

Compliance report with the requirements specified in SEBI circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI Circular no. CFD/DIL3/CIR/2018/2 dated 3rd January, 2018

Sub: Application under Regulation 37 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 for the proposed scheme of reduction of capital of the Company.

Ref: GUJARAT BOROSIL LIMITED / BSE Scrip Code - 523768

It is hereby certified that the draft Composite Scheme of Amalgamation and Arrangement amongst Vyline Glass Works Limited AND Fennel Investment And Finance Private Limited AND Gujarat Borosil Limited AND Borosil Glass Works Limited AND Hopewell Tableware Private Limited AND their respective Shareholders ("Scheme") does not, in any way violate, override or limit the provisions of Securities Laws or requirements of the Stock Exchange(s) and the same is in compliance with the applicable provisions of SEBI circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI Circular no. CFD/DIL3/CIR/2018/2 dated 3rd January, 2018 (SEBI Circular"), including the following:

Sr.	Reference	Particulars	Compliance
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Complied Enclosed
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, Complied since it does not violate, override or limit the provisions of Securities Laws or Requirement of the Stock Exchange.
Requirements of SEBI circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI Circular no. CFD/DIL3/CIR/2018/2 dated 3rd January, 2018			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, Complied. The documents have been submitted vide our Application dated <u>Aug 01</u> , 2018 with BSE.
(b)	Para (I)(A)(2)	Conditions for schemes of arrangement involving unlisted entities	Yes, will be complied



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(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes, Complied and the valuation report is attached as Annexure
(d)	Para (I)(A)(5)	Auditors certificate regarding Compliance with Accounting Standards	Yes, Complied
(e)	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting	The requirement relating to provisions of approval of public shareholders through e-voting will be complied with.

For Gujarat Borosil Limited


Kishor Talreja

Company Secretary


Ashok Jain

Director (DIN:00025125)

Certified that the transactions / accounting treatment provided in the draft Scheme are in compliance with all the Accounting Standards applicable to a listed entity.



Sunil Roongta

Chief Financial Officer


Ashok Jain

Director (DIN:00025125)

Place: Mumbai

Date: 13/07/2018