300.00
HDFC Midcap Opportunities Fund Dividend Reinvestment	4,256,768	3,859,137	10	602.89	545.00
HSBC Cash Fund- Institutional Plus - Growth	5,128,826	-	10	550.40	-
ICICI Prudential Blended Plan B Institutional Monthly Dividend Option-II- Payout	-	9,973,868	10	-	1,000.00
ICICI Prudential Blended Plan B Institutional Monthly Dividend Option-II- Payout	-	3,740,201	10	-	375.00
ICICI Prudential Dynamic Plan-Dividend -Reinvestment	2,760,265	2,675,785	10	479.72	493.81
ICICI Prudential Dynamic Plan-Dividend -Payout	3,403,295	3,403,295	10	591.48	600.00
ICICI Prudential Focused Bluechip Equity Fund Retail Dividend Payout	4,667,078	4,667,078	10	725.73	750.00
ICICI Prudential Gilt Fund-Investment Plan-Growth	-	1,550,801	10	-	500.00
ICICI Prudential Interval Fund Annual Interval Plan III Retail Dividend Cumulative	-	12,046,354	10	-	1,500.00
ICICI Prudential Liquid Super Institutional Plan - Growth	240,065	-	100	379.52	-
Kotak Quarterly Interval Plan Series 9- Dividend Payout	-	9,996,102	10	-	1,000.00
LIC Income Plus Fund Weekly Dividend Plan *	-	21	10	-	-
Reliance Interval Fund-Monthly Interval Fund-Series-II-Institutional Dividend Plan -Reinvestment	-	5,997,001	10	-	600.00
Reliance Quarterly Interval Fund Series II Institutional Dividend Payout	-	14,988,159	10	-	1,500.00
* Held by Portfolio manager on behalf of the company.					
Total Mutual Funds (d)				8,916.91	41,971.10

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2012

Particulars	As at 31 st March, 2012 Quantity (Nos)	As at 31 st March, 2011 Quantity (Nos)	Face Value (₹)	As at 31 st March, 2012 (₹ in Lacs)	As at 31 st March, 2011 (₹ in Lacs)
(e) Other Current Investments					
1. In Commercial Papers					
Unquoted Fully Paid Up					
Edelweiss Housing Finance Ltd .	400	-	500,000	1,968.56	-
2. National Saving Certificate	-	-	-	0.60	0.60
Total Others (e)				1,969.16	0.60
Total Current Investments = (a) + (b) + (c) + (d) + (e)				15,640.42	45,798.50

1. Aggregate amount of Current Investments and market value thereof

	As at 31 st March, 2012		As at 31 st March, 2011	
	Book Value (₹ in Lacs)	Market Value (₹ in Lacs)	Book Value (₹ in Lacs)	Market Value (₹ in Lacs)
Quoted Investments	6,884.35	7,189.66	30,893.86	31,460.00
Unquoted Investments	8,756.07		14,904.64	
	15,640.42		45,798.50	

2. Aggregate amount of provision for diminution in value of Current Investments of ₹ 541.12 lacs
(Previous Year ₹ 322.62 lacs)

3. Refer Note 1(6) for basis of valuation of Current Investments

4. Refer Note 31 in respect of Investment through Portfolio Management Services

Notes to the Financial Statement for the year ended 31st March, 2012

Note 13 - Inventories

	₹ in Lacs	
Particulars	As at 31st March, 2012	As at 31st March, 2011
(Taken, Valued and Certified by Management)		
Raw Materials	4.14	17.03
Work-in-Progress	20.26	62.62
Stock-in-Trade:		
Goods-in-Transit	275.31	168.22
Others	1,885.60	1,323.88
	2,160.91	1,492.10
Stores and Spares	8.74	63.51
Packing Material	43.45	68.01
Scrap(Cullet)	39.97	40.40
Total	2,277.47	1,743.67
For Mode of Valuation Refer Note 1(7)		
Work-in-Progress under Broad heads:		
Glass Tubing	19.51	59.78
Others	0.75	2.84
Total	20.26	62.62
Stock-in-Trade under Broad heads:		
Scientific Apparatus & Laboratory ware	861.52	780.47
Consumer ware	1,265.66	575.89
Others	33.73	135.74
Total	2,160.91	1,492.10

Note 14 - Trade Receivable

	₹ in Lacs	
Particulars	As at 31st March, 2012	As at 31st March, 2011
(Unsecured and Subject to Confirmation) :		
Due for a Period Exceeding Six Months from the due date		
Considered Good	8.50	34.70
Considered Doubtful	27.69	35.05
	36.19	69.75
Less : Provision for Doubtful Debts	27.69	35.05
	8.50	34.70
Other Debts		
Considered Good	2,487.30	2,537.67
Total	2,495.80	2,572.37

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2012

Note 15 - Cash and Bank Balances

Particulars	₹ in Lacs	
	As at 31 st March, 2012	As at 31 st March, 2011
Cash and Cash Equivalents		
Balances with Banks in current accounts	216.71	128.45
Fixed deposit with Banks - Having maturity less than 3 months	141.75	-
Cheques, Drafts on Hand	6.48	-
Cash on Hand	3.82	9.03
Total	368.76	137.48
Other Bank Balances		
Fixed deposit with Banks - Having maturity 3 to 12 months	74.67	648.43
Fixed deposit with Banks - Having maturity more than 12 months	0.30	-
Earmarked Balances with bank :		
For Unpaid Dividend Accounts	35.17	23.93
For Unpaid Interest on Matured Deposit Accounts	0.92	0.92
Fixed deposit with Bank for Unclaimed Public deposits	2.00	2.50
Fixed deposit pledged with the Banks*	401.91	191.22
Total	883.73	1,004.48

* Includes ₹ 226.91 lacs (Previous year ₹ 150.00 lacs) in respect of letter of credit facilities availed by other party.

Note 16 - Short - Term Loans and Advances

Particulars	₹ in Lacs	
	As at 31 st March, 2012	As at 31 st March, 2011
(Unsecured, Considered Good)		
Loans and Advances to Related Parties:		
Inter Corporate Deposit	-	6,348.00
Interest receivables	119.39	281.52
Loans and Advances to Others :		
Inter Corporate Deposit	400.00	-
Deposits	348.27	61.38
Interest receivables	48.93	41.87
Advances to Creditors	170.64	28.31
Commodity Future Trading receivables	3,041.09	2,531.14
Advance Tax (Net)	13.77	13.26
Balance with Excise Authorities	9.51	0.58
Others*	1,473.56	1,440.09
Total	5,625.16	10,746.15

* Includes mainly Share application money & amount receivable from Portfolio Managers (refer note 31) etc.

Notes to the Financial Statement for the year ended 31st March, 2012
Note 17 - Other Current Assets

	₹ in Lacs	
Particulars	As at 31 st March, 2012	As at 31 st March, 2011
Interest accrued on Investments	413.24	31.28
Fixed Assets held for disposal	35.04	55.63
Total	448.28	86.91

Note 18 - Revenues from Operations

	₹ in Lacs	
Particulars	For the Year Ended 31 st March, 2012	For the Year Ended 31 st March, 2011
Sale of Products	12,598.23	11,977.52
Other Operating Revenue	4.12	4.18
Gross Revenue from Operations	12,602.35	11,981.70
Less : Excise duty recovered	-	67.86
Net Revenue from Operations	12,602.35	11,913.84
Sale of Products under Broad Head		
Scientific Apparatus & Laboratory ware	7,528.49	7,711.62
Consumer ware	4,833.55	3,970.49
Others	236.19	295.41
Total	12,598.23	11,977.52

Note 19 - Other Income

	₹ in Lacs	
Particulars	For the Year Ended 31 st March, 2012	For the Year Ended 31 st March, 2011
Interest Income on		
- Long Term Investments	286.03	7.54
- Current Investments	146.76	81.18
- Inter Corporate Deposits	1,240.78	299.61
- Fixed Deposits with banks	37.34	78.64
- Customers	46.59	27.29
- Others	17.88	45.81
Dividend Income from		
- Long Term Investments	0.15	0.15
- Current Investments	605.04	2,475.31
Profit on Sale of Investments (Net)		
- Long Term Investments	1.83	-
- Current Investments	1,536.74	-

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2012

Profit on Commodity Future Trading (Net)	246.87	95.87
Rent Income	11.64	3.63
Sundry Credit Balance Written Back (Net)	0.27	0.46
Miscellaneous Income	22.51	11.83
Total	4,200.43	3,127.32

Note 20 - Cost of Material consumed

Particulars	₹ in Lacs	
	For the Year Ended 31 st March, 2012	For the Year Ended 31 st March, 2011
Cost of Material consumed under Broad Head		
Tubing	73.82	0.70
Unprocessed glass articles	94.09	116.99
Accessories	1.93	1.02
Total	169.84	118.71

Particulars	For the Year Ended 31 st March, 2012		For the Year Ended 31 st March, 2011	
	(₹ In Lacs)	% of Consumption	(₹ In Lacs)	% of Consumption
Material Consumed				
Imported	128.76	76%	-	-
Indigenous	41.08	24%	118.71	100%
Total	169.84	100%	118.71	100%

Note 21 - Purchase of Stock - in - Trade

Particulars	₹ in Lacs	
	For the Year Ended 31 st March, 2012	For the Year Ended 31 st March, 2011
Purchase of Stock-in-Trade under Broad Head		
Scientific Apparatus & Laboratory ware	4,307.26	4,548.98
Consumer ware	3,239.55	2,224.49
Others	63.15	280.68
Total	7,609.96	7,054.15

Note 22 - Changes in Inventories of Work-in-Progress and Stock-in-Trade

Particulars	₹ in Lacs	
	For the Year Ended 31 st March, 2012	For the Year Ended 31 st March, 2011
At the end of the Year		
Work-in-Progress	20.26	62.62
Stock-in-Trade	2,160.91	1,492.10
Scrap (Cullet)	39.97	40.40
	2,221.14	1,595.12

Notes to the Financial Statement for the year ended 31st March, 2012

At the beginning of the Year

Work-in-Progress	62.62	480.12
Stock-in-Trade	1,492.10	1,011.88
Scrap (Cullet)	40.40	65.76
	1,595.12	1,557.76
Total	(626.02)	(37.36)

Note 23 - Employee Benefits Expense

	₹ in Lacs	
Particulars	For the Year Ended 31st March, 2012	For the Year Ended 31st March, 2011
(A) Salaries, Wages & allowances	949.59	785.19
Contribution to Provident and Other Funds	51.32	64.89
Staff Welfare Expenses	90.06	87.15
Total	1,090.97	937.23

(B) As per Accounting Standard-15 'Employee Benefits', the disclosure of Employee benefits as defined in the Accounting Standard are given below:

(a) Defined Contribution Plan:

Contribution to Defined Contribution Plan, recognized as expense for the year are as under:

	₹ in Lacs	
Particulars	2011-12	2010-11
Employer's Contribution to Provident Fund	29.90	28.04
Employer's Contribution to Superannuation Fund	-	4.10
Employer's Contribution to Pension Scheme	10.93	11.35
Employer's Contribution to ESIC	2.21	3.26

The contribution to provident fund is made to Employees' Provident Fund managed by Provident Fund Commissioner. Employees' Superannuation Fund is managed by Life Insurance Corporation of India.

(b) Defined Benefit Plan:

The employees' gratuity Fund is managed by the Life Insurance Corporation of India. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

	₹ in Lacs	
Particulars	2011-12	Gratuity (Funded) 2010-11
<u>Actuarial assumptions</u>		
Mortality Table	LIC(1994-96)	LIC(1994-96)
Salary growth :-	6.00%	6.00%
Discount rate	8.00%	8.00%
<u>Expected returns on plan assets</u>	8.50%	8.50%
<u>Movement in present value of defined benefit obligation</u>		
Obligation at the beginning of the year	68.78	75.08
Current service cost	11.51	11.20
Interest cost	5.50	6.01
Actuarial gains/(loss) on obligation	(3.81)	6.96
Benefits paid	(17.17)	(30.47)
Obligation at the end of the year	64.81	68.78

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2012

Amount recognised in the income statement

Current service cost	11.51	11.20
Interest cost	5.50	6.01
Expected Return on Plan Assets	(4.86)	(6.10)
Net actuarial (gains)/losses recognized in the year	(3.87)	(0.49)
Past Service Cost	-	7.25

Total **8.28** **17.87**

Movement in present value of plan assets

Fair value at the beginning of the year	62.83	86.89
Expected Return on Plan Assets	4.86	6.10
Contribution	5.95	0.70
Actuarial gains/(losses)	0.07	0.20
Benefits paid	(17.17)	(30.47)
Other payment	(0.01)	(0.59)

Fair value at the end of the year **56.53** **62.83**

(c) Fair Value of assets

₹ in Lacs

Class of assets	Fair Value of Asset	
	2011-12	2010-11
Life Insurance Corporation	51.75	62.28
Bank Balance	4.69	0.46
TDS Credit	0.09	0.09
Total	56.53	62.83

(d) Net Liability / (Assets) Recognised in the balance sheet

₹ in Lacs

Amount recognised in the balance sheet	2011-12	2010-11
Present value of obligations at the end of the year	64.81	68.78
Less: Fair value of plan assets at the end of the year	56.53	62.83
Net liability/(Assets) recognized in the balance sheet	8.28	5.95

(e) Amounts for current and previous four periods are as follows :

₹ in Lacs

Gratuity (Funded)	2011-12	2010-11	2009-10	2008-09	2007-08
Defined Benefit Obligation	64.81	68.78	75.08	332.13	326.39
Plan Assets	56.53	62.83	86.89	123.43	157.14
Surplus/(deficit)	(8.28)	(5.95)	11.81	(208.70)	(169.25)
Experience adjustment on plan Assets	(0.07)	(0.20)	(0.04)	(0.63)	(1.11)
Experience adjustment on plan Liabilities	(3.81)	1.26	11.12	14.90	11.13

(f) The estimate of rate of escalation in Salary considered in actuarial valuation, takes into account inflation, seniority, promotion and other retirement factors including supply & demand in the employment market. The above information is certified by the actuary.

Note 24 - Finance Cost

₹ in Lacs

Particulars	For the Year Ended 31 st March, 2012	For the Year Ended 31 st March, 2011
Interest Expenses	18.36	235.05
Other Borrowing Cost	-	14.71
Total	18.36	249.76

Notes to the Financial Statement for the year ended 31st March, 2012

Note 25 - Other Expenses

₹ in Lacs

Particulars	For the Year Ended 31 st March, 2012		For the Year Ended 31 st March, 2011	
Trading and Manufacturing Expenses				
Stores and Spares		51.36		29.98
Processing Charges		87.15		52.25
Packing Materials Consumed		344.84		300.42
Excise Duty		-		(5.70)
Repairs to Machinery		-		5.96
Repairs to Buildings		17.93		4.72
Selling and Distribution Expenses				
Sales Promotion and Advertisement Expenses		496.38		118.68
Brokerage, Discount and Commission		151.93		215.01
Freight Outward / Octroi		480.75		436.06
Warehousing Expenses		203.05		151.28
Additional Tax & Turnover tax		3.26		11.61
Other Selling and Distribution Expenses		31.16		26.67
Administrative and General Expenses				
Rent		314.42		130.53
Rates and Taxes		2.91		10.31
Other Repairs		28.38		25.60
Insurance		23.32		23.27
Legal & Professional Fees		403.16		165.06
Travelling		503.28		467.73
Loss on Foreign Currency transactions (Net)		18.72		9.91
Bad Debts	25.92		0.07	
Less: Provision for Doubtful Debts	(7.36)	18.56	-	0.07
Provision for Doubtful Debts		-		8.32
Provision for diminution in the value of Current Investments		218.50		322.62
Loss on sale of Current Investments (Net)		-		1,812.45
Loss on sale/discarding of Fixed assets		0.37		2.69
Investment Advisory Charges		130.40		77.51
Commission to Directors		213.25		143.00
Directors Sitting Fees		7.70		6.20
Payment to Auditors		27.81		23.53
Donation		16.65		61.49
Miscellaneous Expenses		288.85		285.67
Total		4,084.09		4,922.90

Stores and Spares

Particulars	For the Year Ended 31 st March, 2012		For the Year Ended 31 st March, 2011	
	(₹ In Lacs)	% of Consumption	(₹ In Lacs)	% of Consumption
Imported	19.49	38%	-	-
Indigenous	31.87	62%	29.98	100%
Total	51.36	100%	29.98	100%

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2012

Details of Payment to Auditors

Particulars	₹ in Lacs	
	For the Year Ended 31 st March, 2012	For the Year Ended 31 st March, 2011
Audit Fees	15.51	13.49
Tax Audit Fees	3.88	3.31
Certification charges	4.13*	1.36
Taxation matter	4.84	5.37
Total	28.36	23.53

* Includes ₹ 0.55 lacs related to Buy back of Equity shares

Note 26 - Exceptional Items

Particulars	₹ in Lacs	
	For the Year Ended 31 st March, 2012	For the Year Ended 31 st March, 2011
Loss on discarding of Capital Work in Progress	299.86	248.85
Buy-back Expenses	37.81	-
Total	337.67	248.85

Note 27 - Extraordinary Items

Particulars	₹ in Lacs	
	For the Year Ended 31 st March, 2012	For the Year Ended 31 st March, 2011
Voluntary Retirement Expenses	-	63.49
Profit on sale of fixed assets*	-	(78,485.77)
Total	-	(78,422.28)

* Profit on sale of Marol properties

Note 28 - Earnings Per Equity share

Particulars	₹ in Lacs	
	For the Year Ended 31 st March, 2012	For the Year Ended 31 st March, 2011
Net Profit After Tax before extra-ordinary items (Net of Tax) Attributable to Equity Shareholders for Basic EPS and Diluted EPS (₹ In Lacs)	3,252.80	1,850.05
Add : Extra-ordinary Items (Net of Tax) (₹ In Lacs)	-	62,930.30
Net Profit After Tax Attributable to Equity Shareholders for Basic EPS and Diluted EPS (₹ In Lacs)	3,252.80	64,780.35
Weighted Average Number of Equity Shares Outstanding During the Year for Basic EPS and Diluted EPS (in Nos.)	3,800,884	3,963,928
Basic and Diluted Earning per share of ₹ 10/- each (in ₹)		
Before Extra-ordinary items	85.58	46.65
After Extra-ordinary items	85.58	1,634.24
Face Value per Equity Share (in ₹)	10.00	10.00

Notes to the Financial Statement for the year ended 31st March, 2012

Note 29 - Contingent Liabilities and Commitments (To the extent not provided for)

₹ in Lacs

Particulars	As At 31 st March, 2012	As At 31 st March, 2011
Contingent Liabilities		
Claims against the Company not acknowledged as debts		
(i) Disputed Liabilities in Appeal (No Cash outflow is expected in the near future)		
- Sales Tax	141.61	91.58
- Cenvat Credit/Service Tax	19.26	59.70
- Others	35.48	36.34
Guarantees		
- Bank Guarantees	40.07	41.22
Others		
1. Fixed Deposit Pledged with a Bank against Letter of Credit facility to a third party	226.91	150.00
2. Letter of Credits- Foreign	71.59	-
Total	534.92	378.84
Commitments		
Estimated amount of Contracts remaining to be executed on Capital Account not provided for	587.88	5,975.77
Buy-back of Shares	1,150.48	-
Commitments to subscribe to Venture Capital Fund	750.00	-
Uncalled Liability on partly paid up Investments	1,500.00	-

Note 30 - MAT Credit

Presently the company is liable to pay MAT under section 115JB of the Income Tax Act, 1961 (The Act) and the amount paid as MAT is allowed to be carried forward for being set off against the future tax liabilities computed in accordance with the provisions of the Act, other than Section 115JB, in next Ten years. Based on the future projection of the performances, the Company will be liable to pay the income tax computed as per provisions, other than under section 115JB, of the Act. Accordingly as advised in Guidance note on "Accounting for Credit available in respect of Minimum Alternate Tax under the Income Tax Act 1961" issued by the Institute of Chartered Accountants of India, ₹ 132.69 Lacs (Previous year ₹ 461.69 Lacs) being the excess of tax payable u/s 115JB of the Act over tax payable as per the provisions other than section 115JB of the Act has been considered as MAT credit entitlement and credited to statement of profit & loss.

Note 31 - Portfolio Management Services

As at 31st March 2012, the Company has invested ₹ 3,468.70 Lacs (Previous year ₹ 4,325 Lacs) through Portfolio Managers who provide Portfolio Management Services which are in the nature of investment administrative management services and include the responsibility to manage, invest and operate the fund as per the agreement(s) entered with them. As on the said date, the outstanding balance of securities amounting to ₹ 2,202.39 Lacs (Previous year ₹ 3,316 Lacs) has been accounted as investment in Note 8 and 12 and the balance amount of ₹ 1,266.31 Lacs (Previous year ₹ 1,009 Lacs) has been shown under the head "Short- term Loans and Advances" in Note 16.

Note 32 - Excise Duty

₹ in Lacs

Particulars	2011-12	2010-11
Excise duty shown as a reduction from Turnover	-	67.86
Excise duty charged Statement to Profit & Loss	-	(25.54)
Difference between closing & opening stock	-	19.84
Short Recovery	-	-

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2012

Note 33 - Financial and Derivative Instruments:

Derivative Contracts entered into by the Company and outstanding are as under:

Particulars	₹ in Lacs	
	As at 31 st March, 2012	As at 31 st March, 2011
Forward Cover Contract	Nil	Nil

Unhedged Foreign Currency exposure as on 31st March, 2012 are as under:

Particulars	₹ in Lacs	
	As at 31 st March, 2012	As at 31 st March, 2011
Receivables	93.94	69.21
Payables	422.43	328.79

Note 34 - Related Party Disclosure

Information on Related Parties Disclosures as per Accounting Standard (AS-18) - "Related Party Disclosures" are given below:

(A) List of Related Parties :

(a) Associate Companies

Fennel Investment & Finance Pvt. Ltd.
Gujarat Borosil Ltd.
Gujarat Fusion Glass Ltd.

(b) Key Management Personnel

Mr. B. L. Kheruka - Executive Chairman.
Mr. P. K. Kheruka - Vice Chairman & Managing Director (Managing Director till 31st July, 2011)
Mr. Shreevar Kheruka - Whole-time Director.
Mr. V. Ramaswami - Whole-time Director.

(c) Relative of Key Management Personnel

Mrs. Rekha Kheruka - Relative of Mr. B. L. Kheruka, Mr. P. K. Kheruka & Mr. Shreevar Kheruka.
Mrs. Kiran Kheruka - Relative of Mr. B. L. Kheruka, Mr. P. K. Kheruka & Mr. Shreevar Kheruka.
Mrs. Priyanka Kheruka - Relative of Mr. B. L. Kheruka, Mr. P. K. Kheruka & Mr. Shreevar Kheruka.

(d) Enterprises over which persons described in (b) & (c) above are able to exercise significant influence (Other Related Parties) with whom transactions have taken place:-

Vyline Glass Works Ltd.
Borosil International Ltd.

(B) Transactions with Related Parties :

Name of Transactions	Name of the Related Party	₹ in Lacs	
		2011-12	2010-11
Sale of Goods	Gujarat Borosil Ltd.	1.84	1.06
	Vyline Glass Works Ltd.	509.44	1,721.30
	Borosil International Ltd.	-	0.17
Sale of Fixed Assets	Vyline Glass Works Ltd.	0.10	8.54
	Gujarat Borosil Ltd.	0.26	0.72
Rent Received	Vyline Glass Works Ltd.	-	0.45
	Gujarat Borosil Ltd.	12.04	2.40
Interest Income	Vyline Glass Works Ltd.	156.06	49.77
	Gujarat Borosil Ltd.	943.68	263.04

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2012

		₹ in Lacs	
Name of Transactions	Name of the Related Party	2011-12	2010-11
Guarantee Commission Income	Vyline Glass Works Ltd.	3.03	-
	Gujarat Borosil Ltd.	2.80	-
Purchase of Goods	Vyline Glass Works Ltd.	4,596.70	4,059.31
	Borosil International Ltd.	-	54.77
Purchase of Capital Goods	Vyline Glass Works Ltd.	136.13	-
Warehousing Charges	Vyline Glass Works Ltd.	1.80	1.80
Job Work Charges	Vyline Glass Works Ltd.	55.78	-
Rent Paid	Mrs. Rekha Kheruka	7.20	7.20
	Borosil International Ltd.	-	2.03
Interest paid	Fennel Investment & Finance Pvt. Ltd.	-	5.21
Professional Fees	Mrs. Priyanka Kheruka	12.00	7.10
Directors Sitting Fees	Mr. B.L.Kheruka	-	0.85
	Mr. Shreevar Kheruka	-	0.45
	Mr. P. K. Kheruka	1.00	-
Managerial Remuneration	Mr. V. Ramaswami	29.19	24.44
	Mr. B. L. Kheruka	124.18	32.18
	Mr. P. K. Kheruka	57.41	113.51
	Mr. Shreevar Kheruka	82.25	25.20
Dividend paid	Mr. B. L. Kheruka	11.46	19.10
	Mr. P. K. Kheruka	11.46	19.10
	Mr. Shreevar Kheruka	7.52	12.53
	Mrs. Kiran Kheruka	11.46	19.10
	Mrs. Rekha Kheruka	11.46	19.10
Reimbursement of expenses to	Gujarat Borosil Ltd.	4.17	10.01
	Vyline Glass Works Ltd.	0.26	-
Reimbursement of expenses from	Gujarat Borosil Ltd.	1.26	1.06
	Vyline Glass Works Ltd.	2.86	0.35
Investments in Preference Share	Gujarat Borosil Ltd.	9,000.00	-
Investments as on balance sheet date:			
Preference Shares	Gujarat Borosil Ltd.	9,000.00	-
Equity Shares	Gujarat Borosil Ltd.	1,527.95	1,527.95
Equity Shares	Fennel Investment & Finance Pvt. Ltd.	415.00	415.00
Sundry Debtors	Vyline Glass Works Ltd.	444.99	997.06
Unsecured Loan refunded to	Fennel Investment & Finance Pvt. Ltd.	-	105.89
Unsecured Loan Given	Gujarat Borosil Ltd.	2,653.00	6,348.00
	Vyline Glass Works Ltd.	1,493.22	356.85
Unsecured Loan refunded by	Gujarat Borosil Ltd.	8,429.05	-
	Vyline Glass Works Ltd.	136.13	-

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2012

		₹ in Lacs	
Name of Transactions	Name of the Related Party	2011-12	2010-11
Refund of advance from	Vyline Glass Works Ltd.	700.00	-
Interest receivable on	Gujarat Borosil Ltd.	15.11	236.74
unsecured Loan	Vyline Glass Works Ltd.	104.28	44.78
Unsecured Loan & Advances:	Gujarat Borosil Ltd.	571.95	-
Non-Current	Vyline Glass Works Ltd.	1,713.95	1,056.85
Unsecured Loan & Advances :	Gujarat Borosil Ltd.	-	6,348.00
Current			
Current Liabilities	Gujarat Borosil Ltd.	-	5.43
	Borosil International Ltd.	0.51	9.61
Loans and Advances	Gujarat Borosil Ltd.	5.44	-
	Vyline Glass Works Ltd.	131.04	-
Fixed deposit pledged with a Bank to grant Letter of Credit facility for	Vyline Glass Works Ltd.	226.91	150.00
FMP pledged with a Bank to grant Letter of Credit facility for	Vyline Glass Works Ltd.	220.00	-
	Gujarat Borosil Ltd.	530.00	-

(C) In accordance with the Clause 32 of Listing Agreement, advance in the nature of loan is/are as under:

(a) The Company has given advances in the nature of Loan as defined in clause 32 of the listing agreement as under;

₹ in Lacs				
Name of Company	Outstanding at the end of the year	Outstanding at the end of the previous year	Maximum amount outstanding during the year	Maximum amount outstanding during the previous year
Gujarat Borosil Ltd.	571.95	6,348.00	9,001.00	6,348.00
Vyline Glass Works Ltd.	1,713.95	356.85	1,713.95	356.85

(b) None of the Loanees have invested in the shares of the Company.

(c) Loans to employees as per Company's Policy are not considered for this purpose.

Note 35 - Segment Information

Segment information as per Accounting Standard 17 on Segment Reporting for the year ended 31st March, 2012

The Company has identified three reportable segments viz. Scientificware, Consumerware & Others. Segments have been identified and reported taking into account nature of products and services, the differing risks and returns and the internal business reporting systems. The accounting policies adopted for segment reporting are in line with the accounting policy of the Company with following additional policies for segment reporting.

- Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "Unallocable".
- Segment assets and segment liabilities represent assets and liabilities in respective segments. Investments, tax related assets and other assets and liabilities that cannot be allocated to a segment on reasonable basis have been disclosed as "Unallocable".

Notes to the Financial Statement for the year ended 31st March, 2012
Information about Primary Business Segments :

₹ in Lacs

Particulars	Scientificware		Consumerware		Others		Unallocated		Grand Total	
	31 st March, 2012	31 st March, 2011	31 st March, 2012	31 st March, 2011	31 st March, 2012	31 st March, 2011	31 st March, 2012	31 st March, 2011	31 st March, 2012	31 st March, 2011
REVENUE										
Revenue From Operations	7,528.49	7,643.76	4,833.55	3,970.49	240.31	299.59	-	-	12,602.35	11,913.84
Total Revenue	7,528.49	7,643.76	4,833.55	3,970.49	240.31	299.59	-	-	12,602.35	11,913.84
Segment Results	1,780.63	1,334.99	560.45	828.08	51.00	32.78	-	-	2,392.08	2,195.85
Unallocated Corporate Expenses (Net)	-	-	-	-	-	-	711.52	3,496.51	711.52	3,496.51
Profit / (Loss)	1,780.63	1,334.99	560.45	828.08	51.00	32.78	(711.52)	(3,496.51)	1,680.56	(1,300.66)
Finance Costs	-	-	-	-	-	-	18.36	249.76	18.36	249.76
Interest/Dividend Income	-	-	-	-	-	-	2,380.57	3,015.53	2,380.57	3,015.53
Income Tax/Deferred Tax	-	-	-	-	-	-	789.97	(384.94)	789.97	(384.94)
Profit/(Loss) from Ordinary Activities	1,780.63	1,334.99	560.45	828.08	51.00	32.78	860.72	(345.80)	3,252.80	1,850.05
Extraordinary Items (Net of Tax)	-	-	-	-	-	-	-	(62,930.30)	-	(62,930.30)
Net Profit	1,780.63	1,334.99	560.45	828.08	51.00	32.78	860.72	62,584.50	3,252.80	64,780.35
Segment Assets	2,814.30	2,415.03	1,864.72	1,224.20	20.85	180.62	-	-	4,699.87	3,819.85
Unallocated Corporate Assets	-	-	-	-	-	-	61,216.75	65,827.38	61,216.75	65,827.38
Total Assets	2,814.30	2,415.03	1,864.72	1,224.20	20.85	180.62	61,216.75	65,827.38	65,916.62	69,647.23
Segment Liabilities	603.54	620.62	686.95	415.84	12.77	38.25	-	-	1,303.26	1,074.71
Unallocated Corporate Liabilities	-	-	-	-	-	-	2,247.63	1,879.64	2,247.63	1,879.64
Total Liabilities	603.54	620.62	686.95	415.84	12.77	38.25	2,247.63	1,879.64	3,550.89	2,954.35
Capital Expenditure	-	-	1.13	-	-	-	7,081.39	568.03	7,082.52	568.03
Depreciation	-	-	0.03	-	-	-	75.11	81.81	75.14	81.81
Non-cash Expenditure	-	-	-	-	-	-	-	-	-	-

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2012

a. The reportable Segments are further described as follows:

Scientificware: Comprising of items used in Laboratories and Scientific ware.

Consumerware: Comprising of items for Domestic use.

Others: Comprising of items for industrial use, Miscellaneous Trading items and solar water heating system.

Unallocated: Consists of Income including income from investments, expenses, assets and liabilities which can not be directly identified to any of the above segments.

b. **Secondary Segment:**

Since the operation of the Company are predominantly conducted within India, as such there is no reportable Geographical Segment.

Note 36 - CIF Value of Imports

Particulars	₹ in Lacs	
	For the Year Ended 31 st March, 2012	For the Year Ended 31 st March, 2011
In Respect of :		
Raw Material	102.92	-
Capital Goods	2.32	47.62
Traded Goods	2,137.47	2,233.48

Note 37 - Expenditure in Foreign Currency

Particulars	₹ in Lacs	
	For the Year Ended 31 st March, 2012	For the Year Ended 31 st March, 2011
Travelling	95.31	74.01
Professional Fees	6.14	4.44
Exhibition Expenses	17.51	14.28
Others	2.85	3.10

Note 38 - Remittance in Foreign Currency on Account of Dividend

Particulars	₹ in Lacs	
	For the Year Ended 31 st March, 2012	For the Year Ended 31 st March, 2011
Amount of Dividend Remitted (Gross) (₹ In Lacs)	0.15	0.24
Number of Non Resident Shareholders	3	3
Number of Equity Shares held by them	975	975
Year to which dividend relates	2010-11 (Final Dividend)	2010-11 (Interim Dividend)

Note 39 - Earnings in Foreign Currency

Particulars	₹ in Lacs	
	For the Year Ended 31 st March, 2012	For the Year Ended 31 st March, 2011
FOB Value of exports	462.73	315.77

Note 40

Previous year's figures have been re-grouped, reworked, reclassified and re-arranged wherever necessary.

As per our report of even date

For CHATURVEDI & SHAH
Chartered Accountants

R.Koria
Partner

Place : Mumbai
Date : 24th May, 2012

Rajesh Chaudhary
Chief Financial Officer

Swati Sahukara
Company Secretary

For and on behalf of the Board of Directors

B. L. Kheruka Executive Chairman

Shreevar Kheruka Whole-time Director & CEO

V. Ramaswami Whole-time Director

BOROSIL GLASS WORKS LTD.

Registered Office : Khanna Construction House, 44, Dr. R. G. Thadani Marg, Worli, Mumbai - 400 018.

ATTENDANCE SLIP

49th Annual General Meeting on 9th August, 2012 at 03.00 p.m.

Folio No. /Client ID & D.P. ID No.

Name of the Attending Member

Please tick whether member/Joint-Holder/Proxy

No. of Shares held

Member's or Proxy's Signature

NOTE :

Shareholder/Proxy must bring the Attendance Slip to the Meeting and hand over the same at the entrance duly signed.

BOROSIL GLASS WORKS LTD.

Registered Office : Khanna Construction House, 44, Dr. R. G. Thadani Marg, Worli, Mumbai - 400 018.

PROXY FORM

Folio No. /Client ID & D.P. ID No.

I/We.....

..... of

..... in the district of being a member/members

of Borosil Glass Works Ltd. hereby appoint

..... of

..... in the district of or

failing him

..... in the district of.....

as my/our proxy to vote for me/us on my/our behalf at the 49th Annual General Meeting of the Company to be held on Thursday the 9th August, 2012 and at any adjournment thereof.

Signed this.....day of.....2012.



NOTE :

The proxy form duly completed must reach the Registered Office of the Company at Mumbai not less than 48 hours before the commencement of the Meeting.

NOTES