

(index.aspx) **Scrip Code** :523768**Scrip Name** :GUJARAT
BOROSIL LTD.**ISIN** :INE059C01022

Welcome 4939 | Logout

Compliance Module (Compliance_Signed.aspx) | Listing Module (Issue_Create.aspx) | Change Password (changepassword.aspx) | Corporate Announcement (CorporateRedirect.aspx)^{New} | Listing Fee Bills (alf_bills.aspx)^{New} | Market Intelligence (GetQuote/index.aspx) | Circulars (circulars.aspx)^{New} | Investor Complaints (InvComplaints.aspx) | XBRL (xbml.aspx) | GST Preparedness (http://listing.bseindia.com/download/Initial_Letter_Listing.pdf) | Sustainability Officer Details (SustainabilityOfficer_Details.aspx) | CGS Tool | Company Registration (RegistrationForCA.aspx)^{New} | GST^{New} (gst.aspx) | BSE's International Convention Hall (aboutConvHall.aspx)^{New} | Paid Up Capital Tab (FullPaid.aspx)

User Manual
(http://listing.bseindia.com/download/HelpManual.zip) |
Help Desk (helpdesk.aspx?id=523768)

Annual Disclosure under SEBI(SAST) Regulations, 2011 has to be forwarded only to corp.relations@bseindia.com

Application Successfully Submitted, Case No. 82706

Case No.82706 Issue Type:Scheme Sub Process:Regulation 37

Fields marked with * are compulsory

Annexure (http://test.bseindia.com/BCRMS_Listing/Download/Annexure.docx)

Issue Details

Scheme Details (in short):

Composite Scheme of Amalgamation and Arrangement amongst Vylene Glass Works Limited and Fennel Investment and Finance Private Limited and Gujarat Borosil *

Designated Stock Exchange:

BSE Limited *

Appointed Date:

01/10/2018

High Court:

Nataional Company Law Trib*

Name of Transferee/Resulting Company:

Borosil Glass Works Limited

In case of Demerger whether resulting company seeking listing:

Name of Transferor/Demergered Company:

Vylene Glass Works Limited,

Share Capital Details

Particulars	No of Shares	Type	FV	Amount (Rs.)	Swap Ratio	Remarks
Capital before the S ▾	68207500.00	Equity	5	341037500.00	1:8	

Shareholding pattern As submitted by the Co. <input type="text"/>					
Category	Pre	Percentage(%)	New Shares Issued	Post	Percentage(%)
Promoters	<input type="text" value="51122476.0000"/>	74.95	<input type="text" value="0.0000"/>	<input type="text" value="51122476.00"/>	74.95
Public	<input type="text" value="17085024.0000"/>	25.05	<input type="text" value="0.0000"/>	<input type="text" value="17085024.00"/>	25.05
Custodian	<input type="text" value="0.0000"/>	0.00	<input type="text" value="0.0000"/>	<input type="text" value="0.00"/>	0.00
Total	68207500	100	0	68207500	100

Networth Amount in Cr.

Pre

Post

Number of company's involved in Scheme

Add Company

Company Name	Details
Vyline Glass Works Limited	<input type="button" value="Details"/>
Fennel Investment and Finance Private Limited	<input type="button" value="Details"/>
Borosil Glass Works Limited	<input type="button" value="Details"/>
Hopewell Tableware Private Limited	<input type="button" value="Details"/>

Documents Upload (As per Checklist)

1 Scanned Copy of Covering Letter

 No file chosen

2 Certified true copy of the resolution passed by the Board of Directors of the company.

 No file chosen

3 Certified copy of the draft Scheme of Amalgamation / Arrangement, etc. proposed to be filed before the High Court.

 No file chosen

Delete Document

4	Valuation report from Independent Chartered Accountant as applicable as per Para I(A)(4) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015.	<input type="button" value="Choose File"/> No file chosen	<input type="checkbox"/>
5	Report from the Audit Committee recommending the draft scheme taking into consideration, inter alia, the valuation report at sr. no. 3 above	<input type="button" value="Choose File"/> No file chosen	
6	Fairness opinion by merchant banker	<input type="button" value="Choose File"/> No file chosen	
7	Shareholding pattern of all the companies pre and post Amalgamation / Arrangement as per the format provided under Regulation 31 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (with PAN & without PAN Nos.)	<input type="button" value="Choose File"/> No file chosen	
8	Audited financials of the transferee/resulting and transferor/demerged companies for the last 3 financial years (financials not being more than 6 months old) as per Annexure I. Please note that for existing Listed Company, provide the last Annual Report and the audited / unaudited financials of the latest quarter (were it is due) accompanied mandatorily by the Limited Review Report of the auditor.	<input type="button" value="Choose File"/> No file chosen	
9	Quarterly compliance Report on Corporate Governance as per Regulation 27 (2)(a) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as per Annexure II	<input type="button" value="Choose File"/> No file chosen	
10	Compliance report with the requirements specified in Part-A of Annexure I of SEBI circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 as per Annexure IV	<input type="button" value="Choose File"/> No file chosen	
11	If as per the company, approval from the shareholders through postal ballot and e-voting, as required under Para (I)(A)(9)(a) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, is not applicable then as required under Para (I)(A)(9)(c) of said SEBI circular, submit the following:		
	a) An undertaking certified by the auditor clearly stating the reasons for non applicability of Sub Para 9(a)	<input type="button" value="Choose File"/> No file chosen	<input checked="" type="checkbox"/>
	b) Certified copy of Board of Director's resolution approving the aforesaid auditor certificate.	<input type="button" value="Choose File"/> No file chosen	<input checked="" type="checkbox"/>

12	Complaint report as per Annexure III of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015 (To be submitted within 7 days of expiry of 21 days from the date of uploading of Draft Scheme and related documents on Exchange's website). Format given in Annexure III	<input type="button" value="Choose File"/> No file chosen	<input checked="" type="checkbox"/>
13	Name of the Designated Stock Exchange (DSE) for the purpose of coordinating with SEBI. Certified true copy of the resolution passed by the Board of Directors, in case BSE is DSE.	<input type="button" value="Choose File"/> No file chosen	<input type="checkbox"/>
14	Brief details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure V.	<input type="button" value="Choose File"/> No file chosen	
15	Networth certificate (excluding Revaluation Reserve) together with related workings pre and post scheme for the transferee and / or resulting company.	<input type="button" value="Choose File"/> No file chosen	
16	Capital evolution details of the transferee/resulting and transferor/demerged companies as per format enclosed at Annexure VI .	<input type="button" value="Choose File"/> No file chosen	
17	Confirmation by the Managing Director/ Company Secretary as per format enclosed as Annexure VII .	<input type="button" value="Choose File"/> No file chosen	
18	Statutory Auditor's Certificate confirming the compliance of the accounting treatment etc. as specified in Para (I)(A) (5)(a) of Annexure I of SEBI Circular no. CIR/CFD/CMD/16/2015 dated November 30, 2015, as per the format given in Annexure II of aforesaid SEBI circular. Format given in Annexure VIII	<input type="button" value="Choose File"/> No file chosen	
19	Annual Reports of all the listed transferee/resulting/demerged/etc. companies involved and audited financial of all the unlisted transferor/demerged/resulting/etc. companies for the last financial year.	<input type="button" value="Choose File"/> No file chosen	
20	Processing fee (non-refundable) payable will be as below, though RTGS - Details given in Annexure IX or through Cheque/DD favoring "BSE Limited" Rs. 1,80,000/- plus Service Tax as applicable, where one entities/companies are Merged or one new company formed due to De-merger Rs. 2,00,000/- plus Service Tax as applicable, where more than one entity/company is Merged or more than one new company formed due to De-merger	<input type="button" value="Choose File"/> No file chosen	
21	Any other document(if required)	<input type="button" value="Choose File"/> No file chosen	<input type="checkbox"/>

Note:

1. Kindly note that all pages of the documents are stamped and certified by the authorized signatory of the company.
2. In case BSE is Designated Stock Exchange, kindly provide one additional set of the documents at sr. nos. 3 to 11 separately in hard copy also for referring it to SEBI.
3. The Exchange reserves the right to modify and ask for additional documents / clarifications depending on a case to case basis. Approval for the proposed scheme will be subject to compliance with the Statutory/ Regulatory requirements, norms of the Board of Directors of the Exchange and other Exchange requirements.

Contact Details

Name & Designation of the Contact Person

Kishor Talreja,
Company Secretary

Telephone Nos. (landline & mobile)

022 67406502 & 750605593

Email ID.

kishor.talreja@borosil.com

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