

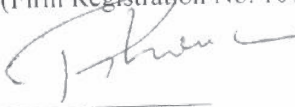



FORM A

1	Name of the company	Borosil Glass Works Limited
2	Annual Financial statements for the year ended	31 st March, 2013
3	Type of Audit observation	Unqualified
4	Frequency of observation	Not Applicable
5	To be signed by –	
	• CEO/Managing Director	 Shreevar Kheruka
	• CFO	 Rajesh Chaudhary
	• Auditor of the company	For CHATURVEDI & SHAH Chartered Accountant (Firm Registration No. 101720W)  R. Koria Partner Membership No. 35629
	• Audit Committee Chairman	 S. Bagai



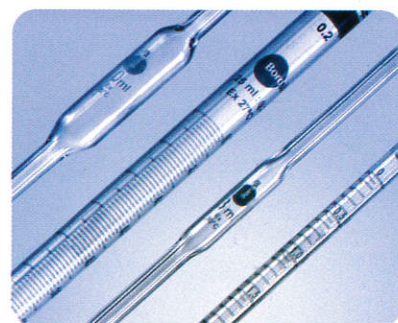


BOROSIL®

BOROSIL GLASS WORKS LTD.

Since 1962

50th | Annual Report 2012 - 2013



BOARD OF DIRECTORS

B. L. Kheruka	-	Executive Chairman
P. K. Kheruka	-	Vice Chairman
Shreevar Kheruka	-	Managing Director
V. Ramaswami	-	Whole-time Director
S. Bagai		
U. K. Mukhopadhyay		
Dinesh N. Vaswani		
Naveen Kumar Kshatriya		(Additional Director w.e.f. 09 th May, 2013)

REGISTERED OFFICE

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

CORPORATE OFFICE

1101 Crescenzo, G-Block,
Opp. MCA Club,
Bandra Kurla Complex,
Bandra (E), Mumbai-400 051.
☎ : 67406300

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.
Unit: Borosil Glass Works Ltd.
21, Shakil Niwas, Mahakali Caves Road,
Andheri (East), Mumbai - 400 093.
☎ : 2820 7203 / 2820 7204 / 2820 7205

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NOTICE

NOTICE is hereby given that the Fiftieth Annual General Meeting of the Members of **Borosil Glass Works Limited** will be held at Textile Committee Auditorium, Textile Committee Building, P. Balu Road, Near Tata Press, Prabhadevi Chowk, Mumbai – 400 025 on Wednesday, 07th day of August, 2013 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the audited Balance Sheet as at 31st March, 2013 and the Statement of Profit and Loss 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, 2013.
3. To appoint a Director in place of Mr. U. K. Mukhopadhyay, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Dinesh Nanik Vaswani, who retires by rotation and being eligible, offers himself for re-appointment.
5. 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

6. To consider and, if thought fit, to pass the following resolution, as an Ordinary Resolution:
"RESOLVED THAT pursuant to the provisions of Section 260 of the Companies Act, 1956, Mr. Naveen Kumar Kshatriya, who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on May 09, 2013 and who holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom the Company has received notice from a member under Section 257 of the Companies Act, 1956, proposing his candidature, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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 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 & Advertising 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, Managing Director & CEO) as Associate Vice President - Marketing on a total remuneration not exceeding ` 2,50,000/- per month on 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 December, 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."

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 the provisions of Sections 198, 269, 309 and 314(1B) read with Schedule XIII 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), consent of the Company be and is hereby accorded to the re-appointment of Mr. B. L. Kheruka (relative of Mr. P.K. Kheruka - Vice-Chairman and Mr. Shreevar Kheruka – Managing Director of the Company) as an Executive Chairman of the Company for a period of five years with effect from 16th December, 2013 on the terms and conditions including remuneration as set out in Item No. 8 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 Executive Chairman, Mr. B. L. 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."

9. To consider and, if thought fit, to pass the following resolution, as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 293(1)(e) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force), the Board of Directors of the Company, hereinafter referred to as "the Board" (which term shall include any duly constituted and authorized 'Committee of Directors' thereof) be and is hereby authorized to contribute, to charitable and other funds/ society/trust or to subscribe in shares of a Body Corporate with a specific object of setting up a multi-specialty hospital/ medical centre or for similar objective(s), which may not be directly relating to the business of the Company or the welfare of its employees, such amount or amounts, as the Board may in its absolute discretion deem fit, PROVIDED HOWEVER THAT the total amount that may be so contributed shall not exceed ` 25,00,00,000/-(Rupees Twenty Five Crores Only) in one or more financial year, in multiple tranches.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may, in its absolute discretion deem necessary and/or expedient for implementing and giving effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard on behalf of the Company."

By Order of the Board

Place: Mumbai
Date: 9th May, 2013

Shreevar Kheruka
Managing Director

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.6 to 9 as set out above and the relevant details in respect of Item Nos. 3, 4, 6 and 8 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 2nd August, 2013 to 7th August, 2013 (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 27th August, 2013:
 - (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 1st August, 2013.
 - (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 1st August, 2013.
- (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.

Members who have not registered their e-mail address so far are requested to register the same by sending an e-mail to investor.relations@borosil.com stating clearly their name & folio no., if shares are held in physical form and if the shares are held in dematerialized form, the e-mail address can be registered with their respective Depository Participants (DPs).

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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.

During the financial year 2013-2014, the Company is required to transfer the unpaid/unclaimed dividend for the financial year 2005-2006 to Investor Education and Protection Fund (IEPF) on 22nd September, 2013. The last date for claiming the unpaid dividend amount for the financial year 2005-2006 is on or before 21st August, 2013.

- (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. U. K. Mukhopadhyay	Mr. Dinesh Nanik Vaswani	Mr. B. L. Kheruka	Mr. Naveen Kumar Kshatriya
Date of Birth	26 th January, 1944	17 th July, 1962	7 th November, 1930	03 rd February, 1949
Qualification	Ph. D. (Economics)	MBA from the Wharton School of Business BBA cum laude from University of Texas (Austin)	B.Com	IIT Graduate
Date of Appointment	24/08/2009	17/03/2011	24/11/1988	09/05/2013
Expertise in Specific Functional Area	Mr. Mukhopadhyay has rich experience in administrative as well as in Corporate Sector. After holding various positions in Govt. of Maharashtra, he retired as Additional Chief Secretary – Home. Later, he was also Managing Director of Tata Housing Development Company Ltd.	Over Twenty years' experience in both investing and operating companies in the US and in India	Industrialist having 60 years of experience in various functional areas of business/industry	He has 40 years of varied experience in Industry which included position of MD & CEO in reputed Multinational Company.
List of other Indian Public Limited Companies in which Directorship held	Surya Roshni Ltd. Golden Greens Golf and Resorts Ltd. The Byke Hospitality Ltd.	NIL	Gujarat Fusion Glass Ltd. Window Glass Ltd. Borosil International Ltd. Gujarat Borosil Ltd. Borosil Glass Ltd.	NIL
Chairman / Member of the Board Committees of other Public Limited Companies	NIL	NIL	Gujarat Borosil Ltd. – Member of Share Transfer & Investor Grievance Committee	NIL
No. of shares held by them	NIL	NIL	76415	NIL

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956****Item No. 6**

The Board of Directors of the Company had appointed Mr. Naveen Kumar Kshatriya as an Additional Director of the Company with effect from 9th May, 2013 in accordance with Article 118 of the Articles of Association of the Company. Mr. Kshatriya is an IIT Graduate. He has 40 years of vast international experience in Industry which included position of MD & CEO in a reputed Multinational Company. He is Chairman in First Energy Pvt. Ltd., a Biomass energy company recognized as Technology Pioneer by the World Economic Forum. He mentors and supports entrepreneurial enterprises through his investment firm Kshatriya Ventures. He is a Managing Trustee of Indian Cancer Society and also involved in Isha Foundation's Education initiative.

The Company has received a notice in writing from a member proposing the candidature of Mr. Naveen Kumar Kshatriya for the office of Director under the provisions of Section 257 of the Companies Act, 1956.

The Board recommends passing of Resolution at Item No.6 as an Ordinary Resolution.

Except Mr. Naveen Kumar Kshatriya, no other Director is concerned or interested in the resolution.

Item No. 7

Mrs. Priyanka Kheruka was appointed as Marketing & Advertising Consultant of the Company, pursuant to approval of the shareholders of the Company accorded in the Annual General Meeting held on 9th August, 2012. She has given good results to the Company in terms of increase in sales and profit. In order to ensure her greater involvement in the growing marketing activities of the Company, the Board of Directors has decided to appoint her as an Associate Vice President - Marketing w.e.f. 1st December, 2012 on remuneration not exceeding ₹ 2,50,000/- per month. Her earlier assignment as Consultant has been terminated with mutual consent with effect from 30th November, 2012.

Mrs. Priyanka Kheruka will further be entitled to reimbursement of actual travelling expenses incurred by her for business purposes.

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. 7 of the accompanying notice. The Board recommends the resolution for your approval.

Mr. B. L. Kheruka, Mr. P. K. Kheruka and Mr. Shreevar Kheruka, Directors of the Company 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.

Item No. 8

The Board had appointed Mr. B. L. Kheruka (hereinafter referred to as "Mr. Kheruka") as Executive Chairman for a period of 3 years with effect from 16th December, 2010 which term is expiring on 15th December, 2013. The Board of Directors has at its meeting held on 9th May, 2013 decided to re-appoint Mr. Kheruka for a further period of 5 years on the terms and conditions set out in this Explanatory Statement. Mr. Kheruka is providing guidance in overall affairs of the Company including investment decisions.

The re-appointment of Mr. Kheruka 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. Since Mr. Kheruka is more than 70 years old, his appointment is required to be approved by a Special Resolution passed by the shareholders.

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Moreover, since Mr. B.L. Kheruka is relative of Mr. P. K. Kheruka, Vice-Chairman and Mr. Shreevar Kheruka, Managing Director of the Company, prior approval of the shareholders in terms of Section 314(1B) of the Act is also sought for holding of office of an Executive Chairman by him as above. As per clarification issued by the Department of Company Affairs vide their Letter No. 3/36/87/CL-V dated 29.5.1989, approval of the Central Government is not necessary as the appointment is in accordance with Schedule XIII to the Act.

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

I. Remuneration

- a) Salary** : ₹ 2,50,000/- 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) Housing
Provision for furnished accommodation or House Rent- subject to a ceiling of 60% of salary.
 - ii) Medical Expenses
Domiciliary Treatment - At actuals subject to a ceiling of ₹ 15,000/- p.a. for Mr. Kheruka and his family.
Hospitalisation - Mr. Kheruka and his dependents will be covered by the Company's medical insurance scheme.
 - iii) Club Fees
Reimbursement of membership fee for upto 3 clubs in India including admission and life membership fee.
 - iv) Personal Accident Insurance
Personal Accident Insurance Policy of such amount, the premium of which shall not exceed ₹ 10,000/- per annum.
 - v) Mr. Kheruka will be provided with a Company maintained car with Driver.
 - vi) 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. Kheruka.
 - vii) Company's contribution to Provident Fund, Gratuity and encashment of leave at the end of his tenure, payable as per rules of the Company. These shall not be included in the computation of limits for the remuneration or perquisites aforesaid.

viii) Leave

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

- ix) Mr. Kheruka will further be entitled to reimbursement of actual entertainment and travelling 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. Kheruka as an Executive Chairman, 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. Kheruka, as long as he functions as an Executive Chairman 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) The Agreement may be terminated by either party by giving three months' notice in writing.

Your Directors recommend passing of the Resolution at Item No. 8 of the Notice.

Except Mr. P. K. Kheruka, son, Mr. Shreevar Kheruka, grandson and Mr. B.L. Kheruka himself, no other Director is concerned or interested in the aforesaid resolution.

Abstract pursuant to Section 302 of the Companies Act, 1956

This may also be considered as an abstract of terms and conditions of re-appointment of Mr. B.L. Kheruka, pursuant to Section 302 of the Companies Act, 1956 and Memorandum of Interest in that behalf.

Item no. 9

Under Section 293(1)(e) of the Companies Act, 1956 ("the Act"), the Board of Directors of a Public Limited Company cannot, except with the consent of its Members, contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed ` 50,000/- (Rupees Fifty Thousand only) or 5% (five per cent) of the Company's average net profit as determined in accordance with the provisions of Sections 349 and 350 of the Act during the three financial years immediately preceding, whichever is greater.

The Company has recently set up a master warehouse in Village - Dumala Boridra in the Bharuch District of Gujarat, where there is no proper specialized medical facility available in the vicinity. Hence, the Company is in discussion with Gujarat Narmada Valley Fertilizers & Chemicals Ltd. (GNFC) to set up a multi-speciality hospital in Bharuch through a Trust or a private limited company to be jointly formed with the representatives of both the company as trustees of Trust or Directors. The Company alongwith GNFC is also in talk with Narayan Hrudayalaya, a renowned hospital chain entity in the Country of International repute, who have shown their willingness to run the said Hospital.

The proposed donation of a sum upto ` 25 crores is to be made to the corpus of the Trust over a period of time to enable the said Trust to set up the hospital above mentioned. The said hospital will also cater to the needs of underprivileged and weaker sections of society. However, the Company wants to keep its options open to contribute for the purpose through other modes also and hence the shareholders approval is being sought for alternative mode of contribution as also contribution for similar objectives to other entities.

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With an increasing emphasis on discharge of Corporate Social Responsibility (CSR) by the Corporate sector, your Directors have proposed the resolution as set out in the notice, to empower the Board of Directors of the Company to make necessary donation / corpus to the Trust or other entity as stated in the enabling resolution.

Some of the Directors of the Company may be Trustees of the above mentioned Trust or Director of the Company or member of the society/body corporate, to which donation/subscription will be made, for which they may be deemed to be concerned or interested. Except to the extent mentioned hereinabove, no other director is interested or concerned in the proposed resolution.

The Shareholders had approved similar contribution of upto ` 50 crores through Postal Ballot on 21st October, 2010 for the financial year 2010 – 2011, out of which the Company made actual contribution of about ` 62 lacs only, as there were no proper options available at that time.

By Order of the Board

Place: Mumbai
Date: 9th May, 2013

Shreevar Kheruka
Managing Director

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

FIVE YEAR FINANCIAL HIGHLIGHTS

		2012-2013	2011-2012	2010-2011	2009-2010	2008-2009
Revenue From Operations	(` lacs)	13,447.16	12,602.35	11,913.84	8,788.83	6,698.77
Profit/(Loss) Before Extra ordinary Item & Tax	(` lacs)	2,604.26	4,042.77	1,465.11	(735.90)	(437.28)
Profit/(Loss) Before Extra ordinary Item & Tax as % on Revenue From Operations		19.37	32.08	12.30	(8.37)	(6.53)
Extra Ordinary Item (Income)/Expenditure	(` lacs)	-	-	(78,422.28)	1,869.98	500.00
Profit/(Loss) Before Tax	(` lacs)	2,604.26	4,042.77	79,887.39	(2,605.88)	(937.28)
Tax expenses	(` lacs)	620.59	789.97	15,107.04	(126.74)	3.56
Profit/(Loss) After Tax	(` lacs)	1,983.67	3,252.80	64,780.35	(2,479.14)	(940.84)
Dividend	(%)	150.00	150.00	400.00	-	-
Net Earnings per Share	(`)	64.81	85.58	1,634.24	(62.54)	(24.37)
Shareholders' Funds	(` lacs)	62,723.18	62,365.73	66,692.88	3,759.13	6,238.27
Book Value per Share	(`)	2,086.60	1,989.11	1,682.49	94.83	157.38
Return on Investment	(%)	3.20	5.25	97.51	(21.99)	(6.24)

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DIRECTORS' REPORT

To
The Members of
BOROSIL GLASS WORKS LIMITED

Your Directors present their Fiftieth Annual Report and the Audited Accounts for the year ended 31st March, 2013.

FINANCIAL RESULTS

(` in lacs)

	Year ended 31.03.2013	Year ended 31.03.2012
Revenue from Operations	13,447	12,602
Other Income	2,513	4,200
Profit for the year before Finance cost and Depreciation	2,836	4,136
Less: Finance Cost	27	18
Less: Depreciation & Amortisation Expenses	205	75
Profit for the year before tax	2,604	4,043
Less: Provision for Income Tax	452	761
Less: Deferred Tax	334	186
Less: MAT Credit entitlement	(171)	(133)
Less: Provision / (Written back) of Income Tax of earlier years	5	(24)
Profit for the year	1,984	3,253
Add: Balance as per last year	60,439	58,060
Amount available for Appropriation	62,423	61,313
<u>Appropriations</u>		
Amount Transferred to General Reserve	200	330
Dividend on Equity Shares	451	468
Tax on above Dividend	77	76
Proposed Dividend & Tax thereon of earlier year written back	(1)	-
Balance carried to Balance Sheet	61,696	60,439

BUY-BACK OF EQUITY SHARES

In terms of Special Resolution passed by the shareholders by way of postal ballot on 11th November, 2011, the Company bought back and extinguished 9,57,928 equity shares for a total consideration of ` 8,135.89 Lacs by utilizing the Security Premium Account and General Reserve to the extent of ` 1,721.62 Lacs and ` 6,318.48 Lacs respectively. The Company closed the said buy-back on 10th October, 2012. Thereby, as on 31st March, 2013, the Company had 30,06,000 issued and paid-up equity shares. In terms of Section 77AA of the Companies Act, 1956, Capital Redemption Reserve has been created out of General Reserve for an amount of ` 95.79 lacs, being the nominal value of shares so bought back.

DIVIDEND

The Board of Directors recommends a dividend of ` 15/- per equity share for the year ended 31st March, 2013.

PERFORMANCE

Your Company has generated a pre-tax business profit of ` 26.04 crores, during the year under review as compared to ` 43.81 crores (before tax and exceptional items) in the previous year.

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 ` 7.91 Crores on an advertising campaign / marketing activities in order to increase awareness of its product across the country.

The Company's efforts for organic as well as inorganic expansion both in India and abroad continues.

The Company has invested its investible funds of around ` 539 Crores as on 31st March, 2013 in a mixture of Debt markets, Equity/Equity Linked Instruments, Bonds/Debentures, Convertible Preference Shares, Non-Convertible Redeemable Preference Shares, Commodities, Real Estate, Opportunity based Funds, Real Estate Funds and Mutual Funds.

However, the general sluggishness in the economy as a whole has impacted performance of both divisions of the Company.

Scientific & Industrial Products Division (SIP)

The SIP division has seen a growth of 3% over the last financial year. During the year, market reports suggest that sales made by our main competitors in this segment have de-grown or stayed flat.

The Company had employed a strategy consulting firm to examine areas for prospective growth in the laboratory consumables industry. The Company is now taking steps to ensure the implementation of the said strategy.

As a result of this study, the company is pleased to launch its foray into chromatography vials used in laboratory of major pharma and research companies, have extensive usage and are currently being imported into the country by the existing players. Your company is very optimistic of good performance in this segment 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 15% 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.

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 ` 7.91 Crores.

The outlook for the consumer products division is neutral 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 ` 5.18 Crores as compared to ` 4.63 Crores in the previous year. This represents an increase of nearly 12 %.

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 during the current year.

Other Actions

As reported last year, the Company is in final stage of completing the construction of 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.

The Company has recently acquired a long term leasehold right in a ready factory premises at MIDC Tarapur, Boisar, Dist: Thane, for ` 16.06 crores, of which the Company intends to lease out a substantial portion to its supplier company Vylene Glass Works Ltd for carrying out manufacturing activities there and for supply of such manufactured products to the Company.

Investments

The Company started investing in various debt, equity and real estate instruments as per the Investment policy mandate shared with the Board. During first three quarters of the year, the Stock market had shown good performance. However, this was negated to a great extent by poor performance in the last quarter. The Company has significant unrealised income from its investments that will be realised when these investments are sold or mature or when dividends are received.

BOROSIL

FIXED DEPOSITS

The Company has stopped accepting fresh fixed deposits since July 2006. The total amount of unclaimed deposits as on 31st March, 2013 was ` 9.32 lacs, and no further claim has been received since then till date.

DIRECTORS

The Directors regret to report the sad demise of Mr. K. V. Krishnamurthy, Independent Director of your Company on 16.01.2013. The Board of Directors records their appreciation for guidance received from late Mr. K. V. Krishnamurthy during his tenure as a Director of the Company as well as Chairman of Audit Committee of the Board of Directors of the Company. The Company has appointed Mr. Naveen Kumar Kshatriya as an Additional Director w.e.f. 09th May 2013. The Company has received notice from a member of the Company under Section 257 of the Companies Act, 1956 in respect of his appointment as Director, alongwith the requisite deposit.

Mr. B. L. Kheruka's term as an Executive Chairman is expiring on 15th December, 2013 and the same is being renewed for a further period of 5 years w.e.f. 16th December, 2013.

Mr. U. K. Mukhopadhyay and Mr. Dinesh Nanik Vaswani, retire by rotation and, being eligible, offer themselves for reappointment.

Brief details of the Directors being appointed / reappointed 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

In supersession of various earlier orders, the Central Government vide its Order no. 52/26/CAB-2010 dated 6th November, 2012 made the Companies (Cost Accounting Records) Rules, 2011 (the Rules) applicable, inter alia, to Glass and Glass Products, subject to various clarifications issued by the Ministry of Corporate Affairs on the subject of cost audit; to the extent these are relevant and applicable. Accordingly, as per clarification issued by the Central Government vide Circular No. 67/2011 dated 30th November, 2011, the Rules do 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.

COMPLIANCE CERTIFICATE

In accordance with requirement of Section 383A of the Companies Act, 1956, certificate from a practising Company Secretary is enclosed in respect of the Company for the year ended 31st March, 2013.

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.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A. Industry Structure and Developments

The Company has traditionally been 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, pharmaceutical packaging, melamine dinner sets and appliances.
- * 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 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 3% over the last financial year.

Consumerware Division

As reported above, the consumer products division has seen a growth of 15% over the last financial year.

Investments

The Company made a net profit of ` 17.04 crores (pre-tax & net of expenses) from its various investments during the year ended 31st March, 2013, as compared to net profit of ` 36.23 crores during the previous financial year. This was mainly owing to large unrealised income that has not been accounted as per Accounting Standards.

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

With the introduction of vials and other new products, the Company hopes to overcome the slow growth in this sector.

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 a 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 entire year. With the introduction of melamine dinner sets, the Company expects to enlarge its retail base in the country and accelerate growth in this division.

Investments

While the investments in debt based instruments are likely to yield steady returns, the return from equity component is dependent on stock market scenario. The Company will reshuffle its portfolio, as and when it deems it necessary.

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), while the long term outlook remains attractive, there is uncertainty of return on the equity component of the Company's investment in the short term.

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. Discussion on Financial Performance with respect to operational performance

While the Company's operational performance from trading was good, the overall financial performance was affected by lower return on investable funds of the Company mainly owing to large unrealised income and sluggishness in the stock market during the last quarter of the year, which impacted return on equity components of investments.

H. 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 181 office staff / managerial personnel employed as on 31st March, 2013 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 for hearing.

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, 2013.

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. 35 to 38 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: 9th May, 2013

B. L. Kheruka
Chairman

BOROSIL

ANNEXURE TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2013 AS PER SECTION 217(2A) OF THE COMPANIES ACT, 1956:

- A. Name of the Employee(s) employed throughout the year ended 31st March, 2013 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: 82 years Qualification: B. Com.	Executive Chairman Overall guidance in respect of all activities of the Company	1,01,79,714	As Director: 24 th November, 1988 As Executive Chairman: 16 th December, 2010 Over 51 years in industry	Gujarat Borosil Limited – Chairman & Managing Director
Shreevar Kheruka Age: 31 years Qualification: Dual Degree in Economics & International Relations from University of Pennsylvania, USA	Managing Director Overall in-charge of glass trading business and part of investment team	1,04,43,000	As Director: 24 th August, 2009 As Whole-time Director: 16 th December, 2010 8 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, 2013 who were in receipt of remuneration of not less than ` 5,00,000/- per month in terms of Section 217(2A)(a)(ii):

None

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: 9th May, 2013

B. L. Kheruka
Chairman

SECRETARIAL COMPLIANCE CERTIFICATE
(See Rule 3 of Companies (Compliance Certificate) Rules 2001)

Registration No. : L99999MH1962PLC012538
Authorized Capital : ₹ 120,000,000.00/-
Paid up Capital : ₹ 30,060,000.00/-

To,
The Member Of
Borosil Glass Works Limited
Khanna Construction House,
44, Dr. R. G. Thandani Marg,
Worli, Mumbai-400018

I have examined the registers, records, books, and papers of **Borosil Glass Works Limited** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended on 31st March, 2013. In our opinion and to the best of our information and according to the examinations carried out by us and explanation furnished to us by the Company, its officers and staffs, we certify that in respect of the aforesaid financial year **2012-2013**: -

1. The Company has kept and maintained all registers as stated in Annexure "A" to this certificate, as per the provisions and the rules made there under and all entries therein have been duly recorded.
2. The Company has filed the forms and returns as stated in Annexure "B" to this certificate, with Registrar of Companies and the Central Government, within time prescribed under the Act and Rules made there under.
3. The Company being a public limited company, comments are not required.
4. The Board of Directors duly met 5 (Five) times respectively on 24th May 2012, 9th August 2012, 10th October 2012, 12th November 2012, and 4th February 2013 in respect of which meetings, proper notices were given and the proceedings were properly recorded and signed in the Minutes book maintained for the purpose.
5. The Company closed its Register of Members from 4th August 2012 to 9th August 2012 during the financial year & necessary compliance of Section 154 of the act has been made.
6. The Annual General Meeting for the financial year ended on 31st March, 2012 was held on 9th August, 2012 after giving due notice to members of the company and the resolutions passed there at were duly recorded in the Minutes Books maintained for the purpose.
7. No Extra Ordinary General Meeting held during the financial year.
8. The Company has not advanced any loans to its Directors, or persons or firms or Companies, referred to under Section 295 of the Act.
9. The Company has not entered with any contract falling within the provision of Section 297 of the Act during the financial year.
10. The Company has made necessary entries in the Register maintained under Section 301 of the Act.
11. Appointment of Mrs. Priyanka Kheruka as Associate Vice President, Marketing Department made in Board Meeting on 12/11/2012 w.e.f 1/12/12 falls within the preview of Section 314 of the Act. Approval for the same is proposed to be obtained from members in AGM on 07/08/2013.
12. The Company has issued duplicate share certificates during the financial year.
13. The Company has :
 - (i) delivered all the certificates on allotment of securities and on lodgement thereof for transfer/ transmission or any other purpose in accordance with the provisions of the Act;
 - (ii) deposited the amount of dividend declared including interim dividend in a separate bank account on which is within five days from the date of declaration of such dividend;
 - (iii) paid/posted warrants for dividends to all the members within a period of 30 (Thirty) days from the date of declaration and that all unclaimed/unpaid dividend has been transferred to Unpaid Dividend Account of the Company with HDFC Bank on 14/09/2012;

BOROSIL

- (iv) transferred the amounts in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund;
- (v) duly complied with the requirements of Section 217 of the Act.
14. The Board of Directors of the Company is duly constituted and no appointments of additional directors, alternate directors and directors to fill casual vacancies have been made during the year under scrutiny.
15. Appointment of Mr. V. Ramaswami as Whole-time Director & Mr. Shreevar Kheruka as Managing Director was made under the provisions of Section 269 read with Schedule XIII to the Act during the year under scrutiny.
16. The Company has not appointed any sole selling agents during the financial year.
17. In our opinion and according to the information and explanation given to us, the Company was not required to obtained any approvals of the Central Government, Company Law Board, Regional Director, Registrar or such other authorities as may be prescribed under the various provisions of the Act.
18. The Directors have disclosed their interest in other firms/companies to the Board of Directors pursuant to the provisions of the Act and the rules made there under.
19. The Company has not issued any shares or other securities during the financial year.
20. The Company has bought back 1,29,351 (One Lac Twenty Nine Thousand Three Hundred & Fifty One) shares during the financial year ending March, 2013. Buyback started on 19th December 2011 & closed on 10th October 2012 in which total 9,57,928 shares bought back after complying with the provisions of the Act.
21. There was no redemption of preference shares or debentures during the financial year.
22. There was no transaction necessitating the Company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The Company has not invited/accepted any deposits from public within the meaning of Section 58A and Rules framed there during the year under scrutiny.
24. The Company has made borrowing from Bank during the financial year which is within the prescribed limit under the provisions of Section 293(1) (d) of the Act.
25. The Company has made loans and investments or given guarantees or provided securities to other bodies corporate in compliance with the provision of the Act, and has made necessary entries in the register kept for the purpose.
26. The Company has not altered the provisions of the Memorandum with respect to the situation of the company's registered office from One State to another during the year under scrutiny.
27. The Company has not altered the provisions of the Memorandum with respect to the objects of the company during the year under scrutiny.
28. The Company has not altered the provisions of the Memorandum with respect to name of the company during the year under scrutiny.
29. The Company has not altered the provisions of the Memorandum with respect to share capital of the Company during the year under scrutiny and complied with the provisions of the Act.
30. The Company has not altered its Articles of Association during the financial year.
31. There was no prosecution initiated against or show cause notices received by the company and no fines or penalties or any other punishment imposed on the company during the financial year, for offences under the Act.
32. The Company has not received any money as security from its employees during the financial year.
33. The Company has deposited both employee's and employer's contribution to Provident Fund with prescribed authorities pursuant to the Section 418 of the Act.

**For: - Ritika Agrawal & Associates
Company Secretaries**

Place: Mumbai
Date: 9th May, 2013

**(Ritika Agrawal)
C.P.No.8266**

Annexure A**A Registers as maintained by the Company**

1. Minutes Book of Board Meetings & General Meetings under Section 193.
2. Register of Directors, Managing Directors, Manager and Secretary under Section 303.
3. Register of Director's Shareholding under Section 307.
4. Register of particulars of contracts in which Directors are interested under Section 301.

Annexure B

Forms and Returns as filed by the Company with Registrar of Companies, Regional Director, Central Government or other authorities during the financial year ending **31st March 2013**

S. No	Form	Under Sec./Rule	For	Filing Date	Whether Filed on time
1	Form1INV	Rule 3 of Investor Education & Protection Fund	02/05/2012	04/05/2012	Yes
2	Form1INV	Rule 3 of Investor Education & Protection Fund	06/06/2012	15/06/2012	Yes
3	Form 23	269	16/08/2012	22/06/2012	Yes
4	Form 23	269	24/05/2012	22/06/2012	Yes
5	Form1INV	Rule 3 of Investor Education & Protection Fund	19/07/2012	25/07/2012	Yes
6	Form5INV	Rule 3 of Investor Education & Protection Fund	12/08/2011	31/07/2012	Yes
7	Form1INV	Rule 3 of Investor Education & Protection Fund	13/08/2012	17/08/2012	Yes
8	Form 23	269, 314, 149(2A)	09/08/2012	27/08/2012	Yes
9	Form 25C	269(2)	24/05/2012	29/08/2012	Yes
10	Form 25C	269(2)	24/05/2012	13/09/2012	Yes
11	Form 32	303(2)	24/05/2012	12/09/2012	Yes
12	Form1INV	Rule 3 of Investor Education & Protection Fund	16/10/2012	18/10/2012	Yes
13	Form 4C	77A	10/10/2012	26/10/2012	Yes
14	Form 20B	159	09/08/2012	03/10/2012	Yes
15	Form1INV	Rule 3 of Investor Education & Protection Fund	27/11/2012	27/11/2012	Yes
16	Form1INV	Rule 3 of Investor Education & Protection Fund	28/12/2012	03/01/2013	Yes
17	Form 23ACXBRL & 23ACAXBRL	220	24/05/2012	10/01/2013	Yes
18	Form 32	303(2)	16/01/2013	30/01/2012	Yes
19	Form 32	303(2)	28/02/2013	01/03/2013	Yes

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 Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors. The Company had seven Directors as on 31st March, 2013 comprising of three Executive Directors holding offices of Executive Chairman, Managing Director & Whole-time Director respectively and four Non-Executive Directors, including Vice Chairman.

Further, as the Company has an Executive Chairman, the Company has to have at least half of its Board comprising of independent directors. However in view of sad demise of one of our Independent Director, Mr. K. V. Krishnamurthy on 16th January, 2013, the Company appointed Mr. Naveen Kumar Kshatriya another Independent Director on 09th May, 2013 in terms of Clause 49(C)(iv) of the listing agreement, which has again brought back number of Independent Directors to half of its Board.

(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 2012-2013 on 24th May, 2012, 9th August, 2012, 10th October, 2012, 12th November, 2012 and 4th February, 2013.

Directors' attendance record and Directorship held, etc.

Name	Category of Directors	No. of Board Meetings attended	Whether attended last AGM held on 9 th August, 2012	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	5	—	1
Mr. P. K. Kheruka	Vice Chairman Promoter Non-Executive	4	No	5	1	1
Mr. S. Bagai	Independent Non-Executive	5	Yes	—	—	—
Mr. K. V. Krishnamurthy (Expired on 16/01/2013)	Independent Non-Executive	4	No	—	—	—
Mr. V. Ramaswami	Whole-time Director Executive	5	Yes	—	—	—
Mr. U. K. Mukhopadhyay	Independent Non-Executive	5	Yes	2	—	—
Mr. Shreevar Kheruka	Managing Director & CEO Promoter Executive	5	Yes	2	—	—
Mr. Dinesh N. Vaswani	Independent Non-Executive	5	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.
- (vi) The Chairman of the then Audit Committee could not attend the 49th AGM due to sudden illness (since expired). However, the other independent member of Audit Committee, Mr. S. Bagai (who is presently Chairman of the Audit Committee) attended the said AGM.

(D) Code of Conduct:

All the Directors and Senior Management personnel have affirmed compliance with the 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 31.03.2013, two of them being independent, the composition of which is furnished hereunder:

Mr. S. Bagai	-	Chairman (appointed as Chairman w.e.f. 28.01.2013)
Mr. P. K. Kheruka	-	Member
Mr. U. K. Mukhopadhyay	-	Member (appointed w.e.f. 28.01.2013)
Late Mr. K. V. Krishnamurthy	-	Chairman (till 16.01.2013)

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 2012-2013 on 24th May, 2012, 9th August, 2012, 12th November, 2012 and 4th February, 2013.

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 not present at the Annual General Meeting of the Company held on 9th August, 2012, due to sudden illness. However, Mr. S. Bagai (then a member and now Chairman of the Audit Committee) attended the said AGM.

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 acted as the Secretary to the Committee till her resignation i.e. 28.02.2013.

(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 No. 33 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 & Buy back of shares

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

From 19.12.2011 to 10.10.2012, the Company bought back and extinguished 9,57,928 equity shares for a total consideration of ₹ 8135.89 Lacs. The Company closed the said Buy back on 10.10.2012.

(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. Dinesh N. Vaswani

Mr. S. Bagai

Mr. K. V. Krishnamurthy (till 16.01.2013)

Mr. U.K. Mukhopadhyay (w.e.f. 30.04.2013)

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.

Meeting of this Committee was held on 24th May, 2012 during the financial year 2012-2013.

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

(Amt. in ₹)			
Name of the Directors	Sitting fee for Board / Committee Meetings	Commission	Total
Mr. S. Bagai	2,50,000	3,10,000	5,60,000
Late Mr. K. V. Krishnamurthy	1,50,000	2,47,151	3,97,151
Mr. U. K. Mukhopadhyay	1,70,000	3,10,000	4,80,000
Mr. Dinesh Vaswani	1,30,000	3,10,000	4,40,000
Mr. P.K. Kheruka	2,00,000	3,10,000	5,10,000
(I) Total	9,00,000	14,87,151	23,87,151*

* Excluding Service Tax

(ii) Details of remuneration/commission to Executive Directors

(Amt. in `)

Name of the Directors		Remuneration	
a) Mr. B. L. Kheruka, Executive Chairman			
	Salary	24,00,000	
	Perquisites	24,714	
	Commission	77,55,000	
		(A) 1,01,79,714	
b) Mr. Shreevar Kheruka, Managing Director			
	Salary	24,00,000	
	Contribution to P.F.	2,88,000	
	Commission	77,55,000	
		(B) 1,04,43,000	
c) Mr. V. Ramaswami, Whole-time Director			
	Salary (including HRA)	29,25,000	
	Perquisites	2,67,643	
	Leave Encashment	2,59,333	
	Contribution to P.F.	3,04,800	
	Commission	8,90,000	
		(C) 46,46,776	
(II) Total (A + B + C)			2,52,69,490
GRAND TOTAL (I) + (II)			2,76,56,641

Notes:

- (a) The Board has decided to pay Commission to all Non-Executive Directors who were on the Board during the year 2012 – 2013, in equal proportion, but on pro-rata basis.

Commission is payable to the Executive Chairman, Managing Director & Whole-time Director as decided by the Board within the limits set out in their respective terms of appointment.

- (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 and Mr. Shreevar Kheruka, Managing Director holds 25,050 Equity Shares of the Company.

- (c) The term of office of the Executive Chairman and Whole-time Director is for 3 years and for Managing Directors it is 5 years 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, 2013.

(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 / reappointed are furnished in the Notice convening the Annual General Meeting to be held on 07th August, 2013 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
Mr. P. K. Kheruka	- Member

During the year 2012-2013, the Committee met 6 times i.e. on 7th May, 2012, 12th June, 2012, 1st October, 2012, 3rd December, 2012, 11th January, 2013 and 04th February, 2013. All the Committee members, except Mr. P. K. Kheruka and Mr. U. K. Mukhopadhyay, were present at all the meetings on the relevant dates. Mr. P. K. Kheruka and Mr. U. K. Mukhopadhyay attended five 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, 2013 were processed in time.

During the year ended on 31st March, 2013, the Company received 9 complaints and 221 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 (till 28.02.2013).
The Company is in the process of appointing new Compliance Officer.

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
2011-12	Sasmira Auditorium, 3rd Floor, Sasmira Marg, Dr. Annie Besant Road, Worli, Mumbai-400 030.	AGM	Thursday, 09 th August, 2012	03.00 p.m.	5
2010-11	Orchid Hall, 2nd 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

Postal Ballots

None of the Resolutions were put through postal ballot during the financial year.

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 related to Post 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).

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.

X. General Shareholder Information

Annual General Meeting

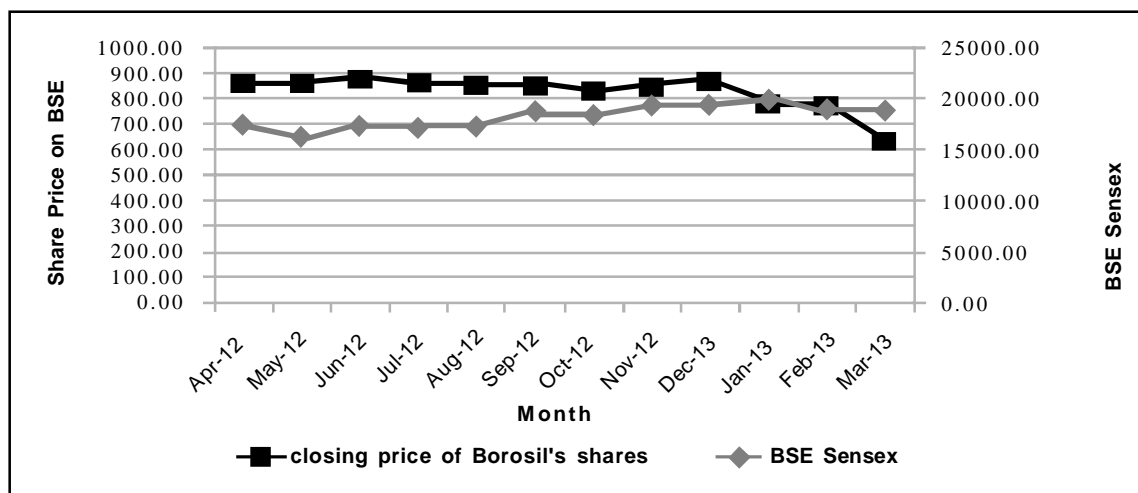
Date and time	:	07 th August, 2013 at 03.00 p.m.
Venue	:	Textile Committee Auditorium, Textile Committee Building, P. Balu Road, Near Tata Press, Prabhadevi Chowk, Mumbai – 400 025
Financial Year	:	1 st April to 31 st March
Financial Calendar	:	Year ending – 31 st March, 2014
Quarterly Results	:	First quarter – 2 nd week of August, 2013 Second quarter – 2 nd week of November, 2013 Third quarter – 2 nd week of February, 2014 Fourth quarter – 4 th week of May, 2014
Date of book closure	:	2 nd August, 2013 to 7 th August, 2013 (both days inclusive)
Dividend Payment Date	:	27 th August, 2013
Listing on Stock Exchange	:	BSE Limited Annual listing fees to the Stock Exchange for the financial year 2013-2014 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, 2012	885.00	790.00	4,636
May, 2012	885.00	850.00	22,245
June, 2012	884.00	850.00	2,924
July, 2012	890.00	850.00	4,667
August, 2012	1001.00	850.00	15,331
September, 2012	885.00	805.05	62,464
October, 2012	878.00	806.00	38,260
November, 2012	911.75	810.00	4,455
December, 2012	881.45	825.00	4,114
January, 2013	879.95	730.25	2,423
February, 2013	849.00	700.00	16,970
March, 2013	788.95	627.10	3,629

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. 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.

BOROSIL

Distribution of shareholding as at 31st March, 2013

No. of equity shares held	Shareholders		Shares	
	Nos.	Percentage	Nos.	Percentage
Upto 500	3280	96.22	284938	9.48
501 to 1000	74	2.17	54223	1.80
1001 to 2000	26	0.76	34663	1.15
2001 to 3000	9	0.26	24625	0.82
3001 to 4000	3	0.09	10362	0.35
4001 to 5000	1	0.03	4868	0.16
5001 to 10000	2	0.06	13675	0.46
10001 & above	14	0.41	2578646	85.78
Total	3409	100.00	3006000	100.00

Categories of shareholders as on 31st March, 2013

	No. of folios	No. of shares	Percentage
Individuals	3257	522454	17.38
Mutual Funds	1	400	0.01
Promoters	8	2199251	73.16
Banks, Financial Institutions, Insurance Companies, Central / State Govt. Institutions / Non-Govt. Institutions	6	462	0.01
Private Corporate Bodies	87	80445	2.69
Non Resident Individuals	32	5360	0.18
Foreign Institutional Investors & Foreign Companies	1	192947	6.42
Any other – Shares in transit	14	3706	0.12
Foreign Nationals	3	975	0.03
Total	3409	3006000	100.00

Dematerialisation of shares and liquidity

As on 31st March, 2013, 28,23,061 shares of the Company representing 93.91% of the Company's total paid up share capital had been dematerialised and 1,82,939 shares representing 6.09% were in physical form.

The Company's shares are regularly traded on the BSE 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
11th floor, Crescenzo, G Block,
Opposite MCA Club, Bandra
Kurla Complex, Bandra (E),
Mumbai – 400051.

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

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, 2013.

For **Borosil Glass Works Limited**

Place: Mumbai
Date: 9th May, 2013

Shreevar Kheruka
Managing Director & CEO

CERTIFICATE OF CORPORATE GOVERNANCE

To,
The Members,
BOROSIL GLASS WORKS LIMITED

1. We have examined the compliance of conditions of Corporate Governance by **Borosil Glass Works Limited** ("the Company"), for the year ended on 31st March, 2013, as stipulated in Clause 49 of the Listing Agreement of the said company with stock exchange.
2. 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 the 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.
3. The Chairman of the Audit Committee could not attend the 49th Annual General Meeting of the Company held on 9th August, 2012, in view of the reason explained in the report on the Corporate Governance, however one of the member of the Audit Committee was present.
4. 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 except as stated in paragraph 3 above.
5. 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: 9th May 2013

R. Koria
Partner
Membership No.35629

INDEPENDENT AUDITORS' REPORT

To

The Members of BOROSIL GLASS WORKS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of '**BOROSIL GLASS WORKS LIMITED**' ("**the Company**") which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of Sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:

BOROSIL

- 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 comply with the Accounting Standards referred to in Sub-section (3C) of Section 211 of the Companies Act, 1956;
- e) On the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

For CHATURVEDI & SHAH

Chartered Accountants

Firm Reg. No. - 101720W

R. Koria

Partner

Membership No. - 35629

Place : Mumbai

Date : 9th May, 2013

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

(Annexure referred to in paragraph 1 under the heading "Report on other Legal and Regulatory Requirements" of our report of even date to the members of Borosil Glass Works Limited on the accounts for the year ended 31st March 2013)

- 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 substantial part of its fixed assets during the year and the going concern status of the Company is not affected.
- ii. In respect of its inventories:
 - a. Inventories have been physically verified by the management during the year. 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 or 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 outstanding at any time during the year was ` 3061.20 Lacs and the year end balance was ` 2891.20 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 loans given by the company, are not prima facie prejudicial to the interest of the Company.
 - c. The loans given were not due for repayment at the year end. In respect of payment of interest, the parties are generally regular in payment.
 - d. The loans given were not due for repayment, therefore the question of overdue amounts does not arise.
 - e. The Company has not taken any loan during the year from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of sub clauses (e), (f) and (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 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 weakness in 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 in 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 the 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 except for transaction for purchase of goods for which alternative quotations are not available and hence upon which we are unable to comment.

- vi. The Company has not accepted any deposits during the year. Only unclaimed deposits, out of the deposits matured in earlier years were 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 the 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 November, 2011.
- ix. In respect of statutory and other dues:
 - a. According to the records of the Company, the Company has 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, Service Tax, Customs Duty, Excise Duty, Cess and any 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 such statutory dues were outstanding as at 31st March, 2013 for a period of more than six months from the date they became payable.
 - b. The disputed statutory dues aggregating to ₹ 114.13 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	53.88*	Various year from 2000-01 to 2012-13	Asst. Commissioner Sales/ Commercial Tax
			6.77*	1997-98 & 2003-04	Tribunal
			28.34*	2002-03 to 2004-05	JT. Commissioner Sales Tax (Appeal)
			1.39*	2006-07 to 2009-10	Dy. Commissioners Trade Tax
			4.01*	2006-07 to 2009-10	Dy. Commissioners Tax (Appeal)
			0.48*	Various year from 2002-03 to 2012-13	The Commercial Tax officer
2	Central Excise Act, 1944	Cenvat Credit	19.26	2003-04 to 2005-06	Appellate Tribunal
		Grand Total	114.13		

* Net of ₹ 21.62 Lacs deposited under protest.

- x. The Company does not have any accumulated losses at the end of 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 by the management, we are of the opinion that the Company has not defaulted in repayment of dues to the bank. The Company did not have any borrowing from financial institutions or by way of debentures.
- 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, the Company is not a dealer or trader in shares, securities, debenture & other investments. The Company has maintained proper records of the transactions and contracts in respect of shares, securities, debentures and other investments and timely entries have been made therein. The investments are held by the Company in its own name except certain investment which are made through portfolio manager and held by them in fiduciary capacity on behalf of the Company.
- xv. According to the information and explanations given by the management, the Company has given guarantees for loans taken by others from banks, which according to the information and explanations given to us, are prima facie not 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 and therefore, 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 fund on overall examination of the Balance Sheet of the Company as at 31st March, 2013, we report that prima facie, funds raised on short term basis have not been utilized for long term investments.
- xviii During the year, the Company has not made any preferential allotment of shares to 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, therefore the provisions of clause 4 (xix) of the Companies (Auditor's Report) Order, 2003 are not applicable to the Company.
- 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 purposes 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
Firm Reg. No. - 101720W

Place : Mumbai
Date : 9th May, 2013

R. Koria
Partner
Membership No. - 35629

BOROSIL

BOROSIL GLASS WORKS LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2013

(` In Lacs)

Particulars	Note	As at 31 st March, 2013	As at 31 st March, 2012
I. EQUITY AND LIABILITIES			
1 Shareholders' Funds			
(a) Share Capital	2	300.60	313.54
(b) Reserves and Surplus	3	62,422.58	62,052.19
		62,723.18	62,365.73
2 Non-Current Liabilities			
Deferred Tax Liabilities (Net)	4	132.80	—
3 Current Liabilities			
(a) Short Term borrowings	5	178.82	—
(b) Trade Payables	6	944.85	844.14
(c) Other Current Liabilities	7	1,252.97	2,086.20
(d) Short Term Provisions	8	637.16	620.55
		3,013.80	3,550.89
TOTAL		65,869.78	65,916.62
II. ASSETS			
1 Non-Current Assets			
(a) Fixed Assets	9		
(i) Tangible Assets		7,906.97	3,304.70
(ii) Intangible Assets		127.71	106.47
(iii) Capital Work-in-Progress		1,414.87	4,711.70
(iv) Intangible Assets Under Development		9.90	28.22
		9,459.45	8,151.09
(b) Non-Current Investments	10	18,400.47	26,844.45
(c) Deferred Tax Assets (Net)	4	-	200.80
(d) Long Term Loans and Advances	11	4,039.32	3,118.20
(e) Other Non-Current Assets	12	54.77	244.99
		31,954.01	38,559.53
2 Current Assets			
(a) Current Investments	13	22,508.65	15,640.42
(b) Inventories	14	2,995.95	2,277.47
(c) Trade Receivables	15	2,865.98	2,495.80
(d) Cash and Bank Balances	16	750.74	883.73
(e) Short Term Loans and Advances	17	4,421.73	5,611.39
(f) Other Current Assets	18	372.72	448.28
		33,915.77	27,357.09
TOTAL		65,869.78	65,916.62
Significant Accounting Policies	1		
Notes to the financial statements	2 to 39		

As per our report of even date

For CHATURVEDI & SHAH
Chartered Accountants

For and on behalf of the Board of Directors

R. Koria
Partner

V. Ramaswami
Whole-time Director

B. L. Kheruka
Executive Chairman

Place : Mumbai
Date : 09.05.2013

Rajesh Chaudhary
Chief Financial Officer

Shreevar Kheruka
Managing Director & CEO

BOROSIL GLASS WORKS LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2013

(` In Lacs)

Particulars	NOTE	For the Year Ended 31 st March, 2013	For the Year Ended 31 st March, 2012
I. Revenue From Operations	19	13,447.16	12,602.35
II. Other Income	20	2,513.04	4,200.43
III. Total Revenue (I + II)		15,960.20	16,802.78
IV. Expenses:			
Cost of Materials Consumed	21	112.10	169.84
Purchases of Stock-in-Trade	22	8,079.03	7,609.96
Changes in Inventories of Work-in-Progress and Stock-in-Trade	23	(713.58)	(626.02)
Employee Benefits Expense	24	1,250.94	1,090.97
Finance Costs	25	26.64	18.36
Depreciation and Amortization Expense	9	204.67	75.14
Other Expenses	26	4,396.14	4,084.09
Total Expenses		13,355.94	12,422.34
V. Profit Before Exceptional Items and Tax (III-IV)		2,604.26	4,380.44
VI. Exceptional Items	27	—	337.67
VII. Profit Before Tax (V- VI)		2,604.26	4,042.77
VIII. Tax Expense:			
(1) Current Tax		452.46	761.31
Less : MAT Credit Entitlement		(170.95)	(132.69)
Net Current Tax		281.51	628.62
(2) Deferred Tax		333.60	185.61
(3) Income Tax of earlier years		5.48	(24.26)
IX. Profit For The Year (VII-VIII)		1,983.67	3,252.80
X. Earnings per Equity Share of Rs.10 each (Basic and Diluted)	28	64.81	85.58
Significant Accounting Policies	1		
Notes to the financial statements	2 to 39		

As per our report of even date

For and on behalf of the Board of Directors

For CHATURVEDI & SHAH
Chartered Accountants

R.Koria
Partner

Place : Mumbai
Date : 09.05.2013

V. Ramaswami
Whole-time Director

Rajesh Chaudhary
Chief Financial Officer

B. L. Kheruka
Executive Chairman

Shreevar Kheruka
Managing Director & CEO

BOROSIL

BOROSIL GLASS WORKS LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

(` in Lacs)

	For Year Ended 31 st March, 2013	For Year Ended 31 st March, 2012
A. Cash Flow from Operating Activities		
Net Profit before tax as per Statement of Profit and Loss	2,604.26	4,042.77
Adjusted for :		
Depreciation and Amortization Expense	204.67	75.14
Loss/ (Profit) on foreign currency transactions (Net)	(4.82)	7.38
Dividend Income	(540.05)	(605.19)
Income/Interest on Investment	(1,247.70)	(1,726.84)
Profit on sale of Investments(Net)	(457.03)	(1,538.57)
Profit from Commodity future trading(Net)	(174.77)	(246.87)
Provision for diminution in the value of Investments	103.61	218.50
Loss on sale/discarding of fixed assets(Net)	0.29	300.23
Investment Advisory charges	105.51	130.40
Finance costs	26.64	18.36
Buyback Expenses	6.72	37.81
Sundry balances written back (Net)	(0.44)	(0.27)
Bad Debts	0.92	25.92
Reversal for Bad & Doubtful Debts	(0.72)	(7.36)
Operating Profit before Working Capital Changes	627.09	731.41
Adjusted for :		
Trade & Other Receivables	148.63	(213.39)
Inventories	(718.48)	(533.80)
Trade Payables & other payables	107.88	217.57
Cash generated from operations	165.12	201.79
Direct taxes paid	(309.80)	(616.09)
Net Cash used in Operating Activities	(144.68)	(414.30)
B Cash Flow from Investing Activities		
Purchase of Fixed Assets	(3,193.91)	(7,497.41)
Sale of Fixed Assets	16.57	21.25
Purchase of Investment	(34,683.81)	(70,573.81)
Sale of Investment	37,983.57	79,233.90
Movement in Loans & advances	(305.30)	4,718.95
Fixed Deposit with Bank having maturity of more than three months(Placed)	(204.52)	(303.58)
Fixed Deposit with Bank having maturity of more than three months(Matured)	303.88	802.35
Investment Advisory charges paid	(141.19)	(44.70)
Income/Interest on Investment/Loans	1,278.03	1,601.85
Dividend Received	540.05	605.19
Net Cash from Investing Activities	1,593.37	8,563.99

C. Cash Flow from Financing Activities

Buy back of Equity Shares	(1,106.15)	(7,074.27)
Movement in short term Borrowings	182.43	-
Margin Money (Net)	79.73	(135.50)
Dividends Paid including tax thereon	(542.75)	(691.05)
Interest paid	(26.11)	(17.59)
Net Cash used in Financing Activities	(1,412.85)	(7,918.41)
Net Increase in Cash and Cash Equivalents (A+B+C)	35.84	231.28
Opening Balance of Cash and Cash Equivalents	368.76	137.48
Closing Balance of Cash and Cash Equivalents	404.60	368.76

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

R.Koria
Partner

V. Ramaswami
Whole-time Director

B. L. Kheruka
Executive Chairman

Place : Mumbai
Date : 09.05.2013

Rajesh Chaudhary
Chief Financial Officer

Shreevar Kheruka
Managing Director & CEO

Notes to the Financial Statement for the year ended 31st March, 2013

Note 1 - Significant Accounting Policies

1.1 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.

1.2 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.

1.3 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.

1.4 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.

1.5 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.

1.6 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.

1.7 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.

1.8 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.

1.9 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

Notes to the Financial Statement for the year ended 31st March, 2013

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.

1.10 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.

1.11 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.

1.12 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.

1.13 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.

1.14 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 and 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.

1.15 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.

1.16 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.

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2013

1.17 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, 2013	As at 31 st March, 2012
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		
3,006,000 (Previous Year 3,135,351) Equity Shares of ` 10/- each fully paid up	300.60	313.54
Total	300.60	313.54

2.1 Reconciliation of number of Equity Shares outstanding at the beginning and at the end of the year :

Particulars	2012-13	2011-12
Number of Shares outstanding at the beginning of the year	3,135,351	3,963,928
Less : Buy back and Extinguishment of Equity Shares(Refer note 2.4)	129,351	828,577
Number of Shares outstanding at the end of the year	3,006,000	3,135,351

2.2 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. Holders 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.

2.3 Details of Shareholder holding more than 5% of Equity Share Capital :

Name of Shareholder	As at 31 st March, 2013		As at 31 st March, 2012	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Gujarat Fusion Glass Ltd.	1,492,936	49.67	1,492,936	47.62
Croton Trading Ltd.	226,498	7.53	226,498	7.22
Mavi Investment Fund Ltd.	192,947	6.42	304,712	9.72

2.4 Pursuant to the approval of the Board of Directors and Shareholders of the Company under Section 77A of the Companies Act, 1956, the Company had 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. During the year, the Company has bought back 1,29,351 equity shares (Previous year 8,28,577 equity shares) for a total consideration of ` 1,099.43 lacs (Previous year ` 7,036.46 lacs) from open market by utilising the Security Premium Account to the extent of Rs. Nil (Previous year ` 1,721.62 lacs) and the General Reserve to the extent of ` 1,086.49 lacs (Previous year ` 5,231.99 lacs). In terms of Section 77AA of the Companies Act, 1956, Capital Redemption Reserve has been created out of General Reserve for an amount of ` 12.94 lacs (Previous year ` 82.85 lacs) being the nominal value of shares so bought back. After having bought back 9,57,928 equity shares, the Company closed the said buy back on 10th October, 2012 and extinguished all those shares. As a result, the Company had 30,06,000 Issued and Paid-up equity shares as on 31st March, 2013.

Notes to the Financial Statement for the year ended 31st March, 2013

Note 3 - Reserves and Surplus

Particulars	(` In Lacs)	
	As at 31 st March, 2013	As at 31 st March, 2012
Capital Reserve		
As per Last Balance Sheet	15.00	15.00
Capital Redemption Reserve		
As per Last Balance Sheet	82.85	—
Add: Transferred from General Reserve *	12.94	82.85
Securities Premium Reserve		
As per Last Balance Sheet	—	1,721.62
Less : Utilised for buy back of Equity Shares *	—	1,721.62
General Reserve		
As per Last Balance Sheet	1,515.16	6,500.00
Add : Transferred from Surplus	200.00	330.00
Less : Transfer to Capital Redemption Reserve	12.94	82.85
Less : Utilised for buy back of Equity Shares *	1,086.49	5,231.99
Surplus in the Statement of Profit and Loss		
As per Last Balance Sheet	60,439.18	58,059.87
Add: Profit for the year	1,983.67	3,252.80
Amount available for appropriation	62,422.85	61,312.67
Appropriations:		
Transferred to General Reserve	200.00	330.00
Proposed Dividend	450.90	467.63
Tax on Proposed Dividend	76.63	75.86
Proposed Dividend & tax thereon of earlier year written back	(0.74)	—
Surplus -Closing Balance	61,696.06	60,439.18
Total	62,422.58	62,052.19

* Refer note 2.4

Note 4 - Deferred Tax Liabilities /(Assets) (Net)

Particulars	(` In Lacs)	
	As at 31 st March, 2013	As at 31 st March, 2012
Liabilities		
Related to Fixed Assets	306.43	85.77
Total	306.43	85.77
Assets		
Disallowance Under Section 43B of the Income Tax Act, 1961	22.66	22.55
Voluntary Retirement Scheme	135.75	255.04
Others	15.22	8.98
Total	173.63	286.57
Deferred Tax Liabilities / (Assets) (Net)	132.80	(200.80)

Note 5 - Short Term borrowings

Particulars	(` In Lacs)	
	As at 31 st March, 2013	As at 31 st March, 2012
(Secured Loan)		
Buyers Credit from a bank	178.82	—
Total	178.82	—

5.1 Buyers' credit from a bank is secured by way of lien on 5,500,000 units of Kotak FMP Series 67 - Growth and carries Interest @ EURIBOR plus 1.00% to 1.15%.

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2013

Note 6 - Trade Payables

(` In Lacs)

Particulars	As at 31 st March, 2013	As at 31 st March, 2012
Micro, Small and Medium Enterprises	—	—
Others	944.85	844.14
Total	944.85	844.14

6.1 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.

Note 7 - Other Current Liabilities

(` In Lacs)

Particulars	As at 31 st March, 2013	As at 31 st March, 2012
Interest accrued but not due on borrowing	0.41	—
Interest accrued but not due on Dealer Deposits	19.14	18.38
Dealer Deposits/Advance from Customers	204.98	188.14
Unpaid Dividends*	45.43	35.16
Unclaimed Matured Deposits*	9.32	9.57
Unclaimed Interest on Matured Deposits*	0.68	1.32
Creditors for Capital Expenditure	72.93	300.24
Commodity Future Trading payable	—	566.73
Statutory liabilities	130.94	148.62
Other Payables**	769.14	818.04
Total	1,252.97	2,086.20

* 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 8 - Short - Term Provisions

(` In Lacs)

Particulars	As at 31 st March, 2013	As at 31 st March, 2012
Provisions for Employee Benefits		
Superannuation	16.98	17.18
Gratuity (Funded)	16.57	8.28
Leave Encashment	63.52	51.60
Others		
Provisions for Tax (Net)	12.56	—
Proposed Dividend	450.90	467.63
Tax on Proposed Dividend	76.63	75.86
Total	637.16	620.55

Notes to the Financial Statement for the year ended 31st March, 2013

Note 9 - FIXED ASSETS

(` in Lacs)

Description	GROSS BLOCK			DEPRECIATION AND AMORTIZATION					NET BLOCK	
	As at 1 st April, 2012	Additions	Deductions/ Adjustments	As at 31 st March, 2013	Upto 31 st March, 2012	For the Year	Deductions/ Adjustments	Upto 31 st March, 2013	As at 31 st March, 2013	As at 31 st March, 2012
Owned Tangible Assets										
Land- Freehold	564.59	47.65	-	612.24	-	-	-	-	612.24	564.59
Buildings	2,516.95	4,252.27	-	6,769.22	23.87	103.44	-	127.31	6,641.91	2,493.08
Plant and Equipment	59.65	7.92	-	67.57	3.07	3.29	-	6.36	61.21	56.58
Furniture and Fixtures	58.98	246.20	-	305.18	40.03	15.46	-	55.49	249.69	18.95
Vehicles	94.03	66.60	-	160.63	27.39	11.67	-	39.06	121.57	66.64
Office Equipment	259.05	142.35	0.47	400.93	154.19	26.52	0.13	180.58	220.35	104.86
TOTAL (A)	3,553.25	4,762.99	0.47	8,315.77	248.55	160.38	0.13	408.80	7,906.97	3,304.70
Owned Intangible Assets *										
Computer Software	244.90	65.53	-	310.43	138.43	44.29	-	182.72	127.71	106.47
TOTAL (B)	244.90	65.53	-	310.43	138.43	44.29	-	182.72	127.71	106.47
GRAND TOTAL (A)+(B)	3,798.15	4,828.52	0.47	8,626.20	386.98	204.67	0.13	591.52	8,034.68	3,411.17
PREVIOUS YEAR	1,158.27	2,645.03	5.15	3,798.15	315.96	75.14	4.12	386.98	3,411.17	-
Capital Work in Progress									1,414.87	4,711.70
Intangible Assets Under Development*									9.90	28.22

9.1 Buildings include cost of shares in Co-operative Societies ` 0.02 Lacs (Previous year ` 0.02 Lacs)

9.2 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, 2013.

9.3 Capital Work in Progress includes amount of ` 2.04 Lacs. on account of pre-operative expenses (Previous Year ` Nil)

Pre-operative Expenses :

Particulars	2012-13	2011-12
Balance as per last year	—	72.34
Addition :		
Rent paid	2.04	—
Total	2.04	72.34
Less :- Written off During the Year	—	72.34
Balance as at end of the Year	2.04	—

* Represents Software other than self generated.

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2013

Note 10- Non-Current Investments

Particulars	As at 31 st March, 2013 Quantity (Nos)	As at 31 st March, 2012 Quantity (Nos)	Face Value (`)	As at 31 st March, 2013 (` in Lacs)	As at 31 st March, 2012 (` in Lacs)
Long Term Investments					
A Trade Investments					
(a) 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 Private 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	9,000,000	100	9,000.00	9,000.00
Total Preference Shares (b)				9,000.00	9,000.00
Total Trade Investments (i) = (a) + (b)				10,943.95	10,943.95
B Other Than Trade Investments					
(a) Investment in Property (Refer note 10.5)				422.69	—
Total Property (a)				422.69	—
(b) In Equity Instruments:					
Unquoted Fully Paid-Up					
Arch Pharmalabs Ltd.	56,000	56,000	10	252.00	252.00
Total Equity Instruments (b)				252.00	252.00
(c) In Debentures:					
Quoted Fully Paid-Up					
11.6 % Secured Non Convertible Redeemable Debentures of Shriram City union Finance Ltd.	41,871	41,871	1,000	418.71	418.71

Notes to the Financial Statement for the year ended 31st March, 2013

Note 10- Non-Current Investments

Particulars	As at 31 st March, 2013 Quantity (Nos)	As at 31 st March, 2012 Quantity (Nos)	Face Value (`)	As at 31 st March, 2013 (` in Lacs)	As at 31 st March, 2012 (` in Lacs)
11.7 % Secured Non Convertible Redeemable Debentures of India Infoline Investment Services Ltd.	100,000	100,000	1,000	1,000.00	1,000.00
11.9 % Secured Non Convertible Redeemable Debentures of India Infoline Investment Services Ltd.	10,000	10,000	1,000	93.37	91.02
12.25 % Secured Non Convertible Redeemable Debentures of Muthoot Finance Ltd.	50,000	50,000	1,000	500.00	500.00
16 % Secured Non Convertible Redeemable Debentures of Vijay Associates (Wadhwa) Constructions Pvt. Ltd.	—	500	13,480	—	67.40
Redeemable Non Convertible Debentures of Deutsche Investment India Pvt. Ltd. - Series - GE0106	—	500	100,000	—	500.00
Secured Non Convertible Redeemable Debentures of India Infoline Finance Ltd. - Series I-025	370	—	100,000	370.00	—
Unquoted Fully Paid-Up					
17 % Secured Non Convertible Redeemable Debentures of Ankur Energy Resources Pvt. Ltd.	—	400	50,000	—	200.00
18 % Secured Non Convertible Redeemable Debentures of Galleria Mall Developers Pvt. Ltd.	—	256	33,325	—	93.02
18 % Secured Non Convertible Redeemable Debentures of Lily Realty Pvt. Ltd. Series B	—	96	49,997	—	50.35
19 % Secured Non Convertible Redeemable Debentures of Sheth Developers Pvt. Ltd.	—	160	57,143	—	96.30
19% Secured Non Convertible Redeemable Debentures of Sheth Buildwell Pvt. Ltd.	100	—	90,000	90.00	—
20 % Secured Non Convertible Redeemable Debentures of Prince Foundations Ltd.	—	256	50,000	—	135.80
3 % Optionally Convertible Debentures of Jade Stone Development and Holding Pvt. Ltd. *	61,995	61,995	100	62.00	62.00

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2013

Note 10- Non-Current Investments

Particulars	As at 31 st March, 2013 Quantity (Nos)	As at 31 st March, 2012 Quantity (Nos)	Face Value (₹)	As at 31 st March, 2013 (₹ in Lacs)	As at 31 st March, 2012 (₹ in Lacs)
3 % Optionally Convertible Debentures of Marwar Consultancy Pvt. Ltd. *	61,687	61,687	100	61.69	61.69
3 % Optionally Convertible Debentures of Prabal Traders and Advisors Pvt. Ltd. *	73,205	73,205	100	73.21	73.21
3 % Optionally Convertible Debentures of Suryanagri Trading and Consultancy Pvt. Ltd. *	207,384	—	100	207.38	—
3 % Optionally Convertible Debentures of Swarg Advisors and Traders Pvt. Ltd. *	217,287	—	100	217.29	—
3 % Optionally Convertible Debentures of Vahin Advisors and Traders Pvt. Ltd. *	62,607	62,607	100	62.61	62.61
8.25 % Optionally Convertible Debentures of Sherin Advisors and Traders Pvt. Ltd. *	146,195	146,195	100	146.20	146.20
8.5 % Optionally Convertible Debentures of Zwenzi Traders and Advisors Pvt. Ltd. *	145,782	145,782	100	145.78	145.78
Redeemable Non Convertible Debentures of Barclays Investments & Loans (India) Ltd. Series DS-201	7	7	4,000,000	280.00	280.00
Redeemable Non Convertible Debentures of ECL Finance Ltd. Series A4A001	250	250	100,000	250.00	250.00
Redeemable Non Convertible Debentures of ECL Finance Ltd. -Series - A4A003	250	250	100,000	250.00	250.00
* Held by Portfolio Manager on behalf of the Company					
Total Debentures (c)				4,228.24	4,484.09
(d) In Corporate Bonds:					
Quoted Fully Paid-Up					
8 % Secured Non Convertible Redeemable Tax Free Bonds of Indian Railway Finance Corporation Ltd. 23-February-2022	10,875	10,875	1,000	108.75	108.75

Notes to the Financial Statement for the year ended 31st March, 2013

Note 10- Non-Current Investments

Particulars	As at 31 st March, 2013 Quantity (Nos)	As at 31 st March, 2012 Quantity (Nos)	Face Value (`)	As at 31 st March, 2013 (` in Lacs)	As at 31 st March, 2012 (` in Lacs)
8.2 % Secured Non Convertible Redeemable Tax Free Bonds of National Highways Authority of India 25-January-2022	12,362	12,362	1,000	123.62	123.62
8.2 % Secured Non Convertible Redeemable Tax Free Bonds of Power Finance Corporation Ltd. 1-February-2022	14,239	14,239	1,000	142.39	142.39
9.45 % Secured Non Convertible Redeemable Bonds of State Bank of India 16-March-2026	—	2,000	10,000	—	200.95
Total Corporate Bonds (d)				374.76	575.71
(e) 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
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	—	5,000,000	10	—	500.00
Total Mutual Funds (e)				—	9,750.00

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2013

Particulars	As at 31 st March, 2013 Quantity (Nos)	As at 31 st March, 2012 Quantity (Nos)	Face Value (`)	As at 31 st March, 2013 (` in Lacs)	As at 31 st March, 2012 (` in Lacs)
(f) In Others:					
1. Venture Capital Fund					
Unquoted Fully Paid-Up					
NV India Real Estate Fund	500,000	250,000	100	500.00	250.00
Unquoted Partly Paid Up					
India Infoline Real Estate Fund (Domestic) - Series 1 (Paid up ` 50) (Previous year ` 25,000)	2,000,000	2,000	100 (100,000)	1,000.00	500.00
2. Alternative Investment Fund					
Unquoted Fully Paid-Up					
IIFL Income Opportunities Fund - Category II	4,920,646	—	10	500.50	—
3. Investment in Art				178.33	88.70
Total Others (f)				2,178.83	838.70
Total Non Trade Investments (ii) = (a) + (b) + (c) + (d) + (e) + (f)				7,456.52	15,900.50
Total Non Current Investments (i) + (ii)				18,400.47	26,844.45

10.1 Aggregate amount of Investments and Market value thereof

	As at 31 st March, 2013		As at 31 st March, 2012	
	Book Value (` in Lacs)	Market Value (` in Lacs)	Book Value (` in Lacs)	Market Value (` in Lacs)
Quoted Investments	4,284.79	3,569.90	13,930.79	13,671.44
Unquoted Investments	14,115.68		12,913.66	
	18,400.47		26,844.45	

10.2 Refer Note 1.6 for basis of valuation of Non Current Investments.

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

10.4 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.

10.5 Jointly owned property, representing 50% share of the company.

10.6 Figures in bracket represent previous year figures.

Notes to the Financial Statement for the year ended 31st March, 2013

Note 11 - Long - Term Loans and Advances

(` In Lacs)		
Particulars	As at 31 st March, 2013	As at 31 st March, 2012
(Unsecured, Considered Good) :		
Capital Advances	1,651.59	194.09
Advances for Investment in Properties	261.00	-
Loans and Advances to Related Parties (Refer note 33)	1,091.95	2,285.90
Security Deposits	210.60	6.56
MAT Credit Entitlement	788.83	617.88
Advance Tax (Net)	—	13.77
Prepaid expenses	35.35	—
Total	4,039.32	3,118.20

Note 12 - Other Non - Current Assets

(` In Lacs)		
Particulars	As at 31 st March, 2013	As at 31 st March, 2012
(Unsecured, Considered Good) :		
Long Term Trade Receivables	44.99	244.99
Interest Accrued on Investment	9.78	—
Total	54.77	244.99

Note 13 - Current Investments

Particulars	As at 31 st March, 2013 Quantity (Nos)	As at 31 st March, 2012 Quantity (Nos)	Face Value (`)	As at 31 st March, 2013 (` in Lacs)	As at 31 st March, 2012 (` in Lacs)
Current Investments					
(a) In Equity Instruments:					
Quoted Fully Paid Up					
Allcargo Logistics Ltd.	9,358	18,115	2	10.81	24.48
Bajaj Auto Ltd.	725	1,141	10	10.78	16.96
Bajaj Electricals Ltd.	-	7,557	2	—	13.88
Bajaj Finance Ltd.	3,498	3,775	10	25.11	24.78
Bata India Ltd.	1,833	—	10	13.17	—
Bosch Ltd.	450	723	10	29.07	46.54
Cadila Healthcare Ltd.	2,589	3,436	5	19.23	26.12
Cairn India Ltd.	7,464	11,386	10	20.34	35.49
Century Textiles & Industries Ltd.	—	5,862	10	—	21.61
Coal India Ltd.	—	8,942	10	—	28.40
Cox & Kings Ltd.	—	13,215	5	—	21.69
Divi's Laboratories Ltd.	2,615	—	2	25.82	—

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2013

Note 13 - Current Investments

Particulars	As at 31 st March, 2013 Quantity (Nos)	As at 31 st March, 2012 Quantity (Nos)	Face Value (`)	As at 31 st March, 2013 (` in Lacs)	As at 31 st March, 2012 (` in Lacs)
Eicher Motors Ltd.	1,059	—	10	23.58	—
Emami Ltd.	2,356	4,122	1	8.33	14.57
Exide Industries Ltd.	8,768	14,496	1	11.35	21.58
Financial Technologies (India) Ltd.	2,312	—	2	16.47	—
Glaxosmithkline Pharmaceuticals Ltd.	1,690	1,480	10	36.61	32.36
HDFC Bank Ltd.	10,015	10,015	2	45.36	45.36
Hero Motocorp Ltd.	1,417	2,217	2	21.85	43.25
Hindustan Petroleum Corporation Ltd.	7,200	—	10	20.53	—
Housing Development Finance Corporation Ltd.	5,385	5,385	2	35.87	35.87
Indian Oil Corporation Ltd.	—	6,230	10	—	16.36
IndusInd Bank Ltd.	5,961	8,161	10	13.94	19.08
Infosys Ltd.	1,488	1,488	5	43.00	42.58
ING Vysya Bank Ltd.	5,655	7,443	10	20.20	26.49
IPCA Laboratories Ltd.	7,775	9,165	2	22.85	26.94
ITC Ltd.	—	16,642	1	—	36.51
Jain Irrigation Systems Ltd.	9,779	9,779	2	6.02	9.66
KEC International Ltd.	—	31,090	2	—	20.29
KPIT Cummins Infosystems Ltd.	16,453	18,834	2	13.74	15.07
Larsen & Toubro Ltd.	2,118	1,399	2	28.94	18.28
Mahindra and Mahindra Financial Services Ltd.	11,170	2,234	2	15.86	14.94
Mahindra Holidays & Resorts India Ltd.	7,026	8,178	10	18.06	24.66
Manappuram Finance Ltd.	—	33,971	2	—	10.33
MRF Ltd.	184	—	10	21.39	—
Nestle India Ltd.	1,077	1,200	10	39.17	43.36
Opto Circuits India Ltd.	10,422	13,975	10	6.28	26.18
Oracle Financial Services Software Ltd.	808	—	5	20.69	—
Raymond Ltd.	—	5,751	10	—	19.79
Redington (India) Ltd.	—	21,385	2	—	18.82
State Bank of India	2,142	1,050	10	44.40	22.00
SUN TV Network Ltd.	5,718	7,823	5	16.98	23.23
United Phosphorous Ltd.	16,555	19,773	2	19.44	25.70
Zee Entertainment Enterprises Ltd.	6,613	11,567	1	8.66	14.64
Unquoted Fully Paid Up					
Jade Stone Development and Holding Pvt. Ltd. *	74,898	74,898	1	0.75	0.75
Marwar Consultancy Pvt. Ltd. *	74,916	74,916	1	0.75	0.75
Prabal Traders and Advisors Pvt. Ltd. *	74,876	74,876	1	0.75	0.75
Sherin Advisors and Traders Pvt. Ltd. *	74,594	74,594	1	0.75	0.75
Suryanagri Trading and Consultancy Pvt. Ltd. *	77,709	—	1	0.78	—
Swarg Advisors and Traders Pvt. Ltd. *	77,749	—	1	0.78	—
Vahin Advisors and Traders Pvt. Ltd. *	74,852	74,852	1	0.75	0.75
Zwenzi Traders and Advisors Pvt. Ltd. *	74,641	74,641	1	0.75	0.75
* Held by Portfolio Manager on behalf of the Company					
Total Equity Instruments (a)				739.96	932.35

Notes to the Financial Statement for the year ended 31st March, 2013

Note 13 - Current Investments

Particulars	As at 31 st March, 2013 Quantity (Nos)	As at 31 st March, 2012 Quantity (Nos)	Face Value (`)	As at 31 st March, 2013 (` in Lacs)	As at 31 st March, 2012 (` in Lacs)
(b) In Debentures:					
Quoted Fully Paid Up					
16 % Secured Non Convertible Redeemable Debentures of Vijay Associates (Wadhwa) Constructions Pvt. Ltd.	—	500	43,200	—	216.00
Redeemable Non Convertible Debentures of Deutsche Investment India Pvt. Ltd. -Series -GE0106	500	—	100,000	500.00	—
Unquoted Fully Paid Up					
0 % Secured Non Convertible Debentures of Avantha Holdings Ltd. (Formerly, Solaris Holdings Ltd.)	—	1	75,000,000	—	754.09
Zero Coupon Secured Non Convertible Debentures of Tata Housing Development Company Ltd.	55	—	1,000,000	550.00	—
17 % Secured Non Convertible Redeemable Debentures of Ankur Energy Resources Pvt. Ltd.	—	400	50,000	—	200.00
18 % Secured Non Convertible Redeemable Debentures of Galleria Mall Developers Pvt. Ltd.	256	256	44,450 (66,675)	114.45	170.69
18 % Secured Non Convertible Redeemable Debentures of Lily Realty Pvt. Ltd. Series B	—	96	50,003	—	48.00
19 % Secured Non Convertible Redeemable Debentures of Sheth Developers Pvt. Ltd.	—	160	42,857	—	68.57
19% Secured Non Convertible Redeemable Debentures of Sheth Buildwell Pvt. Ltd.	100	—	10,000	10.00	—
20 % Secured Non Convertible Redeemable Debentures of Prince Foundations Ltd.	256	256	62,500 (50,000)	162.43	128.00
Total Debentures (b)				1,336.88	1,585.35

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2013

Note 13 - Current Investments

Particulars	As at 31 st March, 2013 Quantity (Nos)	As at 31 st March, 2012 Quantity (Nos)	Face Value (`)	As at 31 st March, 2013 (` in Lacs)	As at 31 st March, 2012 (` in Lacs)
(c) In Corporate Bonds:					
Quoted Fully Paid Up					
0 % National Bank for Agriculture and Rural Development 1-January-2018 (Bhavishya Nirman Bonds)	—	12,000	20,000	—	1,349.79
0 % National Bank for Agriculture and Rural Development 1-January-2019 (Bhavishya Nirman Bonds)	—	8,350	20,000	—	886.86
Total Corporate Bonds (c)				—	2,236.65
(d) Mutual Funds:					
Quoted Fully Paid Up					
BNP Paribas Fixed Term Fund Series 20 C Growth	—	5,000,000	10	—	500.00
DSP Blackrock Equity Fund-Regular Plan-Dividend Payout	—	877,308	10	—	399.96
DSP Blackrock Top 100 Equity Fund Regular Plan Dividend Reinvestment	2,449,150	5,310,369	10	491.62	1,061.76
DWS Fixed Term Fund - Series - 93 - Growth Plan	5,000,000	—	10	500.00	—
Franklin India Blue Chip Fund Dividend Reinvestment	711,510	638,209	10	236.64	223.96
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	—
IDFC Sterling Equity Fund Dividend Regular Plan Reinvestment (Previous Year Dividend Option Payout)	1,610,492	1,610,492	10	213.58	218.01
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	—
Reliance Equity Opportunities Fund -Retail Plan- Dividend Plan- Reinvestment	1,846,365	1,661,841	10	414.16	366.30

Notes to the Financial Statement for the year ended 31st March, 2013

Note 13 - Current Investments

Particulars	As at 31 st March, 2013 Quantity (Nos)	As at 31 st March, 2012 Quantity (Nos)	Face Value (`)	As at 31 st March, 2013 (` in Lacs)	As at 31 st March, 2012 (` in Lacs)
Reliance Equity Opportunities Fund -Retail Plan- Dividend Plan- Reinvestment (Previous Year Dividend Option Payout)	2,438,913	2,195,171	10	547.08	483.86
Reliance Equity Opportunities Fund Retail Plan Growth Plan	764,720	764,720	10	250.00	250.00
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	5,000,000	—	10	500.00	—

** Includes 7,700,000 Units pledged with a bank against the credit facility availed by related parties.

Includes 3,300,000 Units pledged with a bank against the credit facility availed by related parties and 5,500,000 Units pledged with a bank to avail Buyers Credit facility.

Unquoted Fully Paid Up

AIG India Treasury Fund- Super Institutional Plan-Weekly Dividend Option *	—	21,823	1,000	—	218.54
Birla Sun Life Savings Fund Institutional Growth	42,076	—	100	92.00	—
BNP Paribas Overnight - Institutional Growth	—	3,343,834	10	—	551.43
HDFC Cash Management Fund Treasury Advantage Retail Weekly Dividend Reinvestment *	462,450	—	10	46.42	—
HDFC Equity Fund Dividend Reinvestment	2,791,906	995,169	10	1,049.45	399.85
HDFC Equity Fund-Dividend -Payout	—	1,526,909	10	—	613.50
HDFC Midcap Opportunities Fund Dividend Payout	—	2,126,453	10	—	300.00
HDFC Midcap Opportunities Fund Dividend Reinvestment	6,713,314	4,256,768	10	951.84	602.89
HSBC Cash Fund- Institutional Plus - Growth	—	5,128,826	10	—	550.40
ICICI Prudential Dynamic Plan-Dividend - Reinvestment	5,406,819	2,760,265	10	871.75	479.72
ICICI Prudential Dynamic Plan-Dividend - Payout	—	3,403,295	10	—	591.48

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2013

Note 13 - Current Investments

Particulars	As at 31 st March, 2013 Quantity (Nos)	As at 31 st March, 2012 Quantity (Nos)	Face Value (`)	As at 31 st March, 2013 (` in Lacs)	As at 31 st March, 2012 (` in Lacs)
ICICI Prudential Focused Bluechip Equity Fund Retail Dividend Payout	4,667,078	4,667,078	10	742.53	725.73
ICICI Prudential Gilt Fund Investment Plan PF Option	2,299,369	—	10	500.00	—
ICICI Prudential Liquid Super Institutional Plan - Growth	—	240,065	100	—	379.52
JP Morgan India Active Bond Fund Institutional Growth	24,808,182	—	10	2,500.00	—
Kotak Bond Scheme Plan A Growth	1,516,535	—	10	500.00	—
Reliance Liquid Fund-Treasury Plan-Weekly Dividend Reinvestment *	776	—	1,000	11.88	—
SBI Magnum Income Fund Growth	1,784,930	—	10	500.00	—
TATA Floater Fund Plan A - Growth	3,988	—	1,000	70.00	—
Tata Income Fund Plan A - Appreciation Growth	1,498,177	—	10	500.00	—
UTI Treasury Advantage Fund Institutional Plan (Bonus) Payout	11,598	—	1,000	142.86	—
* Held by Portfolio Manager on behalf of the Company					
Total Mutual Funds (d)				20,131.81	8,916.91
(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
3. Pass Through Certificate					
Pass Through Certificate - Series-A of Gold Loan Receivable Trust-II	300	—	100,000	300.00	—
Total Others (e)				300.00	1,969.16
Total Current Investments = (a) + (b) + (c) + (d) + (e)				22,508.65	15,640.42

Notes to the Financial Statement for the year ended 31st March, 2013

Note 13 - Current Investments

1. Aggregate amount of Current Investments and Market value thereof

	As at 31 st March, 2013		As at 31 st March, 2012	
	Book Value (` in Lacs)	Market Value (` in Lacs)	Book Value (` in Lacs)	Market Value (` in Lacs)
Quoted Investments	12,386.98	14,329.40	6,884.35	7,189.66
Unquoted Investments	10,121.67		8,756.07	
	<u>22,508.65</u>		<u>15,640.42</u>	

2. Aggregate amount of provision for diminution in value of Current Investments of ` 644.73 lacs (` 541.12 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

5. Figures in bracket represent previous year figures

Note 14 - Inventories

Particulars	(` In Lacs)			
	As at 31 st March, 2013		As at 31 st March, 2012	
(Taken, Valued and Certified by Management)				
Raw Materials		1.71		4.14
Work-in-Progress		10.60		20.26
Stock-in-Trade:				
Goods-in-Transit	212.07		275.31	
Others	2,674.55	2,886.62	1,885.60	2,160.91
Stores and Spares		8.13		8.74
Packing Material		51.39		43.45
Scrap(Cullet)		37.50		39.97
Total		2,995.95		2,277.47

14.1 For Mode of Valuation Refer Note 1.7

14.2 Work-in-Progress under Broad heads:

Glass Tubing	9.96	19.51
Others	0.64	0.75
Total	<u>10.60</u>	<u>20.26</u>

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2013

14.3 Stock-in-Trade under Broad heads:

Scientific Apparatus & Laboratory ware	1,333.23	861.52
Consumer ware	1,490.38	1,265.66
Others	63.01	33.73
Total	2,886.62	2,160.91

Note 15 - Trade Receivable

		(` In Lacs)	
Particulars	As at 31 st March, 2013	As at 31 st March, 2012	
(Unsecured) :			
Due for a Period Exceeding Six Months from the due date			
Considered Good	13.35	8.50	
Considered Doubtful	26.97	27.69	
	40.32	36.19	
Less : Provision for Doubtful Debts	26.97	27.69	8.50
Other Debts			
Considered Good	2,852.63	2,487.30	
Total	2,865.98	2,495.80	

Note 16 - Cash and Bank Balances

		(` In Lacs)	
Particulars	As at 31 st March, 2013	As at 31 st March, 2012	
Cash and Cash Equivalents			
Balances with Banks in current accounts	264.12	216.71	
Fixed deposit with Banks - Having maturity less than 3 months	99.00	141.75	
Cheques, Drafts on Hand	36.37	6.48	
Cash on Hand	5.11	3.82	
Total	404.60	368.76	
Other Bank Balances			
Fixed deposit with Banks - Having maturity 3 to 12 months	3.02	74.67	
Fixed deposit with Banks - Having maturity more than 12 months	—	0.30	
Earmarked Balances with bank :			
For Unpaid Dividend Accounts	45.43	35.17	
For Unpaid Interest on Matured Deposit Accounts	0.92	0.92	
Fixed deposit with Bank for Unclaimed Public deposits	1.50	2.00	
Fixed deposit pledged with the Banks	295.27	401.91	
Total	750.74	883.73	

16.1 Fixed deposit pledge with the banks includes ` 200.00 lacs (Previous year ` 226.91 lacs) in respect of letter of credit facilities availed by other party.

Notes to the Financial Statement for the year ended 31st March, 2013

Note 17 - Short - Term Loans and Advances

(` In Lacs)		
Particulars	As at 31 st March, 2013	As at 31 st March, 2012
(Unsecured, Considered Good):		
Loans and Advances to Related Parties (Refer Note 33)		
Inter Corporate Deposit	1,799.25	—
Interest receivables	196.58	119.39
Loans and Advances to Others :		
Inter Corporate Deposit	100.00	400.00
Deposits	76.15	348.27
Interest receivables	40.35	48.93
Advances to Creditors	172.51	170.64
Commodity Future Trading receivables	413.06	3,041.09
Balance with Excise Authorities	6.10	9.51
Others	1,617.73	1,473.56
Total	4,421.73	5,611.39

17.1 Others includes mainly Security application money & amount receivable from Portfolio Managers (refer note 31) etc.

Note 18 - Other Current Assets

(` In Lacs)		
Particulars	As at 31 st March, 2013	As at 31 st March, 2012
Interest accrued on Investments	357.48	413.24
Export Incentives Receivable	0.99	—
Fixed Assets held for disposal	14.25	35.04
Total	372.72	448.28

Note 19 - Revenues from Operations

(` In Lacs)		
Particulars	For the Year Ended 31 st March, 2013	For the Year Ended 31 st March, 2012
Sale of Products	13,440.33	12,598.23
Other Operating Revenue	6.83	4.12
Net Revenue from Operations	13,447.16	12,602.35
19.1 Sale of Products under Broad Head		
Scientific Apparatus & Laboratory ware	7,762.98	7,528.49
Consumer ware	5,547.39	4,833.55
Others	129.96	236.19
Total	13,440.33	12,598.23

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2013

Note 20 - Other Income

(` In Lacs)		
Particulars	For the Year Ended 31 st March, 2013	For the Year Ended 31 st March, 2012
Interest Income on		
- Long Term Investments	669.16	286.03
- Current Investments	162.66	146.76
- Inter Corporate Deposits	370.33	1,240.78
- Fixed Deposits with banks	41.29	37.34
- Customers	57.34	46.59
- Others	4.26	17.88
Dividend Income from		
- Long Term Investments	24.64	0.15
- Current Investments	515.41	605.04
Profit on Sale of Investments (Net)		
- Long Term Investments	0.62	1.83
- Current Investments	456.41	1,536.74
Profit on Commodity Future Trading (Net)	174.77	246.87
Rent Income	14.74	11.64
Sundry Credit Balance Written Back (Net)	0.44	0.27
Miscellaneous Income	20.97	22.51
Total	2,513.04	4,200.43

Note 21 - Cost of Material consumed

(` In Lacs)		
Particulars	For the Year Ended 31 st March, 2013	For the Year Ended 31 st March, 2012
Cost of Material consumed under Broad Head		
Tubing	81.34	73.82
Unprocessed glass articles	29.56	94.09
Accessories	1.20	1.93
Total	112.10	169.84

21.1 Value of Material Consumed

Particulars	For the Year Ended 31 st March, 2013		For the Year Ended 31 st March, 2012	
	(` In Lacs)	% of Consumption	(` In Lacs)	% of Consumption
Material Consumed				
Imported	82.19	73%	128.76	76%
Indigenous	29.91	27%	41.08	24%
Total	112.10	100%	169.84	100%

Notes to the Financial Statement for the year ended 31st March, 2013

Note 22 - Purchase of Stock - in - Trade

(` In Lacs)		
Particulars	For the Year Ended 31 st March, 2013	For the Year Ended 31 st March, 2012
Purchase of Stock-in-Trade under Broad Head		
Scientific Apparatus & Laboratory ware	4,653.60	4,307.26
Consumer ware	3,333.45	3,239.55
Others	91.98	63.15
Total	8,079.03	7,609.96

Note 23 - Changes in Inventories of Work-in-Progress and Stock-in-Trade

(` In Lacs)		
Particulars	For the Year Ended 31 st March, 2013	For the Year Ended 31 st March, 2012
At the end of the Year		
Work-in-Progress	10.60	20.26
Stock-in-Trade	2,886.62	2,160.91
Scrap (Cullet)	37.50	39.97
	2,934.72	2,221.14
At the beginning 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
Total	(713.58)	(626.02)

Note 24 - Employee Benefits Expense

(` In Lacs)		
Particulars	For the Year Ended 31 st March, 2013	For the Year Ended 31 st March, 2012
Salaries, Wages & allowances	1,052.05	949.59
Contribution to Provident and Other Funds	63.31	51.32
Staff Welfare Expenses	135.58	90.06
Total	1,250.94	1,090.97

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2013

24.1 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	2012-13	2011-12
Employer's Contribution to Provident Fund	34.70	29.90
Employer's Contribution to Superannuation Fund	-	—
Employer's Contribution to Pension Scheme	10.95	10.93
Employer's Contribution to ESIC	1.08	2.21

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	2012-13	2011-12
Gratuity(Funded)		
Actuarial assumptions		
Mortality Table	LIC(1994-96)	LIC(1994-96)
Salary growth :-	6.00%	6.00%
Discount rate	8.10%	8.00%
Expected returns on plan assets	8.50%	8.50%
Movement in present value of defined benefit obligation		
Obligation at the beginning of the year	64.81	68.78
Current service cost	12.31	11.51
Interest cost	4.97	5.50
Actuarial gains/(loss) on obligation	4.35	(3.81)
Benefits paid	(5.30)	(17.17)
Obligation at the end of the year	81.14	64.81
Movement in present value of plan assets		
Fair value at the beginning of the year	56.53	62.83
Expected Return on Plan Assets	4.93	4.86
Contribution	8.29	5.95
Actuarial gains/(losses)	0.12	0.07
Benefits paid	(5.30)	(17.17)
Other payment	—	(0.01)
Fair value at the end of the year	64.57	56.53
Amount recognised in the income statement		
Current service cost	12.31	11.51
Interest cost	4.97	5.50
Expected Return on Plan Assets	(4.93)	(4.86)
Net actuarial (gains)/losses recognized in the year	4.22	(3.87)
Total	16.57	8.28

Notes to the Financial Statement for the year ended 31st March, 2013

(c) Fair Value of assets

Class of assets	Fair Value of Asset	
	2012-13	2011-12
Life Insurance Corporation	63.60	51.75
Bank Balance	0.97	4.69
TDS Credit	—	0.09
Total	64.57	56.53

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

Amount recognised in the balance sheet		
	2012-13	2011-12
Present value of obligations at the end of the year	81.14	64.81
Less: Fair value of plan assets at the end of the year	64.57	56.53
Net liability/(Assets) recognized in the balance sheet	16.57	8.28

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

Gratuity (Funded)	2012-13	2011-12	2010-11	2009-10	2008-09
Defined Benefit Obligation	81.14	64.81	68.78	75.08	332.13
Plan Assets	64.57	56.53	62.83	86.89	123.43
Surplus/(deficit)	(16.57)	(8.28)	(5.95)	11.81	(208.70)
Experience adjustment on plan Assets	(0.12)	(0.07)	(0.20)	(0.04)	(0.63)
Experience adjustment on plan Liabilities	4.35	(3.81)	1.26	11.12	14.90

- (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 25 - Finance Cost

Particulars	For the Year Ended	For the Year Ended
	31 st March, 2013	31 st March, 2012
Interest Expenses	26.64	18.36
Total	26.64	18.36

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2013

Note 26 - Other Expenses

Particulars	(` In Lacs)	
	For the Year Ended 31 st March, 2013	For the Year Ended 31 st March, 2012
Trading and Manufacturing Expenses		
Stores and Spares	1.87	51.36
Processing Charges	69.66	87.15
Packing Materials Consumed	344.10	344.84
Repairs to Buildings	40.99	17.93
Selling and Distribution Expenses		
Sales Promotion and Advertisement Expenses	790.72	555.74
Brokerage, Discount and Commission	169.05	151.93
Freight Outward / Octroi	437.05	480.75
Warehousing Expenses	225.48	203.05
Additional Tax & Turnover tax	6.11	3.26
Other Selling and Distribution Expenses	11.21	31.16
Administrative and General Expenses		
Rent	246.46	314.42
Rates and Taxes	55.35	2.91
Other Repairs	93.30	54.54
Insurance	24.68	23.32
Legal & Professional Fees	557.95	339.91
Travelling	585.08	503.28
Loss on foreign currency transactions (Net)	11.24	18.72
Bad Debts	0.92	25.92
Less: Provision for Doubtful Debts	(0.72)	(7.36)
Provision for diminution in the value of Current Investments	103.61	218.50
Loss on sale of Fixed assets	0.29	0.37
Investment Advisory Charges	105.51	130.40
Buyback Expenses	6.72	—
Commission to Directors	179.00	213.25
Directors Sitting Fees	9.83	7.70
Payment to Auditors	25.25	27.81
Donation	13.68	16.65
Miscellaneous Expenses	281.75	266.58
Total	4,396.14	4,084.09

26.1 Stores and Spares

Particulars	For the Year Ended		For the Year Ended	
	31 st March, 2013		31 st March, 2012	
	(` In Lacs)	% of Consumption	(` In Lacs)	% of Consumption
Imported	—	—	19.49	38%
Indigenous	1.87	100%	31.87	62%
Total	1.87	100%	51.36	100%

Notes to the Financial Statement for the year ended 31st March, 2013

26.2 Details of Payment to Auditors

(₹ In Lacs)		
Particulars	For the Year Ended 31 st March, 2013	For the Year Ended 31 st March, 2012
Audit Fees	17.06	15.51
Tax Audit Fees	4.26	3.88
Certification charges*	4.72	4.13
Taxation matter	—	4.84
Total	26.04	28.36

* Includes ₹ 0.79 lacs (previous year ₹ 0.55 lacs) related to Buy back of Equity shares

Note 27 - Exceptional Items

(₹ In Lacs)		
Particulars	For the Year Ended 31 st March, 2013	For the Year Ended 31 st March, 2012
Loss on discarding of Capital Work in Progress	—	299.86
Buy back Expenses	—	37.81
Total	—	337.67

Note 28 - Earnings Per Equity share

Particulars	For the Year Ended 31 st March, 2013	For the Year Ended 31 st March, 2012
Net Profit After Tax Attributable to Equity Shareholders for Basic EPS and Diluted EPS (₹ In Lacs)	1,983.67	3,252.80
Weighted Average Number of Equity Shares Outstanding During the Year for Basic EPS and Diluted EPS (in Nos.)	3,060,683	3,800,884
Basic and Diluted Earning per share of ₹ 10/- each (in ₹)	64.81	85.58
Face Value per Equity Share (in ₹)	10.00	10.00

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

(₹ In Lacs)		
Particulars	As at 31 st March, 2013	As at 31 st March, 2012
Contingent Liabilities		
Claims against the Company not acknowledged as debts		
Disputed Liabilities in Appeal (No Cash outflow is expected in the near future)		
- Sales Tax	116.49	141.61
- Cenvat Credit/Service Tax	19.26	19.26
- Others	32.57	35.48
Guarantees		
- Bank Guarantees	79.15	40.07
Others		
1. Fixed Deposit Pledged with a Bank against Letter of Credit facility to a third party	200.00	226.91
2. Fixed Maturity Plan Pledged with a Bank against Letter of Credit facility to third parties	1,100.00	770.00
3. Letter of Credits- Foreign	26.70	71.59
Total	1,574.17	1,304.92

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2013

Particulars	(` In Lacs)	
	As at 31 st March, 2013	As at 31 st March, 2012
Commitments		
Estimated amount of Contracts remaining to be executed on Capital Account not provided for	274.10	587.88
Buyback of Shares	—	1,150.48
Commitments towards Investments	2,072.30	750.00
Uncalled Liability on partly paid up Investments	1,000.00	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, ` 170.95 Lacs (Previous year ` 132.69 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 and loss.

Note 31 - Portfolio Management Services

As at 31st March 2013, the company has invested ` 3,296.14 Lacs (Previous year ` 3,468.70 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 ` 2,274.41 Lacs (Previous year ` 2,202.39 Lacs) has been accounted as investment in Note 10 and 13 and the balance amount of ` 1,021.73 lacs (Previous year ` 1,266.31 Lacs) has been shown under the head "Short-term Loans and Advances" in Note 17.

Note 32 - Financial and Derivative Instruments:

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

Particulars	(` In Lacs)	
	As at 31 st March, 2013	As at 31 st March, 2012
Forward Cover Contract	Nil	Nil

Unhedged Foreign Currency exposure as on 31st March, 2013 are as under:

Particulars	(` In Lacs)	
	As at 31 st March, 2013	As at 31 st March, 2012
Receivables	3.10	93.94
Payables	399.91	422.43

Note 33 - 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. Shreevar Kheruka - Managing Director.
Mr. V. Ramaswami - Whole-time Director.

(c) Relative of Key Management Personnel

Mr. P. K. Kheruka - Relative of Mr. B. L. Kheruka & Mr. Shreevar Kheruka.
Mr. A. K. Roongte Kheruka - Relative of Mr. B. L. Kheruka & Mr. Shreevar Kheruka.
Mrs. Kiran Kheruka - Relative of Mr. B. L. Kheruka & Mr. Shreevar Kheruka.

Notes to the Financial Statement for the year ended 31st March, 2013

Mrs. Priyanka Kheruka - Relative of Mr. B. L. Kheruka & Mr. Shreevar Kheruka.
Mr. A.K. Roongta - Relative of Mr. B. L. 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.
Sonargaon Properties LLP
Roongta Cine Corporation Pvt. Ltd.

(B) Transactions with Related Parties :

(C In Lacs)			
Name of Transactions	Name of the Related Party	2012-13	2011-12
Sale of Goods	Gujarat Borosil Ltd.	3.28	1.84
	Vyline Glass Works Ltd.	95.90	509.44
Sale of Fixed Assets	Vyline Glass Works Ltd.	—	0.10
	Gujarat Borosil Ltd.	—	0.26
Rent Received	Gujarat Borosil Ltd.	15.77	12.04
Interest Income	Vyline Glass Works Ltd.	195.85	156.06
	Gujarat Borosil Ltd.	140.86	943.68
Guarantee Commission Income	Vyline Glass Works Ltd.	4.96	3.03
	Gujarat Borosil Ltd.	5.95	2.80
Purchase of Goods	Vyline Glass Works Ltd.	5,347.74	4,596.70
Purchase of Capital Goods	Vyline Glass Works Ltd.	—	136.13
	Borosil International Ltd.	45.00	—
Purchase of property	Roongta Cine Corporation Pvt. Ltd.	330.00	—
Warehousing Charges	Vyline Glass Works Ltd.	1.80	1.80
Processing Charges	Vyline Glass Works Ltd.	64.32	55.78
Rent Paid	Mrs. Rekha Kheruka	7.20	7.20
	Sonargaon Properties LLP	2.04	—
Professional Fees	Mrs. Priyanka Kheruka	14.00	12.00
Directors Sitting Fees	Mr. P. K. Kheruka	2.19	1.00
Commission Paid	Mr. P. K. Kheruka	3.10	3.25
Managerial Remuneration	Mr. V. Ramaswami	46.47	29.19
	Mr. B. L. Kheruka	101.80	124.18
	Mr. P. K. Kheruka	—	54.16
	Mr. Shreevar Kheruka	104.43	82.25
	Mr. B. L. Kheruka	11.46	11.46
Dividend paid	Mr. P. K. Kheruka	11.46	11.46
	Mr. Shreevar Kheruka	7.52	7.52
	Mrs. Kiran Kheruka	11.46	11.46
	Mrs. Rekha Kheruka	11.46	11.46
	Fennel Investment & Finance Pvt. Ltd.	18.61	18.61
	Gujarat Fusion Glass Ltd.	223.94	223.94
	Gujarat Borosil Ltd.	10.36	4.17
	Vyline Glass Works Ltd.	—	0.26
Reimbursement of expenses from	Gujarat Borosil Ltd.	21.54	1.26
	Vyline Glass Works Ltd.	0.86	2.86
Investments in Preference Share	Gujarat Borosil Ltd.	—	9,000.00
Investments as on balance sheet date:			
Preference Shares	Gujarat Borosil Ltd.	9,000.00	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
Trade Receivable	Vyline Glass Works Ltd.	244.99	444.99

BOROSIL

Notes to the Financial Statement for the year ended 31st March, 2013

		(₹ In Lacs)	
Name of Transactions	Name of the Related Party	2012-13	2011-12
Unsecured Loan Given	Gujarat Borosil Ltd.	690.00	2,653.00
	Vyline Glass Works Ltd.	301.30	1,493.22
Unsecured Loan refunded by	Gujarat Borosil Ltd.	170.00	8,429.05
	Vyline Glass Works Ltd.	216.00	136.13
Refund of advance from	Vyline Glass Works Ltd.	—	700.00
Interest receivable on unsecured Loan	Gujarat Borosil Ltd.	68.88	15.11
	Vyline Glass Works Ltd.	127.70	104.28
Unsecured Loan & Advances: Non-Current	Gujarat Borosil Ltd.	1,091.95	571.95
	Vyline Glass Works Ltd.	—	1,713.95
Unsecured Loan & Advances : Current	Vyline Glass Works Ltd.	1,799.25	—
Security Deposit	Mrs. Rekha Kheruka	200.00	200.00
Trade Payables	Vyline Glass Works Ltd.	259.06	—
	Borosil International Ltd.	—	0.51
Loans and Advances	Gujarat Borosil Ltd.	7.40	5.44
	Vyline Glass Works Ltd.	—	131.04
	Borosil International Ltd.	3.29	—
Fixed deposit pledged with a Bank to grant Letter of Credit facility for	Vyline Glass Works Ltd.	200.00	226.91
FMP pledged with a Bank to grant Letter of Credit facility for	Vyline Glass Works Ltd.	550.00	220.00
	Gujarat Borosil Ltd.	550.00	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
Gujarat Borosil Ltd.	1,091.95	571.95	1,261.95
Vyline Glass Works Ltd.	1,799.25	1,713.95	1,799.25

(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 No. 34 - Segment Information

Segment information as per Accounting Standard 17 on Segment Reporting for the year ended 31st March, 2013

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, 2013
Information about Primary Business Segments :

(` in Lacs)

Particulars	Scientificware		Consumerware		Others		Unallocated		Grand Total	
	31 st March, 2013	31 st March, 2012	31 st March, 2013	31 st March, 2012	31 st March, 2013	31 st March, 2012	31 st March, 2013	31 st March, 2012	31 st March, 2013	31 st March, 2012
REVENUE										
Revenue From Operations	7,762.98	7,528.49	5,547.39	4,833.55	136.79	240.31	-	-	13,447.16	12,602.35
Total Revenue	7,762.98	7,528.49	5,547.39	4,833.55	136.79	240.31	-	-	13,447.16	12,602.35
Segment Results	2,171.34	1,780.63	368.75	560.45	44.20	51.00	-	-	2,584.29	2,392.08
Unallocated Corporate Expenses (Net)	-	-	-	-	-	-	1,798.48	711.52	1,798.48	711.52
Profit / (Loss)	2,171.34	1,780.63	368.75	560.45	44.20	51.00	(1,798.48)	(711.52)	785.81	1,680.56
Finance Costs	-	-	-	-	-	-	26.64	18.36	26.64	18.36
Interest/Dividend Income	-	-	-	-	-	-	1,845.09	2,380.57	1,845.09	2,380.57
Income Tax/Deferred Tax	-	-	-	-	-	-	620.59	789.97	620.59	789.97
Net Profit / (Loss)	2,171.34	1,780.63	368.75	560.45	44.20	51.00	(600.62)	860.72	1,983.67	3,252.80
Segment Assets	3,503.24	2,814.30	2,449.48	1,864.72	19.03	20.85	-	-	5,971.75	4,699.87
Unallocated Corporate Assets	-	-	-	-	-	-	59,898.03	61,216.75	59,898.03	61,216.75
Total Assets	3,503.24	2,814.30	2,449.48	1,864.72	19.03	20.85	59,898.03	61,216.75	65,869.78	65,916.62
Segment Liabilities	577.84	603.54	578.94	686.95	5.48	12.77	-	-	1,162.26	1,303.26
Unallocated Corporate Liabilities	-	-	-	-	-	-	1,984.34	2,247.63	1,984.34	2,247.63
Total Liabilities	577.84	603.54	578.94	686.95	5.48	12.77	1,984.34	2,247.63	3,146.60	3,550.89
Capital Expenditure	-	-	6.45	1.13	-	-	1,506.92	7,081.39	1,513.37	7,082.52
Depreciation	-	-	0.46	0.03	-	-	204.21	75.11	204.67	75.14
Non-cash Expenditure	-	-	-	-	-	-	-	-	-	-

Notes to the Financial Statement for the year ended 31st March, 2013

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 35 - CIF Value of Imports

(` In Lacs)		
Particulars	For the Year Ended 31 st March, 2013	For the Year Ended 31 st March, 2012
In Respect of :		
Raw Material	65.49	102.92
Capital Goods	45.78	2.32
Art work	23.58	—
Traded Goods	1,600.94	2,137.47

Note 36 - Expenditure in Foreign Currency

(` In Lacs)		
Particulars	For the Year Ended 31 st March, 2013	For the Year Ended 31 st March, 2012
Travelling	117.83	95.31
Professional Fees	263.08	6.14
Sales Promotion and Advertisement Expenses	68.05	17.51
Interest	2.79	—
Others	29.21	2.85

Note 37 - Remittance in Foreign Currency on Account of Dividend

Particulars	For the Year Ended 31 st March, 2013	For the Year Ended 31 st March, 2012
Amount of Dividend Remitted (Gross) (` In Lacs)	0.15	0.15
Number of Non Resident Shareholders	3	3
Number of Equity Shares held by them	975	975
Year to which dividend relates	2011-12 (Final Dividend)	2010-11 (Final Dividend)

Note 38 - Earnings in Foreign Currency

(` In Lacs)		
Particulars	For the Year Ended 31 st March, 2013	For the Year Ended 31 st March, 2012
FOB Value of exports	517.95	462.73

Note 39

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

For and on behalf of the Board of Directors

V. Ramaswami
Whole-time Director

B. L. Kheruka
Executive Chairman

R.Koria
Partner

Place : Mumbai
Date : 09.05.2013

Rajesh Chaudhary
Chief Financial Officer

Shreevar Kheruka
Managing Director & CEO

BOROSIL GLASS WORKS LTD.

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

ATTENDANCE SLIP

50th Annual General Meeting on 7th August, 2013 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 50th Annual General Meeting of the Company to be held on Wednesday the 7th August, 2013 and at any adjournment thereof.

Signed this.....day of.....2013.

Affix Re. 1
Revenue
Stamp

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

BOOK - POST

BOROSIL[®]
BOROSIL GLASS WORKS LTD.

If undelivered, please return to :

BOROSIL GLASS WORKS LTD.

Khanna Construction House,

44, Dr. R G Thadani Marg,

Worli, Mumbai - 400 018.