



**BOROSIL SCIENTIFIC LIMITED**

*(Formerly known as Klass Pack Limited)*

**CIN:** L74999MH1991PLC061851

**Registered office:** 1101, 11<sup>th</sup> Floor, Crescenzo, G-Block, Opp. MCA Club, Bandra-Kurla Complex, Bandra East, Mumbai - 400 051

**Phone:** +91 22 6740 6300 **Fax:** +91 22 6740 6514

**E-mail:** [bsl.secretarial@borosil.com](mailto:bsl.secretarial@borosil.com); **Website:** [www.borosilscientific.com](http://www.borosilscientific.com)

**NOTICE OF POSTAL BALLOT**

*(Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended)*

**Dear Members,**

**NOTICE** is hereby given that pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**the Act**"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), read with the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("**MCA Circulars**") and other applicable laws, rules and regulations, the resolutions set out below are proposed for the approval by the members of Borosil Scientific Limited (the "**Company**") by means of a postal ballot ("**Postal Ballot**") through remote electronic voting process ("**remote e-voting**").

Pursuant to Sections 102 and 110 and other applicable provisions of the Act read with the Rules, the statement setting out the material facts relating to the resolutions is annexed to this Postal Ballot Notice for your consideration.

In compliance with the provisions of the Act read with the Rules framed thereunder and the SEBI Listing Regulations, the Company is providing the remote e-voting facility to the members of the Company and for this purpose, the Company has engaged the services of National Securities and Depository Limited ("**NSDL**"), the agency engaged for providing and facilitating the e-voting facility. The instructions for remote e-voting are provided in this Postal Ballot Notice.

The Board of Directors have appointed Mr. Dhrumil M. Shah, holding Certificate of Practice No. 8978 or failing him, Mr. Dhiraj Ravindra Palav, holding Certificate of Practice No. 26159, of M/s. Dhrumil M. Shah & Co. LLP, Practising Company Secretaries, as the Scrutiniser for conducting the Postal Ballot only through the remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast in the Postal Ballot shall be final.

Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

<b>Commencement of remote e-voting:</b>	9:00 a.m. (IST) on Wednesday, December 25, 2024
<b>End of remote e-voting:</b>	5:00 p.m. (IST) on Thursday, January 23, 2025

The Scrutiniser, after scrutinising the votes cast through remote e-voting will, not later than two working days of the conclusion of the remote e-voting, make a Scrutiniser's Report and submit the same to the Chairman of the Company or any person authorised by him. The results along with the Scrutiniser's Report will be displayed on the Company's website at [www.borosilscientific.com](http://www.borosilscientific.com), websites of the Stock Exchanges, i.e. BSE Limited ('BSE') at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited ('NSE') at [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com), being the agency appointed by the Company for e-voting facility. The results will simultaneously be displayed at the registered office / corporate office of the Company.

### **SPECIAL BUSINESS:**

#### **1. Re-appointment of Mr. Kewal Kundanlal Handa (DIN: 00056826) as an Independent Director of the Company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 read with, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16, 17 and 25 and other applicable regulations, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mr. Kewal Kundanlal Handa (DIN: 00056826), Independent Director of the Company holding office upto February 28, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director of the Company, being eligible, be re-appointed as an Independent Director, not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years, commencing from March 1, 2025 upto February 28, 2030;

**RESOLVED FURTHER THAT** the approval of the members to the re-appointment of Mr. Kewal Kundanlal Handa in terms of this resolution shall be deemed to be their approval in terms of Regulation 17(1A) of the SEBI Listing Regulations for his continuation as an Independent Director of the Company, notwithstanding his attaining the age of seventy-five years;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **2. Re-appointment of Mrs. Anupa Sahney (DIN: 00341721) as an Independent Director of the Company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 160 read with, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulations 16, 17 and 25 and other applicable regulations, if any, of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, Mrs. Anupa Sahney (DIN: 00341721), Independent Director of the Company holding office upto February 28, 2025 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing her candidature to the office of Director of

the Company, being eligible, be re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 5 (five) consecutive years, commencing from March 1, 2025 upto February 28, 2030;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors**

**Sanjay Gupta**  
**Company Secretary & Compliance Officer**  
**Membership No. ACS 24641**

**Place: Mumbai**

**Date: December 24, 2024**

**Registered Office:**

1101, 11<sup>th</sup> Floor, Crescenzo, G-Block,  
Plot No. C-38, Opp. MCA Club,  
Bandra Kurla Complex, Bandra East,  
Mumbai – 400 051

**Phone:** +91 22 6740 6300 **Fax:** +91 22 6740 6514

**Website:** [www.borosilscientific.com](http://www.borosilscientific.com)

**Email:** [bsl.secretarial@borosil.com](mailto:bsl.secretarial@borosil.com)

## **NOTES:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“**Act**”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) and Secretarial Standards on General Meetings (“**SS-2**”) setting out material facts relating to the resolutions mentioned in this Postal Ballot Notice is appended herein below.
2. The details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and Clause 1.2.5 of SS-2, in respect of the person seeking re-appointment as Director(s) are furnished as Annexure to this Postal Ballot Notice.
3. In compliance with the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (“**MCA Circulars**”), this Postal Ballot Notice is being sent by electronic mode to those members whose names appear in the Register of Members / List of Beneficial Owners maintained by Depositories as on **Friday, December 13, 2024** (“**Cut-off date**”) and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depositories / Depository Participants.
4. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the SEBI Listing Regulations read with the SEBI Master Circular dated November 11, 2024, as amended (“**SEBI Master Circular**”), and SS-2 (including any amendments thereto), the Company is providing the facility to the members to exercise their right to vote on the proposed resolutions electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
5. As per the MCA Circulars, physical copies of this Postal Ballot Notice, Postal Ballot forms and pre-paid Business Reply Envelopes are not being sent to members for this Postal Ballot. Members are requested to provide their assent or dissent through remote e-voting only.
6. This Postal Ballot Notice will also be available on the Company's website at <https://www.borosilscientific.com/investor/shareholders-information/general-meeting/> and websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>. Members not having their email IDs registered are requested to download a copy of Postal Ballot Notice available on the abovementioned websites.
7. In accordance with the MCA Circulars, the members are requested to register their e-mail address (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at [www.borosilscientific.com](http://www.borosilscientific.com)) duly filled and signed along with requisite supporting documents to Link Intime India Pvt. Ltd. at C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai 400 083.
8. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to [bsl.secretarial@borosil.com](mailto:bsl.secretarial@borosil.com) mentioning his / her / its folio number / DP ID and Client ID.
9. The member(s) whose name is recorded in the register of members / register of beneficial owners, as on the Cut-off date, maintained by the Depositories shall be entitled to participate in the e-voting. **Any person who is not a member as on the Cut-off date, should treat this Postal Ballot Notice for information purposes only.**
10. The voting rights of members / beneficial owners shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on **Friday, December 13, 2024**, being the Cut-off date fixed for the purpose.

11. The remote e-voting will **commence on Wednesday, December 25, 2024 at 09:00 a.m. (IST) and will end on Thursday, January 23, 2025 at 05:00 p.m. (IST)**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change subsequently.
12. A member cannot exercise his/ her vote by proxy on Postal Ballot.
13. Corporate / Institutional Members are entitled to appoint authorized representatives to vote on their behalf on the resolutions proposed in this Postal Ballot Notice. Institutional / Corporate Members (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned, certified copy (PDF / JPG Format) of their Board or governing body's Resolution / Power of Attorney / Authority letter, etc., authorising their representative to vote through remote e-voting, to the Scrutinizer through e-mail at [dhrumil@dmshah.in](mailto:dhrumil@dmshah.in) and / or RTA at [ravindra.utekar@linkintime.co.in](mailto:ravindra.utekar@linkintime.co.in) and / or Company at [bsl.secretarial@borosil.com](mailto:bsl.secretarial@borosil.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Alternatively, they can also upload the Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login in NSDL e-voting system.
14. Dispatch of this Postal Ballot Notice through email shall be announced through an advertisement published in English Newspaper with nation wide circulation and one Regional language daily with wide circulation where the registered office of the Company is situated and shall be hosted on the Company's website at <https://www.borosilscientific.com/investor/shareholders-information/general-meeting/>.
15. The resolutions, if passed by members with requisite majority, through Postal Ballot shall be deemed to have been passed on the last date of remote e-voting i.e. **Thursday, January 23, 2025**.

Any query in relation to the resolutions proposed to be passed through this Postal Ballot may be addressed to Mr. Sanjay Gupta, Company Secretary & Compliance Officer at Email: [bsl.secretarial@borosil.com](mailto:bsl.secretarial@borosil.com). Further, members may refer the Frequently Asked Questions (FAQs) for query / grievance relating to the remote e-voting and e-voting user manual available under the Downloads section of NSDL's e-voting website – [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, 3<sup>rd</sup> Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra or send an email to [evoting@nsdl.com](mailto:evoting@nsdl.com) or call: 022-48867000.

## **PROCESS AND MANNER FOR E-VOTING**

### **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





#### **Step 1: Access to NSDL e-Voting system**

##### **A. Login method for e-Voting for Individual Members holding securities in demat mode**

In terms of SEBI Circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email-id in their demat accounts in order to access e-Voting facility.

Login method for Individual members holding securities in demat mode is given below:

<b>Type of Members</b>	<b>Login Method</b>
Individual Members holding securities in demat mode with NSDL.	1. <b>Existing IDeAS</b> user can visit the e-Services website of NSDL viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the " <b>Beneficial Owner</b> " icon under " <b>Login</b> " which is available under ' <b>IDeAS</b> ' section, this will prompt you to enter

	<p>your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>“Access to e-Voting”</b> under e- Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e., NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>If you are <b>not registered for IDeAS</b> e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select <b>“Register Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>“NSDL Speede”</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual members holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>



	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e- Voting Service Providers.
Individual members (holding securities in demat mode) login through their depository participants	<p>1. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</p> <p>2. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL site after successful authentication, wherein you can see e-Voting feature.</p> <p>3. Click on company name or e- Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual members holding securities in demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000.
Individual members holding securities in demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911.

**B. Login Method for members other than Individual members holding securities in demat mode and members holding securities in physical mode.**

<b><u>How to Log-in to NSDL e-Voting website?</u></b>
<p>1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile.</p> <p>2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.</p> <p>3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.</p> <p>4. Your User ID details are given below:</p>

<b>Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Shareholders holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 132461 then user ID is 132461001***

5. Password details for members other than Individual members are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii. If your email ID is not registered, please follow steps mentioned below in process for those members whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e- Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.



## **Step 2: Cast your vote electronically on NSDL e-Voting system**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and Meeting / postal ballot is in active status.
2. Select “EVEN” of Borosil Scientific Limited, which is 132461, to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for Members:**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
2. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call at 022-4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051, Maharashtra or send an email to [evoting@nsdl.com](mailto:evoting@nsdl.com) or call: 022-48867000.

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND ADDITIONAL INFORMATION AS REQUIRED UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND CIRCULARS ISSUED THEREUNDER**

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The following Statement sets out all material facts relating to the Special Business proposed in this Postal Ballot Notice:

**Item Nos. 1 & 2**

Mr. Kewal Kundanlal Handa and Mrs. Anupa Sahney, pursuant to Section 149 of the Companies Act, 2013 (“**the Act**”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), were appointed as Independent Directors of the Company for the first term commencing from November 23, 2023 upto February 28, 2025, by the members of the Company at their Extra-ordinary General Meeting held on December 1, 2023.

The Nomination and Remuneration Committee noted that the skills, expertise and competencies possessed by Mr. Kewal Kundanlal Handa and Mrs. Anupa Sahney are aligned with the skills, expertise and competencies, identified by the Board for the directors of the Company. Therefore, the Board, based on the recommendation of the Nomination and Remuneration Committee, at its Meeting held on November 12, 2024 and based on the outcome of the performance evaluation of these Independent Directors, during their first term and the substantial contribution made by them, has recommended their re-appointment for the second term of 5 (five) consecutive years commencing from March 1, 2025 upto February 28, 2030 (both dates inclusive).

The Company has received notices in writing under the provisions of Section 160 of the Act from the members proposing the candidature of Mr. Kewal Kundanlal Handa and Mrs. Anupa Sahney for the office of Independent Director(s) of the Company.

Mr. Kewal Kundanlal Handa and Mrs. Anupa Sahney are qualified to be appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Director(s). The Company has also received declarations from Mr. Kewal Kundanlal Handa and Mrs. Anupa Sahney that they meet the criteria of independence as prescribed, both, under Section 149(6) of the Act read with relevant Rules and under Regulation 16 of SEBI Listing Regulations and are independent of the management. Mr. Kewal Kundanlal Handa and Mrs. Anupa Sahney have also confirmed that they are not debarred from holding the office of directors by virtue of any order passed by SEBI or any other such authority nor are aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his / her ability to discharge duties as an Independent Director(s) of the Company.

Further, in terms of Regulation 17(1A) of the SEBI Listing Regulations, consent of the members by way of a Special Resolution is required for the appointment / continuation of a Non-Executive Director beyond the age of 75 years. Mr. Kewal Handa shall attain the age of 75 years during the proposed second term on August 22, 2027 and in view of the same, the members’ approval by way of a Special Resolution is required for the continuation of Mr. Kewal Handa, beyond August 22, 2027, as an Independent Director of the Company.

Mr. Handa and Mrs. Sahney, both have experience in leading well-governed organisations, with an understanding of organisational systems and processes, complex business and regulatory environment, strategic planning, risk management, emerging local and global trends, management of accountability and performance and the use of digital/information technology across the value chain and to provide oversight to all dimensions of business. In the opinion of the Board, Mr. Kewal Kundanlal Handa and Mrs. Anupa Sahney are independent of the management of the Company and fulfil the conditions specified in the Act and SEBI Listing Regulations for re-appointment as Non-Executive Independent Directors. Considering their requisite skills and

capabilities, which would be of immense benefit, re-appointment of Mr. Kewal Kundanlal Handa and Mrs. Anupa Sahney, Independent Directors on the Board of the Company is in the interest of the Company.

The brief profile and other details of Mr. Kewal Kundanlal Handa and Mrs. Anupa Sahney, pursuant to the provisions of SEBI Listing Regulations; and Secretarial Standards on General Meetings (“**SS-2**”) are provided in the “**Annexure**” to this Postal Ballot Notice.

They shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Act and the Nomination and Remuneration Policy of the Company, as may be amended from time to time.

In accordance with the provisions of Section 149 read with Schedule IV to the Act and other applicable provisions of the Act and in terms of Regulation 17(1A) and Regulation 25(2A) of SEBI Listing Regulations, re-appointment of Mr. Kewal Kundanlal Handa and Mrs. Anupa Sahney as Independent Directors, requires approval of members of the Company by passing a special resolution. Accordingly, approval of members is being sought.

Copy of draft letter of appointment to be issued to Mr. Kewal Kundanlal Handa and Mrs. Anupa Sahney setting out the terms and conditions of their re-appointment is available for inspection, by the members, electronically. Members seeking to inspect the same can send an email to [bsl.secretarial@borosil.com](mailto:bsl.secretarial@borosil.com).

Mr. Kewal Kundanlal Handa and Mrs. Anupa Sahney are interested in their resolutions set out at Item No. 1 and 2, respectively, of this Postal Ballot Notice with regard to their re-appointment. Relatives of Mr. Kewal Kundanlal Handa and Mrs. Anupa Sahney may be deemed to be interested in the resolutions set out at Item No. 1 and 2, respectively, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions set out in Item No. 1 and 2.

The Board of Directors commends the Special Resolutions set out at Item No. 1 and 2 of this Postal Ballot Notice for approval by the members.

**By order of the Board of Directors**

**Sanjay Gupta**  
**Company Secretary & Compliance Officer**  
**Membership No. ACS 24641**

**Place: Mumbai**  
**Date: December 24, 2024**

**Registered Office:**  
1101, 11<sup>th</sup> Floor, Crescenzo, G-Block,  
Plot No. C-38, Opp. MCA Club,  
Bandra Kurla Complex, Bandra East,  
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**Phone:** +91 22 6740 6300 **Fax:** +91 22 6740 6514  
**Website:** [www.borosilscientific.com](http://www.borosilscientific.com)  
**Email:** [bsl.secretarial@borosil.com](mailto:bsl.secretarial@borosil.com)

**Annexure to the Postal Ballot Notice**

<b>Name of Director</b>	<b>Mr. Kewal Kundanlal Handa</b>
<b>Category / Designation</b>	Non - Executive Independent Director
<b>DIN</b>	00056826
<b>Age</b>	72 years
<b>Date of first appointment on the Board</b>	November 23, 2023
<b>Resume / Experience and expertise in specific functional areas</b>	Mr. Kewal Handa has diverse experience in Finance, Commercial, Strategy, Business Development, Merger & Acquisition, Banking, Corporate Affairs and he also has experience in sectors like Engineering, Consumer and Project Finance in various companies. Mr. Handa was Managing Director of PFIZER Limited. He was also Chairman of Union Bank of India. He was awarded the 'India CFO 2004 – Excellence in Finance in an MNC' by International Market – Assessment Group, the Bharat Shiromani Award in 2007 and the Pharma Leaders - Pharma Professional of the year 2010.
<b>Qualifications</b>	Mr. Kewal Handa is a qualified Management Accountant and Company Secretary along with a Master's Degree in Commerce. He has completed the Pfizer Leadership Development Program from Harvard University and the Senior Management Development Program from IIM, Ahmedabad. He has also completed a certificate course on Marketing Strategy from Columbia Business School, New York.
<b>Terms and conditions of re-appointment</b>	As per the resolution set out at Item No. 1 of the Notice read with explanatory statement.
<b>Remuneration last drawn (including sitting fees, if any) F.Y. 2023-24</b>	Rs. 4,90,000
<b>Remuneration proposed to be paid</b>	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013 and the Nomination and Remuneration Policy of the Company, as may be amended from time to time.
<b>Shareholding in the Company including shareholding as a beneficial owner as on date of Postal Ballot Notice</b>	Nil
<b>Inter-se relationship with other directors / key managerial personnel</b>	He is not related to any Director / Key Managerial Personnel.
<b>Number of Board Meetings attended during the F.Y. 2024-25 (Upto the date of this Notice)</b>	3 (Three)
<b>List of other directorships as on date of Postal Ballot Notice</b>	<p><b>Listed Companies:</b></p> <ol style="list-style-type: none"> <li>1. Akums Drugs and Pharmaceuticals Limited</li> <li>2. Borosil Limited</li> <li>3. Heubach Colorants India Limited</li> <li>4. Poonawalla Fincorp Limited</li> </ol> <p><b>Unlisted Companies:</b></p> <ol style="list-style-type: none"> <li>1. United Ciigma Institute of Medical Sciences Private Limited</li> <li>2. Wellness Forever Medicare Limited</li> </ol>

	<ol style="list-style-type: none"> <li>3. Salus Lifecare Private Limited</li> <li>4. Ramkrishna Care Medical Sciences Private Limited</li> <li>5. Ganga Care Hospital Limited</li> <li>6. Conexus Social Responsibility Services Private Limited</li> <li>7. Omsav Pharma Research Private Limited</li> <li>8. Infiloom India Private Limited</li> <li>9. Quality Care India Limited</li> </ol>		
<b>Listed Company from which the Director has resigned in the past three years</b>	<ol style="list-style-type: none"> <li>1. R M Drip and Sprinklers Systems Limited</li> <li>2. Greaves Cotton Limited</li> <li>3. Mukta Arts Limited (As a result of completion of tenure as an Independent Director)</li> </ol>		
<b>Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice</b>	<b>Name of the Company</b>	<b>Type of Committees</b>	<b>Category</b>
	Heubach Colorants India Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
	Borosil Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
		Corporate Social Responsibility Committee	Member
		Risk Management Committee	Chairman
	Infiloom India Private Limited	Audit Committee	Chairman
		Risk Management Committee	Chairman
	Akums Drugs and Pharmaceuticals Limited	Audit Committee	Chairman
		Risk Management Committee	Member
		Nomination and Remuneration Committee	Member
	Wellness Forever Medicare Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Member
	Ramkrishna Care Medical Sciences Private Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Chairman
	Ganga Care Hospital Limited	Nomination & Remuneration Committee	Chairman
		Audit Committee	Member
	Quality Care India Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Member
	Corporate Social Responsibility Committee	Member	

	Poonawalla Fincorp Limited	Audit Committee	Chairman
		Nomination & Remuneration Committee	Member
	United Ciigma Institute of Medical Sciences Private Limited	Audit Committee	Member
		Nomination & Remuneration Committee	Member
<b>Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements</b>	Covered in Explanatory Statement.		



<b>Name of Director</b>	<b>Mrs. Anupa Sahney</b>
<b>Category / Designation</b>	Non - Executive Independent Director
<b>DIN</b>	00341721
<b>Age</b>	57 years
<b>Date of first appointment on the Board</b>	November 23, 2023
<b>Resume / Experience and expertise in specific functional areas</b>	Mrs. Anupa Sahney is the founder of Origami Consultants consulting company focusing on change management and strategic advisory work. She started her consulting career with McKinsey & Co. in 1993 and then moved on to do advisory and entry strategy work for international companies such as AIG and Capital One. Mrs. Anupa Sahney is also a member of the Advisory Board for the Harvard South Asia Institute, Harvard School of Public Health – India Research Centre and the BALCO Medical Centre.
<b>Qualifications</b>	Mrs. Anupa Sahney holds a bachelor's degree of arts in accountancy, finance and economics from the University of Essex and is also a member of the Institute of Chartered Accountants in England and Wales.
<b>Terms and conditions of re-appointment</b>	As per the resolution set out at Item No. 2 of the Notice read with explanatory statement.
<b>Remuneration last drawn (including sitting fees, if any) F.Y. 2023-24</b>	Rs. 4,90,000
<b>Remuneration proposed to be drawn</b>	She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings and profit related commission within the limits stipulated under Section 197 of the Companies Act, 2013 and the Nomination and Remuneration Policy of the Company, as may be amended from time to time.
<b>Shareholding in the Company as on date of Postal Ballot Notice</b>	Nil
<b>Inter-se relationship with other directors / key managerial personnel</b>	She is not related to any Director / Key Managerial Personnel.
<b>Number of Board Meetings attended during F.Y. 2024-25 (Upto the date of this Notice)</b>	3 (Three)
<b>List of other directorships as on date of Postal Ballot Notice</b>	<p><b>Listed Companies:</b></p> <ol style="list-style-type: none"> <li>1. Borosil Limited</li> </ol> <p><b>Unlisted Companies:</b></p> <ol style="list-style-type: none"> <li>1. Goel Scientific Glass Works Limited</li> <li>2. Organogami Consultants Private Limited</li> <li>3. Wework India Management Private Limited</li> </ol>
<b>Listed Company from which the Director has resigned in the past 3 years</b>	Nil

Membership / Chairmanship of Committees of other Boards as on date of Postal Ballot Notice	Name of the Company	Type of Committees	Category
	Borosil Limited	Audit Committee	Chairperson
		Nomination and Remuneration Committee	Member
		Stakeholders Relationship Committee	Member
		Corporate Social Responsibility Committee	Member
	Goel Scientific	Audit Committee	Chairperson
	Glass Works Limited	Nomination and Remuneration Committee	Chairperson
Skills and capabilities required for the role and the manner in which the proposed Independent Director meets such requirements	Covered in Explanatory Statement.		

By order of the Board of Directors

**Sanjay Gupta**  
**Company Secretary & Compliance Officer**  
**Membership No. ACS 24641**

**Place: Mumbai**

**Date: December 24, 2024**

**Registered Office:**

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