







bhansali engineering polymers limited

CIN: L27100MH1984PLC032637

Registered Office: 401, 4th Floor, Peninsula Heights, C. D. Barfiwala Road, Andheri (West), Mumbai - 400 058. Tel.: (91-22) 2621 6060/61/62/63/64 • Fax: (91-22) 2621 6077 • E-mail: abstron@bhansaliabs.com • Website: www.bhansaliabs.com

BEPL/SEC/2019/089

28th August, 2019

To

The BSE Limited

Corporate Relationship Department Phiroze Jeejeebhoy Towers,

Dalal Street; Mumbai - 400001

Security Code: 500052

To

The National Stock Exchange of India Ltd.

Exchange Plaza, C-1, Block G,

Bandra-Kurla Complex,

Bandra (E), Mumbai - 400 051.

Security Code: BEPL

Sub: Annual Report for Financial Year 2018-19 along with the notice of the 35th Annual General Meeting.

Ref: Submission of information pursuant to Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

This is to inform you that the 35th Annual General Meeting ("AGM") of the Company is scheduled to be held on Saturday, 28th September, 2019 at 11.30 AM at Walchand Hirachand Hall, 4th Floor, Indian Merchant Chamber, Veer Nariman Road, Mumbai - 400020.

Further, in accordance with Regulation 30 and 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached the Annual Report of the Company for Financial Year 2018-19 alongwith Notice convening 35th AGM setting out necessary business matters proposed to be passed at the forthcoming AGM.

Kindly take the same on record.

Thanking you,

Yours faithfully.

For Bhansali Engineering Polymers Limited

Ashwin M. Patel

Company Secretary and GM (Legal)

Encl: As above

NUMBAI SE

Satnoor Plant : Bhansali Na

: Bhansali Nagar, Taluka - Sausar, Dist. Chhindwara, Madhya Pradesh - 480 108.

Tel.: (07165) 226376-79 • Fax: (07165) 226380 / 81 • E-mail: beplchw@bhansaliabs.com

Abu Road Plant

: Plot No. SP-138-143, Ambaji Industrial Area, Abu Road, Dist. Sirohi (Rajasthan) - 307 026

Tel.: (02974) 226781/82/83/84 • Fax: (02974) 226737 • E-mail: beplabr@bhansaliabs.com



bhansali engineering polymers limited



CSR AT BEPL



















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"BEPL – a Zero Debt Company, is well equipped to meet formidable challenge of accelerating growth with sustainable development"



OUR **Vision** IS TO:

- Attain excellence by continuously developing and providing the best quality products and services.
- Exceed expectations of our Customers with Innovative Products.
- Build value for all Stakeholders.
- Be a Value-driven Organization

OUR **Mission** IS:

- To be the lowest ABS Cost Producer in India with quality standard 'at par' with the Global Best.
- To intensify the HRD efforts and keep strengthening the Organization, to be ready to respond to ever-growing market challenges.
- To establish Port based Greenfield Project in perceptible future, of international size, based on State-of-the-Art-Technology and environment friendly plant facility with utmost efficient design.

CORPORATE Information

BOARD OF DIRECTORS

Mr. M. C. Gupta Chairman, Independent Director Dr. B. S. Bhesania Independent Director

Mr. Dilip Kumar Independent Director Ms. Jasmine F. Batliwalla Independent Director Mr. Babulal M. Bhansali Managing Director

Mr. Jayesh B. Bhansali Executive Director cum Chief Financial Officer

Company Secretary

Mr. Ashwin M. Patel

COMMITTEES OF THE BOARD

Audit **Nomination and Corporate Social** Committee Remuneration Responsibility Committee Committee Mr. M. C. Gupta Dr. B. S. Bhesania Mr. M. C. Gupta Dr. B. S. Bhesania Mr. M. C. Gupta Mr. Babulal M. Bhansali Mr. Jayesh B. Bhansali Mr. Dilip Kumar Mr. Jayesh B. Bhansali

Stakeholders Loan & **Investment** Relationship Committee Committee

Dr. B. S. Bhesania Mr. Babulal M. Bhansali Mr. Jayesh B. Bhansali Mr. Babulal M. Bhansali

STATUTORY AUDITORS

Mr. Jayesh B. Bhansali

M/s. Azad Jain & Co. Chartered Accountants

COST AUDITORS

M/s. Joshi Apte & Associates Cost Accountants

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd. Regd. Office: C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400 083.

BANKERS

Allahabad Bank Limited **Axis Bank Limited** State Bank of India

SECRETARIAL AUDITORS

M/s. Rathi & Associates Company Secretaries

INTERNAL AUDITORS

M/s. B. L. Dasharda & Associates **Chartered Accountants**

JOINT VENTURE COMPANY

Bhansali Nippon A & L Pvt. Ltd. Regd. Office: 401, 4th Floor, Peninsula Heights, C.D. Barfiwala Road, Andheri (West), Mumbai - 400058.



CORPORATE Juformation (Contd.)

REGISTERED OFFICE

Unit No. 401, 4th Floor, Peninsula Heights, C.D. Barfiwala Road, Andheri (West), Mumbai - 400058

MARKETING OFFICES

Ahmedabad

504, 5th Floor, Kalpana Complex, Near Memnagar Fire Station, Navranpura, Ahmedabad - 380 009. (Gujarat)

Chennai

121, Casa Grande Futura, Sriperumbudur-Oragadam Road, Sriperumbudur, Chennai - 602105 (Tamil Nadu)

Bengaluru

Unit No: 907, 9th Floor, A wing, Mittal Towers, MG Road, Bengaluru - 560 001. (Karnataka)

Haryana

Unit no: 302, 3rd floor, Palm Court Building 20/4, Sukhrali Chowk, Opposite Huda Park, Sector 14, Gurugram - 122001, (Haryana)

Pune

Shop No. 303, 3rd Floor, XION Mall, Hinjawadi Road, Wakad, Hinjawadi Village, Pune - 411012, (Maharashtra)

MANUFACTURING PLANTS

Abu Road

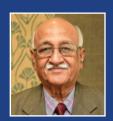
Plot no. SP-138-143, Ambaji Industrial Area, Abu Road, Sirohi - 307 026, (Rajasthan)



Satnoor

Bhansali Nagar, Post: Pardsinga, Taluka: Sausar, Dist.: Chhindwara, Satnoor - 480 108, (Madhya Pradesh)

Profile of all Board Members



Mr. M.C. Gupta is a retired I.A.S. officer of 1960 batch. He has served the Union & State Governments in various capacities including Industries Secretary - Govt. of India, Advisor-Industries Planning Commission and as Member Secretary of the Tenth Finance Commission. He retired as the Chief Secretary to the Govt. of Haryana in 1997. He also served as Advisor to United Nations Industrial Development Organization (UNIDO). He has also served as the Chairman/Director on the Board of many eminent public sector and private sector companies.



Mr. Babulal. M. Bhansali entered in the ABS & SAN manufacturing business in 1986 by setting up of Bhansali Engineering Polymers Limited as a Promoter. He has been honoured with "Udyog Ratan Award" by Institute of Economic Studies; "Indian Achievers Award for Quality Excellence" by All India Achievers Foundation; and "International Achievers Award for Business Excellence" by International Achievers Conference.



Dr. B.S. Bhesania is an eminent Solicitor of High Court, Mumbai. He has experience as Advocate Supreme Court of India, Solicitor Supreme Court of England & Wales, Solicitor Supreme Court of Hong Kong. He has done Ph.D. (Law) from Mumbai University. He is associated as a Consultant with M/s. Mulla & Mulla, Craigie Blunt & Caroe, one of the leading law firms of the country and having international recognition. He has held in the past, directorship of many companies.



Mr. Dilip Kumar was the Ex-Chief Commissioner of Income Tax. He has varied knowledge and experience of Accounting, Taxation, Administration and other allied matters thereto.



Ms. Jasmine F. Batliwala has over 35 years' experience across legal, compliance and corporate secretarial functions covering banking, investment banking, asset management and insurance broking. As General Counsel, HSBC India she had managed organic growth, acquisitions, divestments, regulatory challenges across the financial services spectrum. She contributed towards framing the code of the Banking Codes and Standards Board of India and was a member of FICCI's Corporate Laws Committee.



Mr. Jayesh B. Bhansali is a Post Graduate in Commerce and deals with various portfolios of Company including but not limited to Marketing, Finance and General Administration and possesses extensive and enriched experience of the overall affairs of Company.



FIVE YEAR Statistical Information AT A GLANCE

(₹ in lakh)

Particulars	2018-19	2017-18	2016-17	2015-16	2014-15	
Installed Capacity						
[in Tons Per Annum (TPA)]	*1,37,000	80,000	80,000	80,000	80,000	
Equity Share Capital	1,659.06	1,659.06	1,659.06	1,659.06	1,659.06	
Other Equity	28,231.20	24,154.09	14,182.84	11,104.97	16,906.03	
Total Equity (Net Worth)	29,890.26	25,813.15	15,841.90	12,764.03	18,565.09	
Net Worth per equity share of ₹ 1 each (in ₹)	18.02	15.56	9.55	7.69	11.19	
Current Ratio	1.86	2.04	1.28	1.22	1.33	
Income and Profits						
Gross Sales	1,44,391.19	1,20,455.38	70,408.67	59,425.15	67,147.74	
Net Sales (Excluding GST and including Excise)	1,22,477.99	1,03,169.13	62,614.50	53,086.00	60,106.00	
Profit/(Loss) before Tax	7,736.79	15,431.48	5,587.76	2,338.62	868.12	
Tax	3,084.03	5,467.55	2,110.53	669.84	328.20	
Profit/(Loss) after Tax	4,652.76	9,963.93	3,477.23	1,668.78	539.92	
Profit/(Loss) for the Year	4,677.14	9,941.53	3,477.23	1,668.78	539.92	
Earnings per share (in ₹)	2.80	6.01	2.10	1.01	0.33	
Dividend per share of ₹ 1 (in ₹)	0.5	0.3	0.2	0.1	0.1	

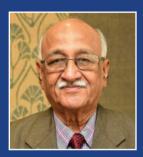
^{*} The Company's Plant commissioned with a licensed capacity of 6,000 TPA (January, 1990). Over the years, the compounding capacity has been expanded to 1,37,000 TPA (March, 2019).







MESSAGE FROM THE Chairman



Dear Shareholders,

I feel very happy in presenting the Annual Report of the Company for Fiscal 2019.

During FY 19, Operational Revenue (net) stood at ₹1,22,478 lakh, EBIDTA at ₹8,592 lakh and PBT at ₹7,737 lakh. After accounting for tax of ₹3,084 lakh, the profit from continuing operations was ₹4,653 lakh whereas the total comprehensive income was ₹4.677 lakh.

The magnificent performance achieved during fiscal 2018 could not be sustained last year as it was severely affected due to unfortunate incident of fire breakout at the HRG plant at Satnoor (MP). The other reasons affecting the financial performance of the Company have been elaborated in the text of the Directors Report. However, under the strong and dynamic leadership of our Managing Director, Mr. B. M. Bhansali, your Company could not only manage to earn reasonable profits in fiscal 2019 despite such adverse circumstance, but in the ensuing year it will considerably improve its performance.

The overall economic scenario in the country has been quite encouraging and with a consistent 7% or higher growth in the GDP on an annual basis, we all have reason to feel inspired. We are today world's sixth largest economy with a GDP of US \$ 2.6 Trillion. We are likely to overtake France, the 5th in line shortly. It is estimated that the GDP of India will attain a level of US \$5 Trillion by 2025 and when that happens we will be the third largest global economy. It will have a positive impact on your Company's fortunes.

While concluding, I would like to place on record our deep appreciation for the efforts put in by the Management team under the commendable leadership of the Managing Director. Besides, I extend my rich compliments to my colleagues on the Board who have been guiding the management in formulating broad policies to govern the affairs of the Company as also the directions in which the Company should move.

With Best Wishes

M. C. Gupta Chairman

MESSAGE FROM THE Managing Director



Dear Shareholders,

The year gone by has tested the strength of your Company as to how to meet formidable challenge never met before. As the gold shines more when put in fire, your Company has also shown the resilience not only to withstand bad time but come out of it in flying colours. We shall not deter from the path of growth and development. The lesson learned from facing the bad time has equipped us more, to create much better time ahead.

As our Country is a bright spot in the global economic scene, we will continue to participate in the process of creating new India, as in next 5/7 years, we will be world's third largest economy. May God give all of us in BEPL, the strength to stay on course, and achieve our cherished goal as has been enunciated in the Mission statement.

While concluding, I must say what motivates me is well enshrined in Bhagavad Gita, of which two shlokas (as below) keeps inspiring me continually.

YOGA-STHAH KURU KARMANI

In Bhagavad Gita Krishna says - Be steadfast in yoga, O Arjuna; Perform your duty and abandon all attachment to success or failure. Such evenness of mind is called yoga.

YOGAH KARMASU KAUSHALAM

In Bhagavad Gita "Karma Yoga" is the source not only of peace and well-being, devotion and liberation but also of perfection in any work or duty.

Warm Regards

Babulal M. Bhansali **Managing Director**



NOTICE

NOTICE is hereby given that the 35th Annual General Meeting ('AGM') of Bhansali Engineering Polymers Limited will be held on Saturday, 28th September, 2019 at 11.30 am at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber, Veer Nariman Road, Churchgate, Mumbai – 400 020 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Accounts:

To receive, consider and adopt:

- a. Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon.
- b. Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Report of Auditors thereon.

2. Declaration of dividend:

To declare dividend on Equity Shares of ₹ 1/- each for the Financial Year ended March 31, 2019.

3. Re-appointment of Mr. Jayesh B. Bhansali, the retiring director:

To appoint a Director in place of Mr. Jayesh B. Bhansali (DIN: 01062853), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Payment of Remuneration to the Cost Auditors of the Company for the Financial Year 2019-20.

To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT, pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), and other applicable Rules, Regulations if any, the Cost Auditors appointed by the Board of Directors of the Company, M/s Joshi Apte & Associates, Cost Accountants, Pune (having Firm Registration No. 000240) to conduct the audit of the cost records of the Company for the financial year ending March 31, 2020, be paid remuneration of ₹ 90,000/- (Rupees Ninety Thousand Only) plus taxes and reimbursement of out of pocket expenses that may be incurred during the course of audit;

RESOLVED FURTHER THAT, the Board of Directors (including its Committee thereof) and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary and incidental for giving effect to this Resolution."

5. To increase the Authorized Share Capital of the Company:

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the rules framed there under, and the Memorandum and Articles of Association of the Company and pursuant to the approval and recommendation of Board dated 3rd August, 2019, the consent of the members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from existing ₹ 20,00,00,000 (Rupees Twenty Crore) divided into 20,00,00,000 (Twenty Crore) Equity Shares of ₹ 1/- each to ₹ 40,00,00,000 (Rupees Forty Crore) divided into 40,00,00,000 (Forty Crore) Equity Shares of ₹ 1/- each by creation of additional 20,00,00,000 (Twenty Crore) Equity Shares of ₹ 1/- each ranking pari passu in all respect with the existing Equity Shares of the Company;

bhansali engineering polymers limited

An ISO 9001:2015 Company

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and to do all such acts, deeds and things as may be necessary and incidental for giving effect to this Resolution."

6. Alteration in the Capital Clause of Memorandum of Association:

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Sections 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the members of the Company be and is hereby accorded for substituting the existing Clause V(a) of the Memorandum of Association of the Company with the following clause:

V(a) The Authorised Share Capital of the Company is ₹ 40,00,00,000 (Rupees Forty Crore) divided into 40,00,00,000 (Forty Crore) Equity Shares of ₹ 1/- each with the rights, privileges and conditions attaching thereto as are provided by the Articles of Association of the Company for the time being, with power to increase and reduce the capital for the time being into several classes and to attach thereto respectively, such preferential, deferred, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and to do all such acts, deeds and things as may be necessary and incidental for giving effect to this Resolution."

By Order of the Board of Directors

Place: Mumbai Ashwin M. Patel Date: 3rd August, 2019 **Company Secretary**

Registered Office:

401, 4th Floor, Peninsula Heights, C. D. Barfiwala Road, Andheri (West), Mumbai 400.058

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A PROXY/PROXIES SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent (10%) of the total paid up share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total paid up share capital may appoint a single person as proxy for his/her entire shareholding and such person cannot act as a proxy for any other shareholder.

- 2. Statement setting out material facts under Section 102 of the Companies Act, 2013, in respect of special business as set out in the notice is annexed.
- Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed at any time during business hours but not less than 48 hours before the commencement of the Meeting i.e. up to 11.30 am on 26th September, 2019. A Proxy Form (viz. Form MGT-11) is enclosed with this Annual Report. Proxies submitted on behalf of the Companies, Societies, Body Corporates, Institutions etc., must be supported by an appropriate resolution/authority, as applicable, along with signature(s) of such authorized Proxy(ies) duly attested.
- 4. Corporate Members intending to send their authorised representatives (ARs) to attend and/or vote at the AGM pursuant to Section 113 of the Act, are requested to send to the Company a certified true copy of the relevant Board Resolution together with specimen signature(s) of such ARs duly attested.
- 5. In case of Joint holders attending the Meeting, the member whose name appears as the first holder in the order of names shall be entitled to vote.



- 6. Attendance slip forms part of the Annual Report. Members holding Shares in demat/electronic form are requested to write their Client ID and DP ID and those holding Shares in physical form are requested to write their folio number in the attendance slip and deliver the duly signed attendance slip at the entrance of the meeting hall.
- 7. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements, in which the Directors are interested, maintained under Section 189 of the Act, shall be available for inspection by the Members at the venue of AGM.
- Members are requested to note that the Company's Equity shares are under compulsory demat trading for all class of investors, as per the provisions of SEBI circular dated May 29, 2000. In view of above, members are advised in their own interest to dematerialize the shares held by them in physical form to avoid inconvenience and avail various benefits of dematerialization.
- Members are requested to notify any change in their address immediately, to their respective Depository Participants in respect of their shares in electronic form quoting Client ID No. and to Link Intime India Pvt. Ltd., Company's Registrar and Share Transfer Agent in respect of their physical shares, quoting the Folio No. Also the members are requested to submit the proof of changed address for verification purpose.
- 10. In accordance with the provisions of Section 101 of the Act read with Rule 18 of the Companies (Management and Administration) Rules, 2014, the Annual Report 2018-19 is being sent through electronic mode only to the Members whose email addresses are registered with the Company/Depository Participant(s), unless any Member has requested for a physical copy of the report. For Members who have not registered their email address, physical copies of the Annual Report 2018-19 are being sent by the permitted mode.
- 11. With a view of supporting the 'Go Green initiative', we request shareholders to register/update their email address with their Depository Participant(s) to enable the Company to send future communications electronically.
- 12. Members may also note that the Notice of the 35th AGM and the Company's Annual Report for Financial year 2018-19 will be available on the Company's website viz. www.bhansaliabs.com. All the relevant documents referred to in this AGM Notice and Explanatory Statement etc. shall remain open for inspection purpose at the Registered Office of the Company from 11:00 am to 1:00 pm on all working days up to the date of AGM.
- 13. The Register of Members and the Share Transfer Books of the Company will remain closed from 21st September, 2019 to 28th September, 2019 (both days inclusive) for determining the names of members/shareholders eligible for dividend on Equity Shares, if declared at the Meeting.
- 14. Shareholders of the Company, may at any time nominate in the prescribed manner, a person to whom his/her shares in the Company shall vest, if such shareholder is not alive. Members are advised to avail this facility by obtaining the Nomination form from the RTA and fill the prescribed Form and forward the same to the RTA of the Company viz. Link Intime India Private Limited, Mumbai. In case of shares held in dematerialized form, the nomination has to be lodged with the Depository Participants with whom the member is maintaining demat account.
- 15. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and bank details by every participant of securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN and bank details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details and bank details to the Company or its RTA.
- 16. Subject to the Provision of the Act, dividend as recommended by the Board of Directors, if declared at the AGM, will be paid within a period of 30 days from the date of declaration:
 - a. to all the beneficial owners in respect of shares held in dematerialized form as per the data received from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on 20th September, 2019;
 - b. to all the members in respect of shares held in physical form at the close of business hours on 20th September, 2019.
- 17. Payment of dividend will be made through National Electronic Clearing Service (NECS) at the RBI Centers by crediting the dividend amount to the bank account of the shareholders, wherever relevant information is made available to the Company. Members holding shares in physical form and covered under RBI centers, and who have not furnished requisite information and who wish to avail the NECS facility to receive dividend from the Company, may furnish the

information to Link Intime India Pvt. Ltd., the Registrar & Share Transfer Agent. Members holding shares in electronic form may furnish the information to their respective Depository Participant(s) in order to receive dividend through NECS mechanism.

18. Pursuant to Sections 124 and 125 and other relevant provisions of the Act, and Investor Education and Protection Fund ('IEPF') Authority (Accounting Audit, Transfer and Refund) Rules, 2016 as amended from time to time the dividend which remains unpaid/unclaimed for a period of Seven years from the date of transfer to the unpaid/unclaimed dividend account of the Company is required to be transferred to the Investor Education and Protection Fund ('IEPF') of the Central Government. The unclaimed dividend for the Financial Year 2012 and all subsequent years must be claimed as early as possible, failing which it would be transferred to IEPF as per the (tentative) dates mentioned herein below. In terms of Section 124 of the Act, no claim shall lie against the Company after the said transfer.

Financial Year ended	Date of Declaration of Dividend	Due date for transfer to IEPF
2011-12	September 22, 2012	October 28, 2019
2012-13	September 21, 2013	October 27, 2020
2013-14	September 27, 2014	November 2, 2021
2014-15	September 26, 2015	November 1, 2022
2015-16	September 24, 2016	October 30, 2023
2016-17	July 15, 2017	August 20, 2024
2017-18	September 29, 2018	October 5, 2025

Further, Members are requested to note that unpaid/unclaimed dividend for the Financial Year 2010-2011 has been transferred to IEPF. Members wishing to claim dividends, which remain unclaimed, are requested to communicate with Secretarial Department of the Company, at its registered office. The details of the unclaimed dividends are available on the Company's website at www.bhansaliabs.com and Ministry of Corporate Affairs at www.mca.gov.in.

Further, pursuant to the provisions of Section 124(5) and 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") and amendments thereto, all shares on which dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the demat account of the IEPF authority.

The Members/claimants whose shares, unclaimed dividends, have been transferred to the IEPF may claim the shares and apply for refund by making an application to the IEPF Authority in Form IEPF 5 (available on www.iepf.gov.in) along with requisite fee as decided by the authority from time to time. The Member/claimant can file only one consolidated claim in a financial year as per the IEPF Rules and amendments thereto.

- 19. Members desirous of obtaining any information about the accounts and operations of the Company, are requested to write to the Company at least seven working days prior to the date of the AGM, so that the information can be kept ready at the meeting.
- 20. Members, who hold share under multiple folios in same name(s) or in joint holding, but in same order of names, are requested to consolidate their holdings into single folio.
- 21. M/s. Azad Jain & Co., Chartered Accountants, Mumbai (FRN 006251C), were appointed as Statutory Auditors of the Company at the 33rd AGM held on July 15, 2017 to hold office up to the conclusion of 38th AGM on the remuneration to be determined by the Board of Directors. There appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on July 15, 2017.

Pursuant to amendments made to Section 139 of the Act, by Companies (Amendment) Act, 2017, effective from May 7, 2018, the requirement of seeking ratification of members for appointment of Statutory Auditors has been withdrawn from the statute. In view of the above, no resolution is proposed for ratification of appointment of Statutory Auditors at this AGM.

The Statutory Auditors have given a confirmation to the effect that they are eligible to continue with their appointment and that they have not been disqualified in any manner for continuing as Statutory Auditors. The remuneration payable to the Statutory Auditors shall be determined by the Board of Directors, as may be recommended by the Audit Committee in consultation with the Auditors.

22. A route map showing directions to reach the venue of the 35th AGM is given at the end of this Annual Report.



23. Voting through electronic means (e-voting):

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act, and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company has provided to its members, facility to cast their vote electronically through the electronic voting system from a place other than venue of AGM (remote e-voting) arranged by Link Intime India Private Limited.

The facility for voting, through ballot paper, shall also be made available at the venue of AGM and the Members who have not cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are as under:

Log-in to E-voting website of Link Intime India Private Limited (LIIPL)

- a. Visit the E-voting system of LIIPL. Open web browser by typing the following URL: https://instavote.linkintime.co.in.
- b. Click on "Login" tab, available under 'Shareholders' section.
- c. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
- d. Your User ID details are given below:
 - Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
- e. Your Password details are given below:

If you are using e-voting system of LIIPL: https://instavote.linkintime.co.in for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders),
	Members who have not updated their PAN with depository participant or in the Company record are requested to use the sequence number which is printed on Postal Ballot Form indicated in the PAN Field.
DOB/DOI	Enter the DOB (Date of Birth)/DOI (Date of incorporation) as recorded with depository participant or in the Company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number (last four digits) as recorded in your demat account or in the Company records for the said demat account or folio number.
	Please enter the DOB/DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or Company, please enter Folio number in the Bank Account number field as mentioned in instruction 4(c).

If you are holding shares in demat form and had registered on to e-voting system of LIIPL: https://instavote.linkintime.co.in, and/or voted on an earlier voting of any Company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

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In case shareholder is having valid email address, Password will be sent to the shareholder's registered email address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

Note: The password is to be used by demat shareholders for voting on the resolutions placed by the Company in which they are a shareholder and eligible to vote, provided that the Company opts for e-voting platform of Link Intime India Private Limited.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

- f. After successful login, you will be able to see the notification for E-voting on the home page of INSTA Vote. Select/ View "Event No" of the Company, you choose to vote.
- On the voting page, you will see "Resolution Description" and against the same the option "Favour/Against" for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

- h. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.
- After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.
- Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to E-voting system of LIIPL: https://instavote.linkintime.co.in and register themselves as 'Custodian/Mutual Fund/ Corporate Body'.
- They are also required to upload a scanned certified true copy of the board resolution/authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian/Mutual Fund/Corporate Body' login' for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case the shareholders have any queries or issues regarding e-voting please refer the Frequently Asked Questions ("FAQs") and Instavote e-voting manual available at https://instavote.linkintime.co.in, under Help section or write an email to enotices@linkintime.co.in or call Link Intime India Private Limited on (022) 49186000.

Other Instructions:

1. A Member can opt for only one mode of voting, i.e. either through Remote e-voting or by Ballot paper at the AGM venue. If a Member casts his/her vote using both the modes, then voting done through Remote e-voting shall prevail.



- 2. The Ballot paper should be completed and signed by the Member. In case of joint holding, this paper should be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member.
- 3. There shall be one Ballot paper for every folio irrespective of the number of joint holders. A member cannot exercise its vote by proxy through Ballot.
- Members, whose names appear in the Register of Members/Record of Depositories as on 20th September, 2019, will be eligible for voting. The voting shall be reckoned in proportion to a Member's share of voting rights on the paid-up share capital of the Company as on the cut-off date. Any recipient of the AGM Notice who is not a member as on the said date should treat this notice for information purpose only.
- The consent must be accorded by recording the assent in the Column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark $(\sqrt{})$ in the appropriate column.
- Mr. Himamshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai (COP No. 3030), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- 7. At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those Members who are present but have not cast their votes electronically using the remote e-voting facility.
- The Scrutinizer will, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter will unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company, and will make, not later than 48 hours of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company or any other person authorized by him in writing who shall countersign the same.
- 9. The results declared along with the Scrutinizer's Report will be communicated to the BSE Ltd. and The National Stock Exchange of India Ltd. and also will be placed on the Company's website www.bhansaliabs.com and on the website of e-voting service provider (https://instavote.linkintime.co.in.) immediately after the result is declared by the Chairman of the Company or any other person authorised by him.
- 10. The results of the votes cast through E-voting and physical Ballot will be declared in the manner as specified in the Notice.
- 11. In case of any query/grievance relating to e-voting, Members may contact Link Intime India Private Limited by e-mail at enotices@linkintime.co.in or the Secretarial Department of the Company at investors@bhansaliabs.com

THE BRIEF PARTICULARS/ RESUME AND OTHER INFORMATION OF MR. JAYESH B. BHANSALI AS PER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SS-2 IS STATED AS HEREUNDER:

Brief Profile and Expertise:

Mr. Jayesh B. Bhansali, Executive Director cum CFO of the Company deals with various portfolios of Company including but not limited to Marketing, Finance and General Administration and possesses extensive and enriched experience of the overall affairs of Company.

Name and DIN	Mr. Jayesh B. Bhansali (DIN:01062853)		
Age	36 Years		
Qualifications	Post Graduate in Commerce		
Experience	13 years		
Terms and Conditions of appointment	Mr. Jayesh B. Bhansali, Executive Director cum CFO shall be re-appointed to the office, as a Director liable to retire by rotation.		
Remuneration paid	₹ 386.49 Lacs		
Remuneration payable	The total remuneration (including commission) payable to Mr. Jayesh B. Bhansali shall be 5% of the Net Profit calculated in accordance with Section 198 of the Companies Act, 2013.		

Name and DIN	Mr. Jayesh B. Bhansali (DIN:01062853)
Date of first appointment on Company's Board	September 23, 2006
Relationship between other Directors inter-se, if any	Mr. Jayesh B. Bhansali, Executive Director cum CFO of the Company is the son of Mr. Babulal M. Bhansali, Managing Director of the Company.
No. of meetings attended during the Financial Year	5 out 5 of the Board Meetings held during the Financial Year 2018-19
No. of Equity shares of the Company held as on 31st March, 2019	98,45,586 Equity Shares

Details of Directorships, Committee Chairmanships and Memberships of Mr. Jayesh B. Bhansali on the **Boards of other Companies are as follows:**

Name of Companies	Position (Whether as Director/ Managing Director/ Chairman)	Name of Committee	Position (Whether as Member/ Chairman)
Speedage Commercials Ltd	Director	 Audit Committee Nomination and Remuneration Committee Stakeholder Relationship Committee 	Member Member Member
Sheraton Properties And Finance Ltd	Director	 Audit Committee Nomination and Remuneration Committee Stakeholder Relationship Committee 	Member Member Member
Bentley Commercial Enterprises Ltd	Director	 Audit Committee Nomination and Remuneration Committee Stakeholder Relationship Committee 	Member Member Member
Bhansali International Pvt. Ltd	Director	_	_
Bhansali Industrial Investment And Finance Pvt Ltd	Director	_	_
Bhansali Innovative Finance Pvt. Ltd.	Director	_	_
Bhansali Engineering Industries Pvt. Ltd	Director	_	
Bhansali Nippon A&L Pvt. Ltd	Director	_	_



EXPLANATORY STATEMENT

The following explanatory statement pursuant to Section 102 of the Act, sets out all material facts relating to the special business mentioned in the accompanying Notice of the AGM.

ITEM NO. 4:

The Board, on the recommendation of the Audit Committee, approved the re-appointment of M/s Joshi Apte & Associates, Cost Accountants, Pune (having Firm Registration No. 000240), in its meeting held on 28th April, 2019, as the Cost Auditors to conduct the audit of the cost records of the Company for the Financial Year 2019-20 at a remuneration of ₹ 90,000/- (Rupees Ninety Thousand) plus reimbursement of out of pocket expenses that may be incurred during the course of audit.

In accordance with the provisions of Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors needs to be ratified by the Members of the Company.

Accordingly, the Board of Directors recommend and seek your ratification to the resolution as set out in item no. 4 of this notice as Ordinary Resolution.

None of the Directors/Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution at item no. 4 of this notice.

ITEM NO. 5 & 6:

In order to meet the business requirements of the Company, it is proposed to increase the Authorised Share capital of the Company from the existing ₹ 20,00,00,000 (Rupees Twenty Crore) divided into 20,00,00,000 (Twenty Crore) Equity Shares of Re. 1/- each to ₹ 40,00,00,000 (Rupees Forty Crore) divided into 40,00,00,000 (Forty Crore) Equity Shares of Re. 1/- each by creation of additional 20,00,00,000 (Twenty Crore) Equity Shares of Re. 1/- each ranking pari passu in all respect with the existing Equity Shares of the Company.

The increase in the Authorised Share Capital of the Company will require consequential amendment in Clause V of the Memorandum of Association of the Company. The draft of amended Memorandum of Association will be available for inspection by Members at the registered office of the Company.

Pursuant to Sections 13, 61 and 64 of the Companies Act, 2013, consent of the Members of the Company is required for increase in the authorised share capital and alteration in Capital Clause of the Memorandum of Association of the Company by way of passing an Ordinary Resolution and Special Resolution respectively.

Accordingly, your Directors recommend the resolutions as set out in item no. 5 & 6 of this notice for your approval as Ordinary Resolution and Special Resolution respectively.

None of the Directors/Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolutions at item no. 5 & 6 of this notice

By Order of the Board of Directors

Ashwin M. Patel Company Secretary

Place: Mumbai

Date: 3rd August, 2019

Registered Office:

401, 4th Floor, Peninsula Heights, C. D. Barfiwala Road, Andheri (West),

Mumbai 400058

BOARD'S REPORT

Dear Shareholders,

Your Directors are pleased to present the 35th Annual Report of the Company together with its Audited Financial Statements for the financial year ended 31st March, 2019.

FINANCIAL AND OPERATIONAL RESULTS

(₹ in lakh, except EPS)

Particulars	Stand	Standalone		Consolidated	
	2018-19	2017-18	2018-19	2017-18	
Gross Sales/Income from Operations	144391.19	120455.38	144391.19	120455.38	
Less: GST	21913.20	14572.25	21913.20	14572.25	
Total Operational Revenue (Net of GST, including Excise)	122477.99	105883.13	122477.99	105883.13	
Other Income	689.80	1,369.58	689.80	1369.58	
Total Income	123167.79	1,07,252.71	123167.79	107252.71	
EBIDTA	8592.09	16812.40	8592.09	14050.56	
Less: Finance Cost	121.30	773.89	121.30	773.89	
Depreciation and Amortisation	734.00	607.03	734.00	607.03	
Profit before share of net profit/(loss) of investment accounted for using equity method	_	_	7736.79	15431.48	
Share of profit/(loss) from Joint Venture accounted for using equity method	_	_	68.43	38.73	
Profit Before Tax (PBT)	7736.79	15,431.48	7805.22	15470.21	
Provision for tax (including Deferred Tax)	3084.03	5,467.55	3084.03	5467.55	
Profit from Continuing Operations after Tax (PAT)	4652.76	9963.93	4721.19	10002.66	
Other Comprehensive Income	24.38	(22.40)	24.38	(22.40)	
Total Comprehensive Income for the Year	4677.14	9941.53	4745.57	9980.26	
Net Worth	29890.26	25813.15	29872.12	25726.57	
EPS (Equity Share of ₹ 1/- each)	2.80	6.01	2.85	6.03	

FINANCIAL HIGHLIGHTS

During the year under review, the Company clocked sales volume of 59,669 MT (Metric Ton) as against 66,016 MT for the previous fiscal, a decrease of around 9.6%. The Operational Revenue (net) for FY19 stood at ₹ 1,22,477.99 lakh as compared to ₹ 1,05,883.13 lakh for FY18, registering a growth of around 16%. The EBIDTA for FY19 was ₹ 8,592.09 lakh as compared to ₹ 16,812.40 lakh for FY18. For FY19, the PBT was ₹ 7,736.79 lakh as against ₹ 15,431.48 lakh for previous financial year. After considering the provision for tax of ₹ 3,084.03 lakh (previous year ₹ 5,467.55 lakh), the profit from continuing operations for FY19 stood at ₹ 4,652.76 lakh (previous year ₹ 9,963.93 lakh) whereas the total comprehensive income for FY19 was ₹ 4,677.14 lakh as against ₹ 9,941.53 lakh for FY18.

The magnificent performance of fiscal 2018 was severely affected due to unfortunate incident of fire at Satnoor plant resulting in loss of about 6,000 MT of ABS production which otherwise would had contributed approx. ₹ 1,900 lakh to the kitty. In order to maintain strategic market share, the Company had to import 1908 MT of High Rubber Graft (HRG) at a differential higher cost of ₹ 1400 lakh. Besides these factors the Company sustained foreign exchange loss of ₹ 837.19 lakh. It would not be out of context to highlight the fact that the cumulative impact of such adverse factors resulted in depletion of profits by over ₹ 4,100 lakh approx. Furthermore, due to sudden dip in monomer prices in the third quarter the negative financial impact was quite huge as is evident from the financial results of the respective quarter. Bad experience is always a good teacher and therefore, the Company is directing relentless efforts to insulate itself from adverse impact of such negative factors through various proactive measures.



Your Company's Balance Sheet as on March 31, 2019 reflected as under:

- Net Worth: During the year under review, the Net Worth of the Company stood at ₹ 29,890.26 lakh, as compared to ₹ 25,813.15 lakh for the previous year, an increase of appx.16%. The Return on Net Worth lowered to 15.57% in FY 2018-19, as compared to 38.60% in FY 2017-18.
- Book Value of Shares: The Book value of the Equity shares has increased from ₹ 15.56 in FY 2017-18 to ₹ 18.02 in FY 2018-19, an increase of 15.80%.
- Current Ratio: As on March 31, 2019 the current ratio was 1.86 as compared to 2.04 as of March 31, 2018.
- TOL/TON: The ratio of total liability to total net worth for FY 2018-19 was 0.77 as compared to 0.63 for FY 2017-18.
- Zero Debt: Your Company continues to enjoy the status of a "Zero Debt Company".
- Financing Pattern: There is no change in the financing pattern and your Company would be able to sustain its business operations from its internal accruals.
- Sales Credit Control: During the year under review, the debtor's percentage to sales marginally increased from 15.39% in FY18 to 15.50% in FY19.
- Debtors Turnover Ratio: During the year under review, the Debtors Turnover Ratio was 6.45 as compared to 6.50 in the previous fiscal.
- Inventory Turnover Ratio: During the year under review, the Inventory Turnover Ratio was 13.23 in FY 2017-18 as compared to 12.23 in FY 2018-19.
- Operating Profit Margin (%): The Operating Profit Margin for FY 2018-19 stood at 6.32% as compared to 14.57% for FY 2017-18.
- Net Profit Margin (%): The Net Profit Margin for FY 2018-19 was at 3.80%, as compared to 9.41% for FY 2017-18.

BUSINESS OPERATIONS

Expansion programme

The Company had vide letter dated August 14, 2018 informed the BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) on the firming up of the schedule for expansion programme from 100 KTPA to 137 KTPA to be completed by 31st March, 2019. Your Directors are pleased to inform that the Company has successfully commissioned the compounding capacity expansion project at its Abu Road plant from existing 100 KTPA to 137 KTPA within the envisaged cost and time frame. The said facts were informed to the BSE and NSE vide letter dated April 03, 2019. Further, the compounding capacity expansion project has been funded through internal accruals and the Company continues to be a 'Zero Debt Entity'.

Research and Development Facilities

Your Directors are happy to inform that the on-going work in respect of establishing state-of-the-art Research and Development Centre ('R&D Centre') at Abu Road, has since been completed on 15th January, 2019. The Company has filed an application on 12th March, 2019 for recognition of its R&D Centre, with the Department of Science and Industrial Research, Government of India. The said recognition of R&D Centre shall, inter-alia, enable the Company to avail benefits under the Income Tax Act, 1961. The experts from Nippon A&L, your Company's Joint Venture Partner, are headquartered in India for extending their support in terms of additional manpower to be deployed, development of new recipe etc.

Besides above, the Company's R&D team has been further strengthened by induction of an ABS R&D specialist from South Korea who is a Ph.D. in Polymer Science in Chemical Engineering Group and has rich experience of R&D of over 20 years, in a highly reputed constituent Company of Samsung group.

The R&D Centre shall revitalize the product development efforts as it is being equipped with state-of-the-art recipe development and testing facilities.

The development efforts and favourable results of the R&D Centre will enable the Company to gradually increase its market share of speciality ABS grades and through niche marketing efforts, the Company will concentrate/stay focused on increasing the sales volume of speciality grade in ABS market segment, wherein the margins are more lucrative then General Purpose (GP) grades.

Further, there has been no change in the nature of business of the Company.

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Port based Greenfield Project

As was reported in the text of Annual Report of fiscal 2018, due diligence of parcel of land located 3.3 kms from APM Terminal's Liquid Jetty was carried out. As a result of the evaluation, your Company did not find it worthy of selecting the said land on account of the following reasons:

- (a) Large chunk of land is within Coastal Regulation Zone (CRZ) hence can be used only for limited purpose towards off site facility of the plant setup. However, if the plant facility is built in the remaining area, the expandability of the Plant will be under severe constraint.
- (b) There are quite a few legal issues, which the vendor/seller bank is not able to indemnify the Company, against the loss, if any, sustained on account of title suits which could be filed by the original land owners.

The alternative land which is located at 6.5 kms from the APM Terminal's Liquid Jetty is owned by the Government of Guiarat. This land is outside CRZ. Your Company has initiated requisite steps to evaluate suitability of this land parcel from environment clearance angle, as from the point of view of perfect title, there is no risk. Once, the study is completed in respect of environment clearance, your Company would take suitable steps for purchasing the land from Government of Gujarat, alternatively take it on a 99 years lease.

Taking into account India's growth story, it is quite expected that by 2025, GDP will increase from USD\$ 2.6 trillion to USD\$ 5 trillion, which will result in substantial increase in per capita income and much larger availability of disposable income. This phenomenon is likely to impact the substantial growth of ABS market in India. Moreover, due to continual focus of developing India as a global auto hub and new focus on developing toy industry, ABS import will have to be stopped and new capacity will have to be added. Therefore, the Company's thinking of establishing 200 KTPA ABS unit will have to be re-visited to set up a minimum half a million TPA unit. However, since the alternative land could be made available by Government of Gujarat hopefully on favourable terms due to emphasis being laid by the State Government to promote rapid industrialisation in the Saurashtra region, the Company has chosen to await such policy announcements. Therefore, your Directors are emphatic in stating that Pipava Port based new project will see light of the day with a higher capacity about which, concrete plan will be hopefully presented in the next General Body Meeting.

SHARE CAPITAL

There has been no change in the share capital of your Company during the year under review. As on March 31, 2019, the paid-up share capital of your Company stood at ₹ 16,59,05,640/- comprising 16,59,05,640 Equity shares of Re.1 each fully paid.

Your Company has, during the year under review, neither issued any Equity shares with differential voting rights nor any shares (including sweat equity shares) to its employees under any scheme.

TRANSFER TO RESERVES

For the year ended March 31, 2019, your Directors do not propose to transfer any amount to the General Reserve. An amount of ₹ 4,077.11 lakh is proposed to be retained as surplus in the statement of Profit and Loss Account under the heading "Reserves and Surplus."

DIVIDEND AND DIVIDEND DISTRIBUTION POLICY

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred to as the SEBI (LODR) Regulations, 2015), your Company has formulated a Dividend Distribution Policy which is available under the web link: https://bhansaliabs.com/dividend-distribution-policy/

Considering the Company's performance for FY 19 and to appropriately reward the members and at the same time, conserving resources to meet future financial requirement, your Directors have recommended, for the financial year ended March 31, 2019, a dividend of ₹ 0.50 (50 %) per Equity share of face value of Re.1 per share, aggregating to ₹ 829.53 lakh, subject to the approval of shareholders at the ensuing Annual General Meeting (AGM). The outgo on account of the proposed dividend of 50% (Previous Year 30%) and tax thereupon to be paid by the Company aggregates to ₹ 1,000.04 lakh (including the Dividend Distribution Tax of ₹ 170.51 lakh), being a pay out of 21.49% of the profit after tax (PAT) for the year ended March 31, 2019 as against ₹ 599.05 lakh (being a pay out of 6.01% of PAT) for FY18.



DEPOSITS

Your Company had not invited any deposits from the public, and as such, no amount of principal or interest related thereto was outstanding as on March 31, 2019.

PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN OR SECURITY PROVIDED UNDER **SECTION 186 OF THE COMPANIES ACT, 2013**

Your Company has, during the year under review, not given any loans, guarantees or provided security and has not made any investments in any body corporate in excess of limits specified under Section 186 of the Companies Act, 2013 ('the Act')

TRANSFER TO THE INVESTOR EDUCATION AND PROTECTION FUND

Pursuant to the provisions of Section 124 and 125 of the Act, the unpaid and unclaimed dividend pertaining to the year ended on 31st March, 2011 which was lying in the Company's unpaid/unclaimed dividend account and remaining unclaimed for a period of seven years, was transferred to the Investor Education and Protection Fund ('IEPF').

Pursuant to the provisions of Section 124(5) and 124(6) of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") and amendments thereto, all shares on which dividend has not been paid or claimed for seven consecutive years or more has been transferred to the Demat account of the IEPF authority as provided in Circular no. 11/06/2017-IEPF dated October 16, 2017 (General Circular No. 12/2017).

SUBSIDIARY/JOINT VENTURE COMPANY

During the year under review, your Company did not have any Subsidiary Company. Your Company has a Joint Venture (JV) Company, namely Bhansali Nippon A&L Private Limited, wherein your Company holds 50% of the paid-up Equity share capital. The Registered Office of the JV Company is at Unit no. 401, 4th Floor, Peninsula Heights, C. D. Barfiwala Road, Andheri (West), Mumbai - 400 058.

The Report on the performance and statement containing salient feature of Financial Statements of aforesaid Joint Venture/ Associate Company is separately attached in Form No. AOC-1 with the Consolidated Financials forming part of this Annual Report.

In accordance with Section 136 of the Act, the Financial Statements of the Company including the Consolidated Financial Statements pertaining to its aforesaid Joint Venture entity are available on the Company's website (www.bhansaliabs.com).

CONSOLIDATED FINANCIAL STATEMENT

Your Company has, in accordance with Section 129(3) of the Act, prepared consolidated financial statements, consolidating its financials with its Joint Venture Company, Bhansali Nippon A&L Private Limited. The audited consolidated financial statements have been prepared on the basis of the related Consolidated Financial Statements which is in accordance with the requirements of Ind AS prescribed under Section 133 of the Act, read with relevant rules issued thereunder, as applicable, and other accounting principles generally accepted in India and forms part of this Annual Report.

MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report, as stipulated under the SEBI (LODR) Regulations, 2015, forms part of this Annual Report and is attached as **Annexure 1**.

COMMITMENT TO QUALITY

Commitment to quality is necessary for enabling excellence in products offered, optimization and de-risking. Your Company continues to monitor and maintain its effective and well-crafted Quality Control (QC). QC is aligned to the business objectives of the Company and ensures that your Company is focused on maintaining Quality Centric Approach towards its customers/clients. Over the years, your Company has evolved robust processes and strives to improve them continuously.

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CORPORATE SOCIAL RESPONSIBILITY (CSR)

Corporate Social Responsibility (CSR) provides an opportunity for the Companies to effectively align its values and strategy for the benefits of the society, by contributing to the social, economic and environmental development of the society at large.

The CSR Committee steers the CSR activities of your Company. The CSR Policy, formulated in accordance with the Companies Act, 2013 (as amended from time to time), guides the Company to serve the society. The CSR Policy and initiatives adopted by the Company on CSR during FY19 are available at the web link https://bhansaliabs.com/investor/corporate-social-responsibilitycsr-policy/

During the year under review, your Company has undertaken projects/activities pertaining to (a) Education/Skill Development Programme, (b) Promotion of Art and Culture, Heritage, (c) Animal Husbandry and (d) Promotion of Sports.

Your Company's CSR spending for FY 19 was ₹ 116.43 lakh as against the prescribed amount of ₹ 155.56 lakh, owing to the reason(s) stated in the Annual Report on CSR activities forming part of this Report and attached as Annexure 2. The deficit of ₹ 39.13 lakh will be spent on selected CSR activity in the ensuing fiscal.

EXTRACT OF ANNUAL RETURN

Pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management & Administration) Rules, 2014 the extracts of Annual Report in Form MGT-9 is attached as Annexure 3 and forms part of this Annual Report.

CORPORATE GOVERNANCE

Your Company is committed to good corporate governance aligned with the best corporate practices. The report on Corporate Governance as stipulated under Regulation 34(3) read with Schedule V of the SEBI (LODR) Regulations, 2015 and the certificate from a Practicing Company Secretary regarding compliance with Corporate Governance norms, forms part of this Annual Report and is attached as Annexure 4 and Annexure 4A respectively. The report on Corporate Governance also contains certain disclosures required under the Act.

Certificate issued by the Managing Director and Executive Director-cum-CFO of the Company with regards to certification on Audited Financial Statements of the Company for financial year 2018-19 is attached as Annexure 4B and forms part of this Annual Report.

The declaration by Managing Director of the Company relating to compliance of Code of Conduct for all Board Members and Senior Management personnel of the Company in accordance with the provisions of Regulation 17(5) of SEBI (LODR) Regulations, 2015 is attached as **Annexure 4C** and forms part of this Annual Report.

MEETINGS OF THE BOARD

5 (Five) meetings of the Board of Directors were held during FY 2018-19. For further details, please refer the report on Corporate Governance forming part of this Annual Report.

ETHICS AND GOVERNANCE POLICIES

Your Company adheres to the highest ethical standards to ensure integrity, transparency, independence and accountability in dealing with all stakeholders. Accordingly, your Company has adopted various codes and policies to carry out the duties in an ethical manner. Some of these codes/policies framed and implemented by your Company are Code of Conduct for Directors and Senior Management Personnel, Code of Conduct for Prevention of Insider Trading, Code of Practice and Procedure for Fair Disclosure of Unpublished Price Sensitive Information (UPSI), Whistle Blower Policy/Vigil Mechanism, Policy on Related Party Transactions, Policy for determining Material Subsidiaries, Corporate Social Responsibility Policy, Nomination and Remuneration Policy, Board Diversity Policy, Dividend Distribution Policy, Policy for preservation of Documents etc.

WHISTLE BLOWER POLICY/VIGIL MECHANISM

Your Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of the SEBI (LODR) Regulations, 2015, the Board of Directors have implemented a vigil mechanism through the adoption of Whistle Blower Policy. For further details, please refer report on Corporate Governance forming part of this Annual Report.



CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

Your Company has formulated the policy on materiality of related party transactions and dealing with related party transactions. The same is uploaded on the website of your Company and may be accessed at the web link: https://bhansaliabs.com/investor/ policies-and-procedures/policy-related-to-rpts/

During the year under review, there were no transactions falling within the provisions of Section 188 of the Companies Act, 2013, entered into by your Company with any related party.

All Related Party Transactions as required under Ind AS 24 - Related Party Disclosures are reported in Note 39 of Notes to Accounts of the Standalone and Consolidated financial statements of your Company.

DIRECTORS

As on the date of this Report, your Board comprises of 6 (Six) Directors, of which 4 (Four) are Independent Directors, 1 (One) Managing Director, and 1 (One) Executive Director. Of the 4 (Four) Independent Directors, 1 (One) Independent Director is a woman Director.

Your Company has received confirmations from the Independent Directors to the effect that each of them meets the criteria of independence as prescribed under Regulation (16)(b) of the SEBI (LODR) Regulations, 2015 and Section 149(6) of the Act, as amended from time to time.

Your Company has also obtained affirmation of adherence to Schedule IV of the Act and the Code of Conduct of your Company in accordance with the SEBI (LODR) Regulations, 2015 from all the Directors as applicable.

The Members of the Company had on March 9, 2019 through postal ballot, (a) approved the re-appointment of Dr. B. S. Bhesania (DIN: 00026222), Mr. M. C. Gupta (DIN: 01362556) and Mr. Dilip Kumar (DIN: 06882358) as Independent Directors of the Company for a period of 5 (five) years w.e.f. April 1, 2019 and (b) approved the re-appointment of Mr. Babulal M. Bhansali (DIN: 00102930) as a Managing Director for a period of 5 (Five) years w.e.f. April 1, 2019.

In accordance with the provisions of the Companies Act, 2013, Mr. Jayesh B. Bhansali (DIN 01062853) is liable to retire by rotation at the ensuing AGM and being eligible, is seeking re-appointment. The Board recommends his re-appointment.

KEY MANAGERIAL PERSONNEL

Consequent to the resignation of Mr. D. N. Mishra as the Company Secretary of the Company, he ceased to be a Key Managerial Personnel (KMP) w.e.f. October 6, 2018. Mr. Ashwin M. Patel was appointed as the Company Secretary and Compliance Officer and also identified as a KMP w.e.f. November 12, 2018.

PERFORMANCE EVALUATION OF THE BOARD

In accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, your Company has formulated the criteria for performance evaluation of all the Directors including Independent Directors, the Board and its Committees and the Chairman. The annual evaluation process has been carried through oral assessment as well as collective feedback.

The Independent Directors' Committee evaluated the performance of the Non-Independent Directors, Chairman of the Company (taking into account the views of the Executive Director and the Non-Executive Directors) and assessed the quality, quantity and timeliness of the flow of information between Company Management and the Board of Directors, which facilitated the Board in performing their duties in a reasonable & effective manner.

Similarly, the Board at its meeting evaluated the performance of its Committees and the Independent Directors, excluding the Director being evaluated.

The criteria for performance evaluation, inter-alia, included the following:

Individual Director's Performance Evaluation

Attendance at meetings and the extent of preparedness for meetings, participation and contribution, independence of judgment, knowledge updation, displaying initiative, working relationships and guidance to senior management and board members, expressing views, understanding of the Company, industry, sector, geography, etc.

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ii. Evaluation of the Board as a Whole

Proper mix of competencies, experience and qualification, adoption of proper, clear and transparent procedure to appoint directors, conducting meeting(s) on a regular basis, confirming agenda with all relevant information, providing entrepreneurial leadership to the Company, understanding of business, strategy and growth, responsibility towards stakeholders, risk management and financial controls, discussions through healthy debate, quality of decision making, monitoring performance of management, reviewing the CSR initiatives, grievance redressal mechanism, analyse and examines governance and compliances related issues, maintaining high standards of integrity and probity, etc.

iii. Chairman's Performance Evaluation

Providing effective leadership, setting effective strategic agenda of the Board, encouraging active engagement by the Board members, providing guidance and motivation to the MD, impartiality in conducting discussions, establishing effective communication with all stakeholders, etc.

iv. Performance Evaluation of Board Committees

Sufficiency in the scope for addressing the objectives, effectiveness in performing the key responsibilities, adequacy in composition and frequency of meetings, quality of relationship of the committee with the Board and the management, clarity of agenda discussed, discussion on critical issues, clarity of role and responsibilities, etc.

The Directors were satisfied with the performance of the Board, its Committees, Chairman & individual Directors.

COMMITTEES OF THE BOARD OF DIRECTORS

The details with respect to the Committees of Board of Directors of the Company viz. Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Investment and Loan Committee, have been stated in the Corporate Governance Report of the Company forming part of this Annual Report.

STATUTORY AUDITORS AND THEIR REPORT

M/s. Azad Jain & Co., Chartered Accountants, Mumbai [Firm Registration Number (FRN) - 006251C], were appointed as Statutory Auditors of the Company at the 33rd AGM held on July 15, 2017 to hold office up to the conclusion of 38th AGM on the remuneration to be determined by the Board of Directors. There appointment was subject to ratification by the Members at every subsequent AGM held after the AGM held on July 15, 2017.

Pursuant to amendments made to Section 139 of the Act, by Companies (Amendment) Act, 2017 effective from May 7, 2018, the requirement of seeking ratification of members for appointment of Statutory Auditors has been withdrawn from the statute.

In view of the above, no resolution is proposed for ratification of appointment of Statutory Auditors at this AGM.

The Report given by the Auditor on financial statements of the Company forms part of this Annual Report. There is no qualification, reservation or adverse remark made by the Auditor in their report.

SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT

M/s Rathi & Associates, Practicing Company Secretaries, (FRN - P1988MH011900), were appointed as the Secretarial Auditor by the Board to conduct the secretarial audit of the Company for financial year 2018-19.

In accordance with Section 204(1) of the Companies Act, 2013, the Secretarial Audit Report for the financial year ended March 31, 2019 is annexed as Annexure 5 to this Report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

COST AUDITORS

The Board of Directors, on recommendation of the Audit Committee, has appointed M/s. Joshi Apte and Associates, Cost Accountants, Pune (Firm Registration No. 000240), as Cost Auditors of the Company, for the financial year 2019-20, for conducting the audit of the cost records maintained by the Company for the products as mandated by the Central Government at a remuneration as mentioned in the Notice convening the 35th Annual General Meeting of the Company.



The Company has received a certificate from M/s. Joshi Apte and Associates, confirming that their appointment as Cost Auditors of the Company, if made, would be in accordance with the limits specified under Section 141 of the Act and Rules framed thereunder.

A resolution seeking members' ratification to the remuneration payable to the Cost Auditors for the financial year 2019-20 forms part of the Notice of the 35th Annual General Meeting of the Company and the same is recommended for your consideration and approval.

INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY

Adequate Internal Financial Control systems, commensurate with the nature of the Company's business, size and complexity of its operations, are in place and have been operating satisfactorily and effectively. During the year under review, no material weaknesses in the design or operation of Internal Financial Control system was reported.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

No significant and material orders were passed, during the year under review, by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

REPORTING OF FRAUDS

There have been no instances of fraud reported by the Statutory Auditors under Section 143(12) of the Act and Rules framed thereunder either to the Company or to the Central Government.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TILL THE DATE OF THE REPORT.

There have been no material changes which have occurred between the end of financial year till the date of this report, affecting the financial position of the Company.

STATEMENT ON COMPLIANCE OF APPLICABLE SECRETARIAL STANDARDS

During the year under review, your Company has complied with all the applicable provisions of Secretarial Standard 1 and 2 issued by the Institute of Company Secretaries of India.

HUMAN RESOURCE DEVELOPMENT

Your Company believes in strategic alignment of Human Resources to its business priorities and corporate objectives.

The Company undertakes various staff welfare activities to strengthen unity, break the monotony and bring the peer groups together for collaborative decision-making.

Your Company continues to have in place an Anti-Sexual Harassment Policy in line with the requirements of "The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013". Also, your Company has an Internal Complaints Committee to redress complaints received regarding sexual harassment. No complaints were received during the financial year 2018-19 in relation thereto.

PARTICULARS OF REMUNERATION

Your Company has adopted a well-defined Remuneration Policy for Directors, Key Managerial Personnel and other employees.

The ratio of the remuneration of each Director to the median employee's remuneration and other details in accordance with Section 197(12) of the Act, read with Rule 5(1) and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, forms part of this Annual Report as Annexure 6.

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

The particulars as required pursuant to the provisions of Section 134(3)(m) of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014, with respect to conservation of energy, technology absorption, foreign exchange earnings and outgo etc. forms part of this Annual Report as Annexure 7.

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BUSINESS RESPONSIBILITY REPORT

Pursuant to Regulation 34 of the SEBI (LODR) Regulations, 2015 read with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2015, the Annual Report of top 500 listed entities, based on market capitalization, shall include the Business Responsibility Report (BRR) describing the initiatives taken by Company from an environmental, social and governance perspective.

With reference to the above mentioned criteria, your Company was covered under the ambit of Regulation 34 of the SEBI (LODR) Regulation, 2015, for the financial year 2017-18, Further, the Company with an intention to maintain same level of transparency has published the BRR for financial year 2018-19 as well, which forms part of this Annual Report as Annexure 8.

Further, your Company has evolved a Business Responsibility Policy, encompassing the broad scope of the initiatives, to be undertaken, to best sub serve the interest of all the Stakeholders. The Business Responsibility Policy is available at the web link https://bhansaliabs.com/business-responsibility-policy/

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134 of the Act, your Directors confirm that:

- (a) in the preparation of the annual accounts for the year ended March 31, 2019, the applicable accounting standards have been followed and there are no material departures from the same:
- (b) they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2019 and of the profit of the Company for the year ended on that date;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the annual accounts on a 'going concern' basis;
- (e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

ACKNOWLEDGEMENTS

The Board of Directors wish to place on record their sincere gratitude for the valuable guidance and continued support extended by the Stock Exchanges, Ministry of Corporate Affairs, other government authorities, Banks and other stakeholders. Your Directors would also like to take this opportunity to express their appreciation for the dedicated efforts of the employees of the Company.

For and on behalf of the Board of Directors

M. C. Gupta Chairman

(DIN: 01362556)

Date: 3rd August, 2019

Place: Mumbai



ANNEXURE 1

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report has been prepared in accordance with the provisions of Regulation 34(2) (e) of SEBI (LODR) Regulations, 2015 read with Schedule V(B) thereto, with a view to provide an analysis of the business and Financial Statement of the Company for FY 2018-19 and hence it should be read in conjunction with the respective Financial Statements and notes thereon.

A. Economic Outlook:

As per International Monetary Fund's (IMF) latest World Economic Outlook update, "India's economy is poised to pick up in fiscal 20, benefiting from a slower pace of monetary tightening than previously expected, as inflation pressures eases". India's economy is expected to grow by 7.5 per cent in fiscal 2019-20, keeping an upward trajectory as the rest of the world slumps and shall further build its lead as the world's fastest-growing economy.

India's GDP is forecast to expand 7.5% in fiscal 20 and 7.7% in fiscal 21. China's growth is seen at 6.2% in both years while the global economy is projected to grow 3.5% in 2019 and 3.6% in 2020.

Growth forecast (% annual growth)

	2018	2019	2020
World	3.7	3.5	3.6
US	2.9	2.5	1.8
Euro areas	1.8	1.6	1.7
India	7.3	7.5	7.7
China	6.6	6.2	6.2

India Advantage:

Interest rates tending to soften which is acting to ease domestic funding conditions;

Rupee has staged recovery:

Easing inflation to allow interest rates to fall.

As per PwC's annual 'Global CEO Survey' - 'India is the rising star on the list of most attractive investment destinations'

BEPL is quite bullish in the matter of good effects of the growth of Indian economy, which is a vital requirement to boost demand of Acrylonitrile Butadiene Styrene ('ABS'), as it is mostly used for manufacture of lifestyle goods largely consumed by the individuals with high disposable income. On account of accelerating GDP growth rate of Indian economy, domestic consumption of ABS continuous to grow robustly. For last several years, global ABS capacity utilization was hovering around 70%, which in the last 3 years has ramped up to 90%. As a result of this phenomenon, there is a global shortage of ABS consequent where upon practically each and every ABS producer in the world is making good money, which they have not witnessed over last two decades. BEPL is no exception to this phenomenon. The financial result of fiscal 2019 which is likely to be much better in 2020 onwards is largely attributable to the phenomenon mentioned in the foregoing. ABS market in India continues to grow at around 15% CAGR and the consumption in the fiscal 2019 was in the region of 300 KTPA.

B. Industry Structure & Development:

Your Company has entered into a 50:50 Joint Venture Agreement with Nippon A&L Inc., Japan (NAL) and has incorporated a Joint Venture Company namely Bhansali Nippon A&L Private Limited which provides sales support and technical support to your Company.

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Your Company's business strategy continues to intensify its efforts to optimize its share of highly remunerative ABS market segment, especially from the automotive industry. This activity is fully backed by state-of-the-art R&D Centre at Abu Road. whose on-going work has since been completed on 15th January, 2019. Technical expertise, as and when required, will be deployed from NAL Japan, in the purview of the JV between your Company and NAL.

ABS is a performance polymer and its grades are specially developed for specific application required by the customers. This is precisely the reason that your Company has adopted the policy of focusing more on speciality grades which requires stupendous efforts in the beginning but once developed such efforts are highly rewarding, not only in terms of price but also perpetual continuance of business with the customers due to the position acquired in the supply chain established by the customer. India is becoming a global manufacturing hub of two wheelers as well as four wheelers. As a result of which, international giants in the automotive field, viz. Suzuki, Hyundai, Honda, Tovota, Volkswagen, General Motors, Ford, Nissan, Renault, Fiat have established their respective manufacturing facility in India, with growing degree of indigenization of its components. For components manufactured out of ABS, BEPL's presence is well registered with all such international giants but its share of their outsourcing requirement has to grow more since it is still dominated by overseas suppliers of ABS, mainly LG and Lotte. It is reiterated that it will not be difficult for BEPL to tilt preference by such customers in its favour, once the R&D Centre at Abu Road is fully operational. While concluding we would like to emphatically mention that market outlook for BEPL's products is bright, opportunities are immense, facilities and abilities are well in place and hence, the future will be brighter than the present.

C. Opportunities & Threats:

Opportunities: So far as opportunities are concerned, it is an established fact that the consumption of ABS in India is voluminously larger than the combined output of the two domestic manufacturers' viz. BEPL and Styrolution; hence there is immense scope of growth, considering the existing supply and demand mismatch, taking domestic production into account.

Threats: The limitation arises out of deliberate decision on the part of domestic manufacturers to keep low inventories of its imported key raw materials which is more than 85%, i.e. Styrene and Acrylonitrile monomers to limit the risk of price fluctuations. This phenomenon became visible as monomer prices drastically dropped in the third quarter of the current fiscal under review resulting in a shrinkage of profits which could have been much more severe had the inventories of monomers been much larger.

D. Risk and Concern:

The ABS business in India is exposed to the risk of foreign exchange fluctuations, as the key raw materials i.e. 'Styrene' and 'Acrylonitrile monomers' are import dependent, as there is no indigenous producer for these monomers. The only raw material which is indigenously available is Butadiene monomer, which constitutes 15 per cent (weight wise) of the total raw material composition.

E. Segment/Product Wise Operational Performance:

Your Company deals with single business segment viz. ABS and SAN polymers. During FY19 the gross sales of goods manufactured by your Company amounted to ₹ 1,44,391.19 lakh as against ₹ 1,20,455.38 lakh during last fiscal registering a growth of 19.87%. Moreover, the total Comprehensive Income for FY19 amounted to ₹ 4,677.14 lakh as compared to ₹ 9,941.53 lakh in FY18.

Internal Control System and its adequacy:

Your Company has an effective internal control system considering the size of its operations. It maintains its accounting records on SAP, a well renowned software. The financial transactions are properly documented in accordance with the policies & procedures, as set out by the management from time to time and are properly approved and authorized, as per the approval matrix and reported to the management in a prescribed manner.

Your Company has appropriate and adequate insurance cover for its immovable and movable assets. Both, the insurance cover and the assets are closely and consistently monitored by the management from time to time.



The Report on Internal Audit, carried by an independent Internal Auditor is placed before the management on quarterly basis, and requisite corrective actions, if any, are being taken. Observations of the auditors are properly reviewed and appropriate follow-up action(s) is/are taken by the concerned department(s) and reported to the management, who in turn, also reviews the sufficiency and effectiveness of the internal control system and monitors the implementation of audit recommendations, including those relating to strengthening of the Company's internal policy and management practices.

G. Material Development in Human Resources/Industrial Relations Front, including the number of people employed:

Your Company firmly believes that an able, disciplined, motivated, trained and skilled manpower is the key for sustaining growth of an organization. Your Company organizes and provides requisite training to its employees from time to time. Periodical appraisal and rewarding systems are in place. Industrial Relations at both the plants of the Company at Abu Road. Rajasthan and Satnoor, Madhya Pradesh, as well as inter-se relationship between employer and employee at the head office at Mumbai has been cordial and conducive during the year under review. Your Company believes that in order to achieve its expansion programme requirement, more skilled workforce will be required and is taking appropriate steps in the said direction with emphasis on "Right Person for Right Job".

As on March 31, 2019, the permanent employee strength of your Company was 504.

The Key Financial ratios, in relation to the Company, as per Schedule V of SEBI (LODR) Regulations, 2015, have been disclosed in the Board's Report, under the head 'Financial Highlights'.

For and on behalf of the Board

M. C. Gupta Chairman (DIN: 01362556)

Place: Mumbai

Date: 3rd August, 2019

ANNEXURE 2

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY ACTIVITIES

1. A brief outline of the Company's Corporate Social Responsibility (CSR) Policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link of the CSR policy and projects or programmes.

The CSR Policy adopted by the Company includes various activities as enumerated in Schedule VII to the Companies Act 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, which includes the following:

- Happy Childhood;
- Health:
- Education:
- Employment;
- Hunger Eradication;
- Environmental Sustainability:
- Promoting Gender Equality, Sports, Arts and Culture etc. and
- Social Welfare activities for general public and up-liftment of deserving and deprived sections of the society.
- 2. The Composition of the CSR Committee:

The CSR Committee comprises of Mr. M. C. Gupta, Mr. Babulal M. Bhansali and Mr. Jayesh B. Bhansali.

3. Average net profit of the Company for last three financial years:

₹ 7778.12 lakh

4. Prescribed CSR Expenditure (two percent of the amount as in item 3 above):

₹ 155.56 lakh

- 5. Details of CSR spent during the financial year:
 - (a) Total amount to be spent for the financial year: ₹ 155.56 lakh;
 - (b) Total amount spent: ₹ 116.43 lakh;
 - (c) Amount unspent, if any: ₹ 39.13 lakh;
 - (d) Manner in which the amount spent during the financial year is detailed below:

(₹ in lakh)

Sr. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or Programmes: a. Local area or Other b. Specify the State and District where projects or Programmes were undertaken	Projects or Programme wise budgeted amount	Amount spent on Projects or Programmes Sub-head: a. Direct expenditure on Project or Programme; b. Overheads	Cumulative expenditure up to the reporting period	Amount spent Direct or through Implementing Agency
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
1.	Educational/skill development programme	Education	Supporting the educational needs of children of Bhansali Vidya Mandir Public School.	25.00	15.00	15.00	Implementing Agency
			Distribution of Stationery items to under privileged students of Government School at Abu Road, Rajasthan.	1.43	1.43	1.43	Direct



Sr. No.	CSR Project or activity identified	Sector in which the Project is covered	Projects or Programmes: a. Local area or Other b. Specify the State and District where projects or Programmes were undertaken	Projects or Programme wise budgeted amount	Amount spent on Projects or Programmes Sub-head: a. Direct expenditure on Project or Programme; b. Overheads	Cumulative expenditure up to the reporting period	Amount spent Direct or through Implementing Agency
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
			Supported the educational needs of children of Vaish Hostel (through Warden Vaish Hostel).	7.13	5.00	5.00	Implementing Agency
			Supported the educational needs of children of Veerayatan School (through Veerayatan Trust).	15.00	10.00	10.00	Implementing Agency
			Developing infrastructure facility and supporting the educational needs of children of Faith Foundation Global School (through KenkuLeela Educational Trust).	100.00	81.00	81.00	Implementing Agency
2.	Promotion of Art and Culture, Heritage	Art and Culture	Festival organized by Chhindwara Tourism Promotion Council.	2.00	2.00	2.00	Implementing Agency
3.	Promotion of Sports	Sports	Distribution of sports equipment in Government School at Abu Road, Rajasthan.	5.00	2.00	2.00	Direct
		Total		155.56	116.43	116.43	

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report:

Your Company during FY 2018-19 has already spent an amount of ₹ 116.43 lakhs on various CSR projects. Further, the Company took all possible efforts to scout for appropriate projects, which could meet the internal criteria and CSR objectives of the Company. The intention of the Company was to find such alternatives through which the Company can have a positive impact upon the society and environment. In this process, the Company had considered and evaluated multiple alternatives but did not find suitable proposal which could be implemented under the CSR initiatives of the Company. Further, while perusing various alternatives, emphasis was, inter alia, laid on CSR activities that create social assets and contribute towards up-liftment of the weaker sections of the society, in the vicinity of Company's manufacturing plants at Abu Road and Satnoor. Your Company is fully committed towards fulfilling its CSR obligation and shall spend the remaining amount of CSR as and when the Company finds appropriate proposal(s).

Responsibility Statement:

The CSR Committee of the Company hereby confirms that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

For Bhansali Engineering Polymers Limited

M. C. Gupta B. M. Bhansali Chairman, CSR Committee **Managing Director**

Place: Mumbai

Date: 3rd August, 2019

ANNEXURE 3

EXTRACT OF ANNUAL RETURN (Form No. MGT-9)

As on financial year ended 31st March, 2019

[Pursuant to Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

1. REGISTRATION AND OTHER DETAILS:

CIN L27100MH1984PLC032637

Registration Date April 9, 1984

Name of the Company Bhansali Engineering Polymers Limited

Category/Sub-Category of the Company Company Limited by Shares/Indian Non-Government

Company

Address of the Registered office and contact details 401, 4th Floor, Peninsula Heights, C.D. Barfiwala Road,

Andheri (West), Mumbai - 400 058, Maharashtra, India.

Email-ID: investors@bhansaliabs.com

Tel.: 022 - 2621 6060 • Fax: 022 - 2621 6077

Whether listed Company Yes

Name, Address and Contact details of Registrar and

Transfer Agent, if any

Link Intime India Private Limited.

C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai - 400 083, Maharashtra, India. Email-ID: rnt.helpdesk@linkintime.co.in

Tel.: 022 - 4918 6270/6000 • Fax: 022 - 4918 6060

2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company are as under:-

Sr.	Name and descriptions of main Products/Services	NIC Code of the Products/Services	% to total turnover of the Company
1	Acrylonitrile Butadiene Sty Resins (ABS)	ne 390330	94.12

3. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Name & Address of the Company Bhansali Nippon A & L Private Limited

401, 4th Floor, Peninsula Heights, C. D. Barfiwala Road, Andheri (West), Mumbai - 400 058, Maharashtra, India

CIN U93000MH2013PTC300012

Holding/Subsidiary/Associate Associate Company

(Joint Venture Company)



4. SHAREHOLDING PATTERN (Equity Share Capital Breakup as a percentage of Total Equity)

Category-wise Share Holding

C.,	Catagony of	No. of Share	es held at the [As on 1 st A		of the year			t the end of March, 2019]	the year	% Change
Sr. No.	Category of Shareholders	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	Change during the year
(A)	Shareholding of Promoter and Promoter Group									
[1]	Indian		-							
(a)	Individuals/Hindu Undivided Family	37591765	0	37591765	22.6585	37591765	0	37591765	22.6585	0
(b)	Central Government/State Government(s)	0	0	0	0	0	0	0	0	0
(c)	Financial Institutions/ Banks	0	0	0	0	0	0	0	0	0
(d)	Any Other (Specify)									
	Bodies Corporate	53658235	0	53658235	32.3426	53658235	0	53658235	32.3426	0
	Sub Total (A)(1)	91250000	0	91250000	55.0011	91250000	0	91250000	55.0011	0
[2]	Foreign		•••••••••••••••••••••••••••••••••••••••	•••••		•	*	*		
(a)	Individuals (Non-Resident Individuals/Foreign Individuals)	0	0	0	0	0	0	0	0	0
(b)	Government	0	0	0	0	0	0	0	0	0
(c)	Institutions	0	0	0	0	0	0	0	0	0
(d)	Foreign Portfolio Investor	0	0	0	0	0	0	0	0	0
(e)	Any Other (Specify)	0	0	0	0	0	0	0	0	0
	Sub Total (A)(2)	0	0	0	0	0	0	0	0	0
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	91250000	0	91250000	55.0011	91250000	0	91250000	55.0011	0
(B)	Public Shareholding	•	•	•		•	•	•		
[1]	Institutions	•••••••••••••••••••••••••••••••••••••••	••••••••••••	••••••••••••••••		***************************************	*	*	•	
(a)	Mutual Funds/UTI	896569	0	896569	0.5404	2422493	0	2422493	1.4602	0.9198
(b)	Venture Capital Funds	0	0	0	0	0	0	0	0	0
(c)	Alternate Investment Funds	0	0	0	0	0	0	0	0	0
(d)	Foreign Venture Capital Investors	0	0	0	0	0	0	0	0	0
(e)	Foreign Portfolio Investor	3737049	0	3737049	2.2525	4556486	0	4556486	2.7464	0.4939
(f)	Financial Institutions/ Banks	401434	18500	419934	0.2531	385603	7500	393103	0.2369	-0.0162
(g)	Insurance Companies	0	0	0	0	0	0	0	0	0
(h)	Provident Funds/Pension Funds	0	0	0	0	0	0	0	0	0
(i)	Any Other (Specify)	0	0	0	0	0	0	0	0	0
	Sub Total (B)(1)	5035052	18500	5053552	3.0460	7364582	7500	7372082	4.4435	1.3975

Sr.	Category of		s held at th [As on 1st A	e beginning o April, 2018]	of the year			t the end of March, 2019]	the year	% Change
No.	Shareholders	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total % of Total Shares		during the year
[2]	Central Government/ State Government(s)/ President of India	0	0	0	0	0	0	0	0	0
	Sub Total (B)(2)	0	0	0	0	0	0	0	0	0
[3]	Non-Institutions		•	•				•		
(a)	Individuals									
(i)	Individual shareholders holding nominal share capital upto ₹ 1 lakh.	33459043	6843620	40302663	24.2925	34849581	3950725	38800306	23.3870	-0.9055
(ii)	Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	15187630	0	15187630	9.1544	14042196	0	14042196	8.4640	-0.6904
(b)	NBFCs registered with RBI	0	0	0	0	7700	0	7700	0.0046	0.0046
(c)	Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0	0	0	0	0	0
(d)	Any Other (Specify)									
	IEPF	0	0	0	0	2524186	0	2524186	1.5215	1.5215
	Trusts	1704	0	1704	0.0010	1600	0	1600	0.0010	0
	Hindu Undivided Family	4485576	0	4485576	2.7037	4232480	0	4232480	2.5511	-0.1526
	Non Resident Indians (Non Repat)	457245	0	457245	0.2756	336422	0	336422	0.2028	-0.0728
	Other Directors	25500	0	25500	0.0154	30500	0	30500	0.0184	0.003
	Non Resident Indians (Repat)	1586307	1000	1587307	0.9568	1314018	0	1314018	0.7920	-0.1648
	Clearing Member	1529470	0	1529470	0.9219	1051111	0	1051111	0.6336	-0.2883
	Market Maker	7572	0	7572	0.0046	5435	0	5435	0.0033	-0.0013
	Bodies Corporate	5936921	80500	6017421	3.6270	4901604	36000	4937604	2.9762	-0.6508
	Sub Total (B)(3)	62676968	6925120	69602088	41.9528	63296833	3986725	67283558	40.5553	-1.3975
	Total Public Shareholding (B)=(B) (1)+(B)(2)+(B)(3)	67712020	6943620	74655640	44.9989	70661415	3994225	74655640	44.9989	0
	Total (A)+(B)	158962020	6943620	165905640	100.00	161911415	3994225	165905640	100.00	0
(C)	Non Promoter - Non Public			-						•
[1]	Custodian/DR Holder	0	0	0	0	0	0	0	0	0
[2]	Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0	0	0	0	0	0
	Total $(A)+(B)+(C)$	158962020	6943620	165905640	100.00	161911415	3994225	165905640	100.00	0



II. Shareholding of Promoters:

		Shareholding a	at the beginni on 1 st April, 20			ng at the end on 31st March, 2		% change
Sr. No.	Shareholder's Name	No. of Share	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Share	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	in share holding during the year
1.	Babulal M. Bhansali	16384887	9.8760	2.7124	16384887	9.8760	0	0
2.	Bhansali International Private Limited	16105183	9.7074	8.0305	16105183	9.7074	0	0
3.	Sheraton Properties and Finance Limited	11734000	7.0727	0	11734000	7.0727	0	0
4.	Jayesh B. Bhansali	11561945	6.9690	1.2055	11561945	6.9690	0	0
5.	Bentley Commercial Enterprises Limited	8883043	5.3543	5.2241	8883043	5.3543	0	0
6.	Speedage Commercials Limited	8384009	5.0535	4.9426	8384009	5.0535	0	0
7.	Bhansali Industrial Investment & Finance Private Limited	4313000	2.5997	2.5997	4313000	2.5997	0	0
8.	Babulal M. Bhansali (HUF)	4199000	2.5310	1.6624	4199000	2.5310	0	0
9.	Meenakshi Bhansali	2977677	1.7948	0	2977677	1.7948	0	0
10.	Dhudidevi B. Bhansali	2468256	1.4877	1.2055	2468256	1.4877	0	0
11.	Bhansali Innovative Finance Private Limited	2341000	1.4110	1.4110	2341000	1.4110	0	0
12.	Bhansali Engineering Industries Private Limited	1898000	1.1440	1.1440	1898000	1.1440	0	0
	Total	91250000	55.0011	30.1377	91250000	55.0011	0	0

III. Change in Promoters' Shareholding

Particulars	Shareholding at the b	• •	Cumulative Shareholding during the year [As on 31st March, 2019]		
	No. of shares % of total shares of the Company		No. of shares	% of total shares of the Company	
At the beginning of the year	91250000	55.0011			
Date wise Increase/Decrease in Promoters' Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc)	0	0			
At the end of the year			91250000	55.0011	

IV. Shareholding Pattern of top ten Shareholders as at April 01, 2018 & March 31, 2019 (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr.	Name & Type of Transaction	beginning	ding at the of the year April, 2018]	Transaction the ye		at the end	Shareholding of the year March, 2019]
No.	· · · · · · · · · · · · · · · · · · ·	No. of shares held	% of total shares of the Company	Date of transaction	No. of shares	No. of shares held	% of total shares of the Company
1.	Investor Education and Protection Fund Authority Ministry of Corporate Affairs	200	0.0001			200	0.0001
	Transfer			06 Apr 2018	-200	0	0
	Transfer			07 Dec 2018	2524186	2524186	1.5215
2.	Bhavna B Bhansali	2000000	1.2055			2000000	1.2055
3.	Neetu B Bhansali	2000000	1.2055			2000000	1.2055
4	BOI AXA Mid & Small Cap Equity & Debt Fund	890069	0.5365			890069	0.5365
	Purchase			20 Apr 2018	97000	987069	0.5950
	Purchase			27 Apr 2018	14123	1001192	0.6035
	Purchase			01 Jun 2018	289000	1290192	0.7777
	Purchase			08 Jun 2018	184558	1474750	0.8889
	Purchase			15 Jun 2018	12000	1486750	0.8961
	Purchase			20 Jul 2018	50000	1536750	0.9263
	Purchase			29 Sep 2018	15765	1552515	0.9358
	Sale			26 Oct 2018	-61515	1491000	0.8987
	Sale			01 Feb 2019	-75000	1416000	0.8535
5.	Equipoise Investment Fund	0	0			0	0
	Purchase			20 Apr 2018	219564	219564	0.1323
	Purchase			27 Apr 2018	95835	315399	0.1901
	Purchase			04 May 2018	73776	389175	0.2346
	Purchase			11 May 2018	135000	524175	0.3159
	Purchase			18 May 2018	140000	664175	0.4003
	Purchase			01 Jun 2018	50244	714419	0.4306
	Purchase			08 Jun 2018	16000	730419	0.4403
	Purchase			22 Jun 2018	29451	759870	0.4580
	Purchase			27 Jul 2018	29500	789370	0.4758
	Sale			03 Aug 2018	-25000	764370	0.4607
	Purchase			10 Aug 2018	6770	771140	0.4648
	Purchase			26 Oct 2018	474098	1245238	0.7506
	Purchase			02 Nov 2018	68906	1314144	0.7921
	Purchase			30 Nov 2018	24840	1338984	0.8071
	Purchase			07 Dec 2018	28893	1367877	0.8245
	Purchase			01 Feb 2019	25000	1392877	0.8396
6.	Government Of Singapore - E	660060	0.3979			660060	0.3979
	Purchase			18 May 2018	32224	692284	0.4173
	Purchase			26 Oct 2018	163000	855284	0.5155
	Purchase			02 Nov 2018	200000	1055284	0.6361



Sr.	Name & Type of Transaction	beginning	ding at the of the year April, 2018]	Transaction the ye		Cumulative Shareholding at the end of the year [As on 31st March, 2019]		
No.	,	No. of shares held	% of total shares of the Company	Date of transaction	No. of shares	No. of shares held	% of total shares of the Company	
7.	Motilal Oswal Midcap 30 Fund	() 0			0	(
	Purchase			20 Apr 2018	413184	413184	0.2490	
	Purchase			27 Apr 2018	586809	999993	0.6027	
•	Emerging Markets Core Equity Portfolio (the Portfolio) of DFA Investment Dimensions Group Inc. (DFAIDG)	746888	3 0.4502			746888	0.4502	
	Purchase			20 Apr 2018	1307	748195	0.4510	
	Purchase			27 Apr 2018	15051	763246	0.4600	
	Purchase		•••••••••••••••••••••••••••••••••••••••	11 May 2018	42517	805763	0.4857	
	Purchase		•••••••••••••••••••••••••••••••••••••••	18 May 2018	44582	850345	0.5125	
	Purchase		•••••••••••••••••••••••••••••••••••••••	01 Jun 2018	21369	871714	0.5254	
	Murugu Selvan K	133777	7 0.0806	•••••••••••••••••••••••••••••••••••••••		133777	0.0806	
	Sale			22 Jun 2018	-32000	101777	0.0613	
	Sale			30 Jun 2018	-26000	75777	0.045	
	Sale			06 Jul 2018	-20000	55777	0.0336	
	Purchase			20 Jul 2018	8000	63777	0.038	
	Purchase			27 Jul 2018	27000	90777	0.054	
	Sale			24 Aug 2018	-777	90000	0.054	
	Sale			14 Sep 2018	-13000	77000	0.046	
	Purchase			05 Oct 2018	13000	90000	0.0542	
	Purchase		. <u>.</u>	19 Oct 2018	7000	97000	0.058	
	Purchase			26 Oct 2018	76000	173000	0.104	
	Purchase			02 Nov 2018	56000	229000	0.138	
	Purchase	***************************************		09 Nov 2018	18000	247000	0.148	
	Purchase			16 Nov 2018	3000	250000	0.150	
	Purchase			23 Nov 2018	89000	339000	0.204	
	Purchase		··•···································	30 Nov 2018	78000	417000	0.251	
	Purchase			07 Dec 2018	123000	540000	0.325	
	Purchase			14 Dec 2018	157000	697000	0.420	
	Purchase			21 Dec 2018	2000	699000	0.421	
	Purchase			31 Dec 2018	1000	700000	0.421	
	Purchase			01 Feb 2019	2000	702000	0.423	
	Sale			08 Feb 2019	-45000	657000	0.396	
	Sale			15 Feb 2019	-14000	643000	0.387	
	Sale			22 Feb 2019	-31000	612000	0.3689	
	Sale			01 Mar 2019	-12000	600000	0.361	
0.	Mayyank Jain	540639	·· · ·····			540639	0.325	
1.	Motilal Oswal Securities Ltd.	580161	0.3497			580161	0.349	
	Sale			06 Apr 2018	-32067	548094	0.330	
	Sale			13 Apr 2018	-2701	545393	0.328	
	Sale			20 Apr 2018	-154882	390511	0.2354	
	Sale			27 Apr 2018	-98054	292457	0.1763	
	Purchase			04 May 2018	137325	429782	0.259	

bhansali engineering polymers limitedAn ISO 9001:2015 Company

Name & Type of Transaction	Shareholding at the beginning of the year [As on 1st April, 2018]		Transaction the ye		Cumulative Shareholding at the end of the year [As on 31st March, 2019]		
	No. of shares held	% of total shares of the Company	Date of transaction	No. of shares	No. of shares held	% of total shares of the Company	
Purchase			11 May 2018	37889	467671	0.28	
Sale			18 May 2018	-37677	429994	0.25	
Sale			25 May 2018	-28962	401032	0.24	
Purchase			01 Jun 2018	131149	532181	0.32	
Sale			08 Jun 2018	-86421	445760	0.26	
Sale		•	15 Jun 2018	-24553	421207	0.25	
Sale		·····•	22 Jun 2018	-7382	413825	0.24	
Sale	•••••		30 Jun 2018	-10512	403313	0.24	
Sale		·····	06 Jul 2018	-23503	379810	0.22	
Purchase			13 Jul 2018	54055	433865	0.26	
Sale			20 Jul 2018	-79811	354054	0.21	
Purchase	<u></u>		27 Jul 2018	17647	371701	0.22	
Purchase			03 Aug 2018	63766	435467	0.26	
Sale			10 Aug 2018	-118834	316633	0.20	
Purchase						•••••	
		·····	17 Aug 2018	36093	352726	0.21	
Sale			24 Aug 2018	-87719	265007	0.15	
Sale			31 Aug 2018	-976	264031	0.15	
Purchase		·····	07 Sep 2018	15191	279222	0.16	
Sale		·····	14 Sep 2018	-6169	273053	0.16	
Sale			21 Sep 2018	-9581	263472	0.15	
Sale			29 Sep 2018	-3807	259665	0.15	
Sale			05 Oct 2018	-64501	195164	0.11	
Sale	<u></u>		12 Oct 2018	-3376	191788	0.11	
Purchase	·····		19 Oct 2018	2643	194431	0.11	
Purchase			26 Oct 2018	13656	208087	0.12	
Purchase		<u>.</u>	02 Nov 2018	16042	224129	0.13	
Sale			09 Nov 2018	-219410	4719	0.00	
Purchase			16 Nov 2018	39927	44646	0.02	
Sale			23 Nov 2018	-17941	26705	0.01	
Purchase			30 Nov 2018	23478	50183	0.03	
Sale			07 Dec 2018	-41520	8663	0.00	
Purchase			14 Dec 2018	6224	14887	0.00	
Purchase			21 Dec 2018	5923	20810	0.01	
Purchase			28 Dec 2018	51304	72114	0.04	
Sale		•	31 Dec 2018	-5340	66774	0.04	
Sale			04 Jan 2019	-61211	5563	0.00	
Sale			11 Jan 2019	-4998	565	0.00	
Purchase			18 Jan 2019	344	909	0.00	
Purchase			25 Jan 2019	541	1450	0.00	
Purchase			01 Feb 2019	1173	2623	0.00	
Purchase			08 Feb 2019	16201	18824	0.01	
Sale			15 Feb 2019	-17005	1819	0.00	
Purchase			······································			•••••	
Purchase		·····	22 Feb 2019 01 Mar 2019	1042 37893	2861 40754	0.00	



Sr.	Name & Type of Transaction	beginning	ding at the of the year April, 2018]	Transaction the ye		Cumulative Shareholding at the end of the year [As on 31st March, 2019]		
No.		No. of shares held	% of total shares of the Company	Date of transaction	No. of shares	No. of shares held	% of total shares of the Company	
	Purchase			08 Mar 2019	43394	84148	0.0507	
	Sale			15 Mar 2019	-72434	11714	0.0071	
	Sale			22 Mar 2019	-4183	7531	0.0045	
	Purchase			29 Mar 2019	2535	10066	0.0061	
12.	R Pattabiraman	1400000	0.8439	······································		1400000	0.8439	
	Purchase			06 Apr 2018	100000	1500000	0.9041	
	Purchase			20 Apr 2018	101656	1601656	0.9654	
	Sale			25 May 2018	-135618	1466038	0.8837	
	Sale			01 Jun 2018	-1466038	0	0	
13.	Morgan Stanley (France) S. A.	613365	0.3697	·····		613365	0.3697	
	Sale			06 Apr 2018	-22607	590758	0.3561	
	Sale			13 Apr 2018	-71690	519068	0.3129	
	Sale			27 Apr 2018	-3067	516001	0.3110	
	Sale			11 May 2018	-37276	478725	0.2886	
	Sale			18 May 2018	-169491	309234	0.1864	
	Sale			25 May 2018	-17503	291731	0.1758	
	Purchase			01 Jun 2018	25178	316909	0.1910	
	Sale			08 Jun 2018	-9376	307533	0.1854	
	Sale			15 Jun 2018	-31575	275958	0.1663	
	Sale			22 Jun 2018	-20352	255606	0.1541	
	Sale			06 Jul 2018	-20907	234699	0.1415	
	Sale			13 Jul 2018	-1891	232808	0.1403	
	Sale			20 Jul 2018	-826	231982	0.1398	
	Sale			10 Aug 2018	-50245	181737	0.1095	
	Sale			24 Aug 2018	-1275	180462	0.1088	
	Sale			07 Sep 2018	-1681	178781	0.1078	
	Sale			14 Sep 2018	-2621	176160	0.1062	
	Sale			21 Sep 2018	-82106	94054	0.0567	
	Sale			29 Sep 2018	-74110	19944	0.0120	
	Sale			05 Oct 2018	-7179	12765	0.0077	
	Sale			12 Oct 2018	-11988	777	0.0005	
	Sale			19 Oct 2018	-777	0	0	
	Purchase			09 Nov 2018	1065	1065	0.0006	
	Sale			23 Nov 2018	-475	590	0.0004	
	Sale			30 Nov 2018	-590	0	0	
14.	Errol Fernandes	585000	0.3526	•		585000	0.3526	
	Purchase			13 Apr 2018	135000	720000	0.4340	
	Sale			04 May 2018	-54000	666000	0.4014	
	Sale			11 May 2018	-221762	444238	0.2678	
	Sale			18 May 2018	-444238	0	0	

V. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP):

Sr. No.	Name of the Directors Including Non-Executive	Period	of '	g at the beginning the year st April, 2018]	at the e	re Shareholding nd of the year st March, 2019]
	Directors (NED)/KMPs		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1.	Mr. M. C. Gupta, Chairman, (NED - Independent)	At the beginning of the year	0	0		
		Increase/Decrease in shareholding during the year	0	0		
		At the end of the year			0	0
2.	Dr. B. S. Bhesania (NED - Independent)	At the beginning of the year	500	0.0003		
		Increase/Decrease in shareholding during the year	0	0		
		At the end of the year	•		500	0.0003
3.	Mr. Dilip Kumar (NED - Independent)	At the beginning of the year	0	0		
		Increase/Decrease in shareholding during the year	0	0		
		At the end of the year				
4.	Ms. Jasmine F. Batliwalla (NED - Independent)	At the beginning of the year	0	0		
		Increase/Decrease in shareholding during the year	0	0		
		At the end of the year			0	0
5.	Mr. Babulal M. Bhansali (Managing Director)	At the beginning of the year	16384887	9.8760		
		Increase/Decrease in shareholding during the year	0	0		
		At the end of the year			16384887	9.8760
6.	Mr. Jayesh B. Bhansali (ED cum CFO)	At the beginning of the year	11561945	6.9690		
		Increase/Decrease in shareholding during the year	0	0		
		At the end of the year			11561945	6.9690
7.	Mr. Ashwin M. Patel** Company Secretary	At the beginning of the year	NA	NA		
		Increase/Decrease in shareholding during the year	0	0		
		At the end of the year			0	0
8.	Mr. D. N. Mishra*	At the beginning of the year	14,725	0.0089		
		Increase/Decrease in shareholding during the year	40,275	0.0243		
		At the end of the year			55,000	0.0332

^{*} Mr. D. N. Mishra ceased to be the Company Secretary and GM (Legal) effective from the close of business hours on October 6, 2018.

^{**} Mr. Ashwin M. Patel was appointed as the Company Secretary and Compliance Officer with effect from November 12, 2018.



5. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment as on 31st March 2019.

(₹ in lakh)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	0	0	0	0
ii. Interest due but not paid	0	0	0	0
iii. Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
Addition	0	0	0	0
Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i. Principal Amount	0	0	0	0
ii. Interest due but not paid	0	0	0	0
iii. Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

A. Remuneration to Managing Director and Whole-time Directors.

(₹ in lakh)

		Name of MD	/WTD/Manager			
Sr. No.	Particulars of Remuneration	Mr. Babulal M. Bhansali (Managing Director)	Mr. Jayesh B. Bhansali (Executive Director cum CFO)	Total Amount		
1.	Gross salary					
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	60.00	55.50	115.50		
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0.00	0.00	0.00		
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	0.00	0.00	0.00		
2.	Stock Option	0.00	0.00	0.00		
3.	Sweat Equity	0.00	0.00	0.00		
4.	Commission					
•	– as % of profit	326.50	326.50	653.00		
	others, specify	0.00	0.00	0.00		
5.	Others, please specify					
	Superannuation	0.00	4.50	4.50		
•••••	Total (A)	386.50	386.50	773.00		
	Ceiling as per the Act for determining the remuneration of Managing (10% of the Net Profit calculated in accordance with Section 198 of					

B. Remuneration (sitting fee) to other Directors during FY 2018-19:

(₹ in lakh)

Sr. No.	Particulars of Remuneration	Mr. M. C. Gupta	Dr. B. S. Bhesania	Mr. Dilip Kumar	Ms. Jasmine F. Batliwalla	Total Amount					
1.	Independent Directors										
	Sitting Fee for attending Board/Committee meetings	3.30	2.80	2.30	1.10	9.50					
	Commission	0.00	0.00	0.00	0.00	0.00					
	Others, please specify	0.00	0.00	0.00	0.00	0.00					
	Total (1)	3.30	2.80	2.30	1.10	9.50					
2.	Other Non-Executive Directors	•	•								
	Sitting Fee for attending Board/Committee meetings										
	Commission		NIL								
	Others, please specify										
	Total (2)	0	0	0	0	0					
	Total (B)=(1+2)	3.30	2.80	2.30	1.10	9.50					
	Total Managerial Remuneration					782.50					
•••••	Ceiling as per the Act (1% of the Net Profit calculated in accordance with Section 198 of the Companies Act, 2013)										
	Overall Ceiling as per the Act (11% of the Ne Act, 2013)	et Profit calculated i	935.32								

C. Remuneration to Key Managerial Personnel other than Managing Director and Whole-time Directors.

(₹ in lakh)

Sr.	Particulars of Remuneration	Name of Com	pany Secretary	Total
No.		Mr. D. N. Mishra*	Mr. Ashwin M. Patel**	Amount
1	Gross salary			
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	29.40	17.37	46.77
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	0.00	0.00	0.00
	(c) Profits in lieu of salary under Section 17(3) of the Income-tax Act, 1961	0.00	0.00	0.00
2	Stock Option	0.00	0.00	0.00
3	Sweat Equity	0.00	0.00	0.00
4	Commission			0.00
	as % of profit	0.00	0.00	0
	others, specify	0.00	0.00	0.00
5	Others, please specify			
	Superannuation	0.00	0.00	0.00
	Total (A)	29.40	17.37	46.77

^{*} Mr. D. N. Mishra ceased to be the Company Secretary and GM (Legal) effective from the close of business hours on October 6, 2018.

^{**} Mr. Ashwin M. Patel was appointed as the Company Secretary and Compliance Officer with effect from November 12, 2018.



7. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Туре	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/NCLT/ COURT)	Appeal made, if any (give details)
COMPANY					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board

M. C. Gupta Chairman (DIN: 01362556)

Place: Mumbai

Dated: 3rd August, 2019

ANNEXURE 4

REPORT ON CORPORATE GOVERNANCE

The Board of Directors present the Company's Report on Corporate Governance for the Financial Year ('FY') ended March 31, 2019 in terms of Regulation 34(3) read with Schedule V(C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI (LODR) Regulations, 2015'] as amended from time to time.

A. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate Governance is an ethically driven business process that is committed to values aimed at enhancing an Organization's wealth-generating capacity. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. We, at Bhansali Engineering Polymers Limited believe that Corporate Governance ensures fair and transparent business conduct which is vital to gain and retain the trust of all Stakeholders.

During the financial year under review, the Board continued its pursuit by adopting appropriate corporate strategies and prudent business plans. Adequate monitoring systems were followed to safeguard against major risk and to ensure implementation of policies and procedures in order to satisfy the Company's social, legal and ethical responsibilities.

B. BOARD OF DIRECTORS:

Composition of the Board and their Skills & Expertise:

The composition of the Board of Directors of the Company was in conformity with Regulation 17 of SEBI (LODR) Regulations, 2015. As on March 31, 2019 the Board comprised of 6 (Six) Directors, of which 4 (Four) Directors are Non Executive - Independent Directors including a woman Director and 2 (Two) Directors are Executive Directors.

The Chairman of the Board is a Non Executive - Independent Director. The Board has identified certain skills and expertise which facilitate effective functioning of the Company. The skills and expertise available with the Board includes Financial knowledge, Leadership, Business strategy & Planning and Corporate Governance.

The details pertaining to directorship of each Director including the name of listed entities in which they are director, the number of meetings attended during the financial year, chairmanship(s) and membership(s) held on the Board Committees of other Companies are given below:

Sr. No.	Name and DIN of the Director	Nature of Directorship	Board	Meetings	Attendance at the last AGM held on September 29, 2018	Directorship(s) in other Companies (*) as on March 31, 2019	Chairmansl Membership(Committee Companies March 3	s) of Board s in other (**) as on
			Held	Attended			Chairman	Member
1.	Mr. M. C. Gupta (DIN 01362556)	Chairman, Non-Executive & Independent Director	5	5	Yes	2	1	2
2.	Dr. B. S. Bhesania (DIN 00026222)	Non-Executive & Independent Director	5	4	Yes	1	-	-
3.	Mr. Dilip Kumar (DIN 06882358)	Non-Executive & Independent Director	5	5	Yes	_	-	-
4.	Ms. Jasmine F. Batliwalla (DIN 00340273)	Non-Executive & Independent Director	5	3	Yes	1	-	-



Sr. No.	Name and DIN of the Director	Nature of Directorship	Board	Meetings	Attendance at the last AGM held on September 29, 2018	Directorship(s) in other Companies (*) as on March 31, 2019	Chairmansh Membership(Committee Companies March 3	s) of Board s in other (**) as on
			Held	Attended			Chairman	Member
5.	Mr. Babulal M. Bhansali (DIN 00102930)	Promoter, Managing Director	5	5	Yes	8	-	-
6.	Mr. Jayesh B. Bhansali (DIN 01062853)	Promoter, Executive Director cum Chief Financial Officer (CFO)	5	5	Yes	8	-	6

Mr. M. C. Gupta is an Independent Director in Vardhman Acrylics Limited and Lumax Industries Limited.

Mr. Babulal M. Bhansali is a Non Executive, Non Independent Director in Speedage Commercials Ltd., Sheraton Properties and Finance Ltd. and Bentley Commercial Enterprises Ltd.

Mr. Jayesh B. Bhansali is a Non Executive, Non Independent Director in Speedage Commercials Ltd., Sheraton Properties and Finance Ltd. and Bentley Commercial Enterprises Ltd.

Notes:

- The above Directorship excludes the Directorship held in Foreign Companies and Companies under Section 8 of the Act;
- ** Only Audit Committee and Stakeholders' Relationship Committee of Indian Public Limited Companies have been considered.

Mr. Babulal M. Bhansali, Managing Director is father of Mr. Jayesh B. Bhansali, Executive Director cum Chief Financial Officer (CFO). None of the other Directors of the Company have inter-se relationship amongst them;

All the Non-Executive Directors are Independent Directors:

The number of Directorships, Committee Membership(s)/Chairmanship(s) of all Directors is within the respective limits prescribed under the Act and the SEBI (LODR) Regulations, 2015.

ii. Number of Board Meetings held, the dates thereof, and the information provided to the Board:

The Board meeting is conducted at least once in every quarter to inter alia review and consider the performance of the Company and Quarterly Financial Results. The Board also meets, as and when required, to consider other business matters. Agenda of the businesses to be transacted at the Board Meeting along with detailed note(s) thereto are circulated to the Board members well in advance.

During FY 2018-19, 5 Board Meetings were held i.e. on 13th April, 2018, 14th July, 2018, 29th September, 2018, 19th October, 2018 and 27th January, 2019 and the gap between any two meetings did not exceed one hundred and twenty days.

During the year under review, the information mentioned in Part A of Schedule II of the SEBI (LODR) Regulations, 2015, was periodically placed before the Board for their consideration, to the extent applicable and deemed appropriate by the Management. This information was made available either as a part of the agenda papers or tabled at the Board Meeting(s) to enable them to discharge their responsibilities of closely monitoring the activities of the Company with sound and ethical business practices.

iii. Independent Directors:

The Company has appointed Independent Directors on the Board in accordance with the provisions of Section 149 of the Act as amended from time to time, including the applicable Rules, if any and Regulation 16 of SEBI (LODR) Regulations, 2015. The Independent Directors have varied experience and expertise in their respective field/profession which they bring to all the deliberations. Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at the first meeting of the Board in every Financial Year, gives a declaration that he/she meets the criteria of independence as laid down under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015 as amended from time to time. The Independent Directors are complying with the provisions relating to limit of directorships as required under Regulation 25(1) of the SEBI (LODR) Regulations, 2015. The Company issues a formal letter of appointment to all Independent Directors and the terms and conditions of their appointment have been disclosed on the website of the Company. The Independent Directors met once during the

An ISO 9001:2015 Company

Financial Year i.e. on March 25, 2019. During the meeting, the Independent Directors reviewed, among other critical issues, the following:

- (a) The performance of Non-independent Directors and the Board as a whole;
- (b) The performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors, and
- (c) Assessing the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

iv. Familiarization Programme for Directors:

The Board Members are provided with the documents sought by them that enable them to have a good understanding of the Company, its operations, procedures and practices. Periodic presentations are made at the Board/Committee Meetings on business development plan and performance etc. Also, updates on relevant statutory changes are circulated to the Directors at the Board Meetings. The appointment letter issued to the Independent Directors, inter-alia, sets out the expectations of the Board from the Directors so appointed, their fiduciary duties and the accompanying liabilities. Further, all Directors at the time of their appointment as well as annually affirm adherence to the Code of Conduct of the Company and Code of Ethics which, inter-alia, sets out their role, responsibilities, etc.

The details of Familiarisation Programme for Directors have been posted on the website of the Company at https://bhansaliabs.com/investor/miscellaneous/familarisation-programme/

v. Compliance Reports of applicable laws:

The Board periodically reviews Compliance Reports pertaining to all laws applicable to the Company received from the heads of various departments from time to time as well as steps taken by it to rectify instances of non-compliances, if any.

vi. Code of Conduct:

The Company has formulated and implemented a comprehensive Code of Conduct for the Board of Directors and Senior Management of the Company which is available on the website of the Company at https://bhansaliabs.com/investor/ code-of-conduct-for-senior-management/The Board Members and the Senior Management Personnel affirm compliance with the Code of Conduct at the time of their appointment and thereafter on an annual basis. The necessary declaration by the Managing Director as required under Regulation 34(3) read with Schedule V(D) of the SEBI (LODR) Regulations, 2015, regarding adherence to the Code of Conduct has been obtained for the FY 2018-19 and forms part of this Annual Report.

vii Code of Conduct for Prevention of Insider Trading and Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information:

The Company has adopted a Code of Conduct for Prevention of Insider Trading in accordance with requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015 and the Act, with a view to regulate trading in securities of the Company by the Designated Persons.

Further, the Company has also adopted the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information under the aforesaid SEBI Regulations for preserving the confidentiality of unpublished price sensitive information and preventing misuse of such information and also ensuring timely, fair and adequate disclosure of events and occurrences that could impact price discovery in the market for the Company's securities. The same is available on the website of the Company.

C. DETAILS OF REMUNERATION PAID TO DIRECTORS DURING FY 2018-19.

Non-Executive Directors (including Independent Directors):

The appointment of the Independent Directors is carried out in a structured manner. The Independent Directors have been appointed for fixed tenure of five years from their respective date of appointment and are not liable to retire by rotation. Their appointments have been approved by the Members of the Company. The Independent Directors have confirmed that they meet with the criteria of independence laid down under the Act and the SEBI (LODR) Regulations, 2015. The Independent Directors have no pecuniary relationship or transaction with Company, except for payment



of sitting fees, for attending the Board/Committee meetings. Sitting fees payable for attending the Board meeting is ₹ 30,000/- per meeting whereas that for Committee meeting is ₹ 20,000/- per meeting. Expenses, if any, incurred by the Directors for attending the Board/Committee meetings are also reimbursed. Apart from above, no other payments are made to the Non-Executive Directors of the Company. The aforesaid criteria of making payment to Non-Executive Directors is available on the website of the Company under https://bhansaliabs.com/other-information-of-company/

The sitting fees paid to the Non-Executive, Independent Directors during FY 2018-19 is stated below:

Sr. No.	Name of the Director	Sitting fees paid for attending Board and Committee Meetings (including TDS) (Amount in ₹)
1.	Mr. M. C. Gupta	3,30,000
2.	Dr. B. S. Bhesania	2,80,000
3.	Mr. Dilip Kumar	2,30,000
4.	Ms. Jasmine F. Batliwalla	1,10,000

Terms of appointment and remuneration of Executive Directors/Whole Time Directors:

The terms and conditions of appointment of, and remuneration paid to Managing Director and Executive Director are in accordance with the terms approved by the Members of the Company. The details of Managerial Remuneration paid to these Directors during FY 2018-19 are as under:

(₹ in lakh)

Sr. No.	Components	Mr. Babulal M. Bhansali (Managing Director)	Mr. Jayesh B. Bhansali (Executive Director cum CFO)
1.	All elements of remuneration	Fixed	Fixed
	package such as salary, benefits,	Basic 60.00	Basic 30.00
	bonuses, PF, pension and Commision etc.	HRA 0	HRA 13.20
	Commision etc.	PF 0	PF 3.60
		Superannuation 0	Superannuation 4.50
		Other Allowances 0	Other Allowances 8.70
		Variable	Variable
		Commission 326.49	Commission 326.49
		Total Remuneration 386.49	Total Remuneration 386.49
2.	Details of fixed component and performance linked incentives along with the performance criteria	Mr. Babulal M. Bhansali is entitled for remuneration which together with his fixed salary of ₹ 60 lakh per annum, shall not exceed 5% of the total net profit of the Company computed in accordance with the provisions of Section 198 of the Act for the respective financial year (being variable in nature), subject to the limits as specified under Schedule V to the Act.	Mr. Jayesh B. Bhansali, is entitled for remuneration which together with his fixed salary of ₹ 60 lakh per annum shall not exceed 5% of the total net profit of the Company computed in accordance with the provision of Section 198 of the Act for the respective financial year (being variable in nature), subject to the limits as specified under Schedule V to the Act.
3.	Service Contract	01/04/2019 to 31/03/2024	01/04/2018 to 31/03/2021
	Notice period	Nil	3 months
	Severance fees	Nil	Nil
4	Stock Option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	The Company does not have any Employee Stock Option Scheme.	The Company does not have any Employee Stock Option Scheme.

iii. Details of Equity Shares of the Company held by Non-Executive Independent Directors as on March 31, 2019 are as under:

Sr. No.	Name of the Directors	No. of Equity Shares
1.	Mr. M. C. Gupta	0
2.	Dr. B. S. Bhesania	500
3.	Mr. Dilip Kumar	0
4.	Ms. Jasmine F. Batliwalla	0

D. COMMITTEES OF THE BOARD:

The Board has constituted various Committees to focus on specific areas and to make informed decisions within their authority. Each Committee is governed by its Charter which outlines the scope, roles, responsibilities and powers. All the decisions and recommendations of the Committees are placed before the Board for its noting and approval, wherever required.

The various Board level Committees are as under:

- Audit Committee:
- Nomination and Remuneration Committee:
- Stakeholders' Relationship Committee:
- Corporate Social Responsibility (CSR) Committee and
- Investment and Loan Committee.

Audit Committee: i.

As on March 31, 2019 the composition of the Audit Committee was as under:

Sr. No.	Name of Members	Position and Category
1.	Mr. M. C. Gupta	Chairman, Non-Executive & Independent Director
2.	Dr. B. S. Bhesania	Member, Non-Executive & Independent Director
3.	Mr. Jayesh B. Bhansali	Member, Executive Director cum CFO (Promoter)

The Company Secretary functions as the Secretary to the Audit Committee.

All members of the Audit Committee are Independent Directors except Mr. Jayesh B. Bhansali who is an Executive Director cum Chief Financial Officer (Promoter) of the Company. Mr. M. C. Gupta is the Chairman of the Audit Committee. All the Members of the Audit Committee are financially literate. The Statutory Auditors are generally invited to the Audit Committee Meetings.

In addition to the above, Senior Executives from Accounts & Finance Department and representatives from Internal Auditors firm are also invited in the Audit Committee meetings, whenever required. The Committee is free to invite any officer of the Company, as may be required, in the meeting.

Terms of Reference of Audit Committee:

The matters falling within the preview of the Audit Committee, are as specified under Regulation 18 read with Part C of Schedule II of SEBI (LODR) Regulations, 2015 and Section 177 of the Act, read with the Companies (Meeting of Board and its Power) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), which inter alia include:



(a) Powers of Audit Committee

- To investigate any activity within its terms of reference;
- To seek information from any employee;
- To obtain outside legal or other professional advice;
- To secure attendance of outsiders with relevant expertise, if considered necessary.

(b) Role of Audit Committee:

The Role of the Audit Committee includes following:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- iii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- iv. Reviewing/examination with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - (a) Matters required to be included in the directors' responsibility statement to be included in the boards' report in terms of clause(c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - (b) Changes, if any, in accounting policies and practices and reasons for the same;
 - (c) Major accounting entries involving estimates based on the exercise of judgment by management;
 - (d) Significant adjustments made in the financial statements arising out of audit findings;
 - (e) Compliance with listing and other legal requirements relating to financial statements;
 - (f) Disclosure of related party transaction(s), if any;
 - (g) Modified opinion(s) in the draft audit report;
 - (h) Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- vi. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- vii. Approval or any subsequent modification of transactions of the Company with related parties;
- viii. Scrutiny of inter-corporate loans and investments;
- ix. Valuation of undertakings or assets of the Company, wherever it is necessary;
- x. Evaluation of internal financial controls and risk management systems;
- xi. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit:
- xiii. Discussion with internal auditors of any significant findings and follow-up thereon;
- xiv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board:
- xv. 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;

- xvi. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xvii. To review the functioning of the whistle blower mechanism;
- xviii. Approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate:
- xix. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee;
- xx. Carry out any other function as is referred by the Board from time to time and/or enforced by any statutory notification/amendment or modification as may be applicable; and
- xxi. Perform such other function as may be necessary or appropriate for the performance of its duties.

(c) Review of information by Audit Committee:

- Management discussion and analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters/letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses;
- The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;
- Statement of deviations; f.
- Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1); and
- Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

The Audit Committee acts as a link between the Management, Statutory Auditors, Internal Auditors and the Board of Directors and oversees the financial reporting process.

During the year under review, 04 meetings of the Audit Committee were held on 13th April, 2018, 14th July, 2018, 19th October, 2018 and 27th January, 2019 respectively.

The details of attendance of the Audit Committee Members are as under:

Sr. No.	Name of Members	No. of Meetings held during the year	No. of Meetings Attended during the year
1.	Mr. M. C. Gupta	04	04
2.	Dr. B. S. Bhesania	04	03
3.	Mr. Jayesh B. Bhansali	04	04

Nomination and Remuneration Committee (NRC):

The roles, powers and broad terms of reference of NRC covers the areas as contemplated under Regulation 19 read with Part D of Schedule II of SEBI (LODR) Regulations, 2015 and Section 178 of the Act, which inter-alia includes the following:

- Recommend to the Board the set up and composition of the Board and its Committees including the formulation of the criteria for determining qualifications, suitable experience, positive attributes and independence of a Director and recommend to the Board of Directors a policy relating to remuneration of directors, Key Managerial Personnel and other employees. The Committee will review the composition of the Board periodically with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience etc;
- Recommend to the Board the appointment or reappointment of Directors.
- Devise a policy on diversity of Board of Directors;



- Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board of directors their appointment and removal:
- Carry out/oversee evaluation of every Director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its Committees and Individual Directors. This shall include "formulation of criteria for evaluation of Independent Directors and the Board";
- Recommend to Board the remuneration payable to the Directors and oversee the remuneration of Senior Management/Key Managerial Personnel of the Company being reasonable and competitive, considering the prevalent compensation packages so as to enable the Company to recruit and retain suitable talent/staff in such capacity motivating them for rendering their quality services to carry the business affairs of the Company at its optimum level;
- Determine whether to extend or continue the term of appointment of the independent director(s), on the basis of performance evaluation report related to them;
- Take due consideration of Financial position of Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration at the time of appointment or re-appointment;
- Carry out any other functions referred by the Board from time to time and/or enforced by any statutory notification/ amendment or modification as may be applicable; and
- Perform such other functions as may be necessary or appropriate for the performance of its duties.

The Composition of the NRC is as under:

Sr. No.	Name of Members	Position and Category
1.	Dr. B. S. Bhesania	Chairman, Non-Executive & Independent Director
2.	Mr. M. C. Gupta	Member, Non-Executive & Independent Director
3.	Mr. Dilip Kumar	Member, Non-Executive & Independent Director

The Company Secretary functions as the Secretary to the NRC.

Dr. B. S. Bhesania is the Chairman of the NRC. All the members of the NRC are Independent Directors.

Nomination and Remuneration Policy:

The Non-Executive Directors of the Company are paid sitting fees of ₹ 30,000/- each for attending the Board Meeting and ₹ 20,000/- each for attending the Committee Meetings. The policy related to appointment/re-appointment of, and remuneration payable to the Executive Directors, Key Managerial Personnel ('KMP') and Senior Management Persons have been formulated by the NRC considering various relevant parameters.

During the year under review, 03 meetings of NRC were held on 13th April, 2018, 19th October, 2018 and 27th January, 2019 respectively.

The details of attendance of the NRC Members are as under:

Sr. No.	Name of Members	No. of Meetings held during the year	No. of Meetings Attended during the year
1.	Dr. B. S. Bhesania	03	03
2.	Mr. M. C. Gupta	03	03
3.	Mr. Dilip Kumar	03	03

iii. Stakeholders' Relationship Committee (SRC):

The composition of Stakeholders' Relationship Committee as on March 31, 2019 was as under:

5	Sr. No	Name of Members	Position and Category
	1.	Dr. B. S. Bhesania	Chairman, Non-Executive & Independent Director
	2.	Mr. Babulal M. Bhansali	Member, Promoter, Executive & Managing Director
;	3.	Mr. Jayesh B. Bhansali	Member, Promoter, Executive Director cum CFO

The Company Secretary functions as the Secretary to the Committee.

The broad terms of reference of the SRC are as under:

- (a) Oversee the performance of the Company's Registrar and Share Transfer Agent;
- (b) Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;
- (c) Review of measures taken for effective exercise of voting rights by shareholders;
- (d) Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- (e) Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company; and
- Carry out any other function as is referred by the Board from time to time and/or enforced by any statutory notification/ amendment or modification as may be applicable.

During the year under review, 02 meetings of the Stakeholders Relationship Committee were held on 13th April, 2018 and 14th July, 2018 respectively which were attended by the members as under:

Sr. No.	Name of Members	No. of Meetings held during the year	No. of Meetings Attended during the year
1.	Dr. B. S. Bhesania	02	01
2.	Mr. Babulal M. Bhansali	02	02
3.	Mr. Jayesh B. Bhansali	02	02

Mr. Ashwin M. Patel Company Secretary & GM (Legal) is the Compliance Officer and he can be reached at investors@bhansaliabs.com, Tel: +91-22-26216060 - 64, Fax: +91-22-2621 6077). Details of the number of complaints received from shareholders and attended during the FY ended March 31, 2019 are given below:

No. of complaints	No. of complaints	No. of complaints	No. of complaints	
pending as on	received during	attended during	pending as on	
April 1, 2018	the year	the year	March 31, 2019	
01	134	127		



iv. Corporate Social Responsibility (CSR) Committee:

The composition of CSR Committee as on March 31, 2019 was as under:

	Sr. No.	Name of Members	Position and Category		
	1.	Mr. M. C. Gupta	Chairman, Non-Executive & Independent Director		
ĺ	2.	Mr. Babulal M. Bhansali	Member, Managing Director		
3. Mr. Jayesh B. Bhansali		Mr. Jayesh B. Bhansali	Member, Executive Director cum CFO		

The Company Secretary functions as the Secretary to CSR Committee.

The role of the Committee is to formulate and recommend to the Board Corporate Social Responsibility Policy, recommend the amount of yearly CSR expenditure, monitor the CSR projects undertaken by the Company from time to time and ensure effective implementation of aforesaid Corporate Social Responsibility Policy.

The details of CSR initiatives undertaken by the Company, as per the CSR Policy form part of Annual Report.

During the year under review, 01 meeting of the Corporate Social Responsibility Committee was held on 26th March, 2019, which was attended by the members as under:

Sr. No.	Name of Members	No. of Meetings held during the year	No. of Meetings Attended during the year
1.	Mr. M. C. Gupta	01	01
2.	Mr. Babulal M. Bhansali	01	01
3.	Mr. Jayesh B. Bhansali	01	01

Investment and Loan Committee:

Pursuant to proviso to Section 179(3) of the Act, the Board of Directors of the Company constituted the Investment and Loan Committee, with the powers of making loan & investment related decision(s) and implement the same as may be deemed fit and suitable in the best interest of the Company.

The composition of Investment and Loan Committee is as under:

ı	Sr. No.	Name of Members	Position and Category
	1.	Mr. Babulal M. Bhansali	Managing Director (Promoter)
	2.	Mr. Jayesh B. Bhansali	Executive Director cum CFO (Promoter)

The Company Secretary functions as Secretary to Investment and Loan Committee.

During the year under review, no meeting of the aforesaid committee was held.

E. GENERAL BODY MEETING:

AGM	F. Y.	Venue	Day, Date and Time	Special Resolution passed at AGM
34 th		04 th Floor, Indian Merchant's Chamber, Veer Nariman Road, Churchgate, Mumbai – 400 020.	Saturday, September 29, 2018 at 11.30 am.	No Special Resolution was Passed
33 rd	2016-17			Borrowing Limits of Company to the extent of ₹ 1,000 Crore
32 nd	2015-16			Alteration of Article 3 and 98(iv) of the Articles of Association of the Company

During the year under review, no Extra-Ordinary General Meeting was convened.

Postal Ballot:

Mr. Himanshu S. Kamdar [FCS: 5171] partner of Rathi & Associates, Company Secretaries in whole- time practice was appointed as Scrutinizer by the Board to conduct the Postal Ballot process in a fair and transparent manner. The Scrutinizer submitted his report on the Postal Ballot result (physical and e-voting) which was declared on March 11, 2019.

Description	Type of resolution	No. of votes polled	No. of Votes in favour	% of Votes in favour on votes polled	No. of Votes – against	% of Votes against on votes polled	No. of Invalid Votes
Re-appointment of Dr. B. S. Bhesania (DIN: 00026222) as an Independent Director for a period of 5 (five) years w.e.f. April 1, 2019.	Special	99618398	97756554	98.15	1842785	1.85	19059
Re-appointment of Mr. M. C. Gupta (DIN: 01362556) as an Independent Director for a period of 5 (five) years w.e.f. April 1, 2019.	Special	99618413	97755863	98.15	1843491	1.85	19059
Re-appointment of Mr. Dilip Kumar (DIN: 06882358) as an Independent Director for a period of 5 (five) years w.e.f. April 1, 2019.	Special	99618421	98609618	99.01	989711	0.99	19092
Re-appointment of Mr. Babulal M. Bhansali (DIN: 00102930) as Managing Director for a period of 5 (Five) years w.e.f. April 1, 2019.	Ordinary	99618421	83206267	99.99	8208	0.01	16403746

Postal Ballot whenever conducted by the Company will be carried out in compliance with the provisions of the Companies Act, 2013 read with rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Procedure for Postal Ballot

In compliance with Section 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provided electronic voting (e-voting) facility to its members, through the e-voting platform of Link Intlme India Pvt. Ltd. The members had the option to vote either by physical ballot or through e-voting.

The Company dispatched the postal ballot notices and forms along with postage prepaid business reply envelope to its members whose names appeared on the register of members/list of beneficiaries as on the cut-off date, decided by the Board. The postal ballot notice was sent in electronic form to those members whose e-mail addresses were registered with the depository participants (in case of electronic shareholding)/the Company's Registrar and Share Transfer Agent (in case of physical shareholding). Physical copies of the postal ballot notice along with forms and prepaid self-addressed business reply envelope were sent by permitted mode (i.e through registered post or through courier) whose email addresses were not registered. The Company had also published a notice in the newspapers as mandated under the Act and applicable rules.

Voting rights were reckoned on the paid- up value of the Equity shares registered in the names of the members as on the cut-off date. Members desiring to exercise their votes by physical postal ballot forms were requested to return the forms, duly completed and signed, to the Scrutinizer on or before the close of the voting period. Members desiring to exercise their votes by electronic mode were requested to vote before the close of the business hours on the last date of the e-voting.

The Scrutinizer submitted his report to the Executive Director cum CFO (authorised by Chairman for countersigning the said report), after the completion of the scrutiny, and the consolidated results of the postal ballot, were then announced by the Executive Director cum CFO. The results were displayed on the Company's website www.bhansaliabs.com and were also put on the notice board of the Company, besides being communicated to the Stock Exchanges and Registrar and Share Transfer Agent. The resolutions mentioned in the Postal Ballot Notice dated January 27, 2019 were considered as approved on March 9, 2019, being the last date of receiving the duly completed Postal Ballot forms/e-voting



DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS:

Pursuant to the provisions of Section 152 of the Act, Mr. Jayesh B. Bhansali, will retire by rotation at the ensuing AGM and has offered himself for re-appointment. The required details of Mr. Jayesh B. Bhansali are given in the Notice of AGM.

G. DISCLOSURES:

i. Related Party Transactions:

During the year under review, there was no materially significant related party transaction entered into by the Company with its Promoters, Directors, Key Managerial Personnel(s) or management or their relatives etc. which had potential conflict with the interest of the Company at large.

Transactions entered into with the related parties, as per respective Accounting Standards and/or other applicable laws are disclosed at Note No. 39 to the Audited Standalone Financial Statement of the Company forming part of this Annual Report.

All Transactions with related parties were in the ordinary course of business and at arm's length basis. The policy on dealing with related party transactions has been placed on the Company's website under the URL http://bhansaliabs. com/investor/policies-and-procedures/policy-related-to-rpts/

ii. Compliances by the Company:

The Company has made due compliances and no penalties/strictures have been imposed upon it by any Stock Exchange(s), SEBI or any other Statutory Authority on any matter related to capital markets, during last three years.

iii. Whistle Blower Policy/Vigil Mechanism/Prevention of Sexual Harassment Policy and access to the Chairman of the Audit Committee:

The Company has formulated Whistle Blower/Vigil Mechanism/Prevention of Sexual Harassment Policy, pursuant to which the Director(s) and employee(s) of the Company (including their representative bodies) have open access to the Chairman of Audit Committee, in appropriate or exceptional cases, in connection with any grievance which is concerned with unethical behavior, frauds and other illegitimate activities in the Company. The Whistle Blower Policy/Vigil Mechanism Policy adopted by the Company is available on the website of the Company under URL http://bhansaliabs. com/investor/vigil-mechanismwhistle-blower-policy/

The Company neither received any complaint from its Director(s)/employee(s) pursuant to the aforesaid Whistle Blower/ Vigil Mechanism/Prevention of Sexual Harassment Policy during the financial year 2018-19, nor has any complaints pending as on March 31, 2019.

iv. Material Subsidiaries:

The Company does not have any subsidiary company.

v. Commodity price risk or foreign exchange risk and hedging activities:

The Company has taken suitable steps from time to time for protecting it against foreign exchange risk(s).

The Company does not deal in commodities and hence, the disclosures pursuant to SEBI circular dated November 15, 2018 are not required to be given.

vi. Compliance with the Mandatory requirements and Implementation of the Non-mandatory requirements:

The Company has complied with the mandatory requirements of the Corporate Governance. The Company has not implemented the non-mandatory requirements as prescribed under Regulation 27 (1) of SEBI (LODR) Regulations, 2015.

vii. Remuneration of Statutory Auditor:

Total fees of ₹5,75,000/- was paid to M/s. Azad Jain & Co., Chartered Accountants, the Statutory Auditor of the Company during FY 2018-19

viii. Disclosures with respect to demat Suspense Account/Unclaimed Suspense Account.

Particulars	Number of Shareholders	Number of equity shares
Aggregate number of shareholders and the outstanding shares in suspense account lying as on April 1, 2018 (Demat and Physical)	39	35,800
Number of shareholders who approached the Company for transfer of shares from suspense account during the financial year	0	0
Number of shareholders to whom shares were transferred from the suspense account during the year and the number of shares transferred	0	0
Number of shareholders and shares which were transferred to IEPF Account during the financial year	16	12,500
Aggregate number of shareholders and outstanding shares in the suspense account lying as on March 31, 2019 (Demat and Physical)	23	23,300

The voting rights on the shares outstanding in the suspense account as on March 31, 2019 shall remain frozen till the rightful owner of such shares claims the shares.

ix. The Company is in compliance with the requirements under Regulation 17 to 27 read with Schedule V and clause (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (LODR) Regulations, 2015, as amended from time to time.

H. MEANS OF COMMUNICATION:

Financial Results:

The financial results of the Company are generally published in all or any of the following leading newspapers as may be decided by the management from time to time:

Business Standard (English)	All Editions
	Mumbai Edition
Economic Times	All Editions
Times of India	Jaipur Edition
Navbharat Times	Mumbai and Delhi Editions
Financial Express	All Editions

The financial results of the Company are also placed on the Company's website under URL http://bhansaliabs.com/ investor/quarterly-financial-result/

- ii. In compliance with Regulation 46 of SEBI (LODR) Regulations, 2015, a separate dedicated section under the caption 'Investors' on the Company's website (www.bhansaliabs.com) provides information on various announcements made by the Company, status of unclaimed dividend, Annual Report, Quarterly/Half yearly/Nine-months and Annual financial results along with the applicable policies of the Company. The Company's official news releases, if any, are also available on the said website.
- iii. The Management Discussion and Analysis Report is separately attached and forms part of this Annual Report.

CERTIFICATE ON CORPORATE GOVERNANCE:

As required under Regulation 27(1) read with Schedule V(E) of SEBI (LODR) Regulations, 2015, a certificate on compliance of conditions of Corporate Governance by the Company as issued by M/s. Rathi & Associates, Practicing Company Secretaries, is attached to the Board Report as Annexure 4A and forms part of this Annual Report.



Certificate as required under Clause 10(i) of Part C of Schedule V of SEBI (LODR) Regulations, 2015, received from Mr. Himanshu S. Kamdar (CP No. 3030), Partner of Rathi & Associates, Company Secretaries, is attached as Annexure 4A to the Corporate Governance Report.

CEO/CFO CERTIFICATION:

As required under Regulation 17(8) read with Schedule II (B) of SEBI (LODR) Regulations, 2015, the CEO and CFO certification related to true and fair presentation of Annual financial statements of the Company for the FY 2018-19 is attached to the Board Report as Annexure 4B and forms part of this Annual Report.

K. DECLARATION FOR COMPLIANCE WITH CODE OF CONDUCT:

The Company has adopted a Code of Conduct for the Members of the Board and the Senior Management in accordance with the provisions of Regulation 17(5) of SEBI (LODR) Regulations, 2015 and the said Code is available on the website of the Company under URL http://bhansaliabs.com/investor/code-of-conduct-for-senior management/. All the members of the Board and the Senior Management have affirmed compliance with the Code of Conduct as on 31st March, 2019 and a declaration to that effect signed by the Managing Director is attached to the Board Report as Annexure 4C and forms part of this Annual Report.

GENERAL INFORMATION FOR SHAREHOLDER(S):

i.	Day, Date, Time and Venue of Annual General Meeting (AGM)	Saturday, September 28, 2019 at 11:30 am at Walchand Hirachand Hall, 4 th Floor, Indian Merchant's Chamber, Veer Nariman Road, Churchgate, Mumbai - 400020
ii.	Financial Year	April 1, 2018 to March 31, 2019
iii.	Book Closure period	From September 21, 2019 to September 28, 2019 (both days inclusive)
iv.	Dividend Payment Date	On or after October 4, 2019
V.	Name & Address of Stock Exchange(s) where the securities are listed	BSE Limited P. J. Towers, Dalal Street, Mumbai - 400 001 National Stock Exchange of India Ltd. Exchange Plaza, C-1, Block-G, Bandra Kurla Complex, Bandra (East), Mumbai - 400 051. Listing fees for FY 2019-20 has been paid to both the Stock Exchanges.
vi.	Stock Code	BSE: 500052 NSE: BEPL-EQ
vii.	Registrar and Share Transfer Agent	Link Intime India Private Limited C-101, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai - 400083 Tel.: 022 - 49186000, Fax: 022 - 49186060 Website: www.linkintime.co.in E-mail: rnt.helpdesk@linkintime.co.in

Share Transfer System:

Shares lodged for transfer with the Registrar and Share Transfer Agent viz. Link Intime India Private Limited during the year are processed within a period of 15 days from the date of lodgement, subject to the condition that documents are complete in all respect. All requests for dematerialization of shares are processed through R & T Agent of Company viz. Link Intime India Private Limited and confirmation is given by them to the depositories within 21 days of its lodgement. Stakeholders' Relationship Committee (SRC) of the Company is empowered to process transfer of shares and other investor related matters; however these activities have been delegated upon the aforesaid Registrar and Share Transfer Agent of the Company who deals with such activities and the details whereof are later placed before the SRC for their perusal/ratification/approval, as the case may be, on half yearly basis or whenever required. The grievances received from investors/members and other miscellaneous correspondence including but not limited to change of address. dividend or other allied mandates etc. are also processed by the Registrar and Share Transfer Agent within 15 days of its lodgement.

Total number of shares transferred in physical form during financial year 2018-19.

Number of Transfer Deeds	79
Number of Shares Transferred	90600

ii. Investor Services – Queries/Complaints during the financial year 2018-19:

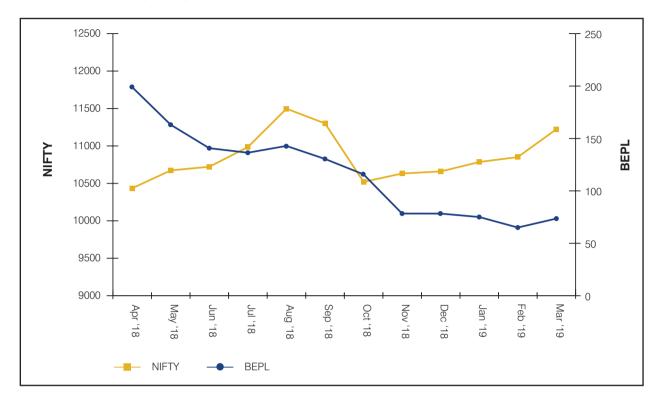
The correspondence received and identified as investor complaints from shareholder(s) and/or through Statutory/ Regulatory bodies in relation to their shareholding in the Company including loss of shares, Court/Consumer Forum matters and also other matters required to be reported under SEBI (LODR) Regulations, 2015 were duly dealt with. The details of investor complaints received and attended during FY 2018-19 is given under the 'Stakeholders' Relationship Committee' in this report.

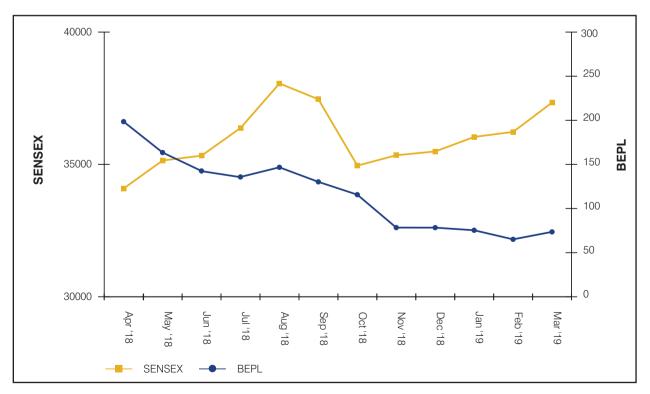
iii. Market Price Data - High, Low and Volumes during each month of the Financial Year 2018-19:

	As per BSE Quote		Volumes	As per N	SE Quote	Volumes
Month	High (in ₹)	Low (in ₹)	(No. of shares)	High (in ₹)	Low (in ₹)	(No. of shares)
Apr-18	224.40	172.60	70,70,838	224.50	173.50	3,24,42,485
May-18	192.00	135.00	36,01,355	192.00	134.20	1,73,49,714
Jun-18	166.00	119.20	29,41,848	162.60	118.90	1,29,30,712
Jul-18	149.50	122.10	29,78,181	151.00	121.80	1,18,52,186
Aug-18	163.50	129.95	33,35,132	161.80	124.00	1,16,56,775
Sep-18	149.00	111.50	37,42,270	149.50	111.50	1,19,25,661
Oct-18	148.80	82.65	42,44,031	148.85	82.70	2,03,90,778
Nov-18	87.80	69.00	23,16,455	87.80	69.00	1,07,75,369
Dec-18	96.50	60.20	39,18,155	96.70	60.00	1,69,03,449
Jan-19	93.75	57.00	31,73,578	93.75	56.40	1,10,05,932
Feb-19	72.20	58.00	20,18,887	72.35	57.75	92,18,690
Mar-19	83.00	64.10	39,64,784	83.15	64.00	1,60,71,223



iv. Performance of Company's equity shares in comparison to broad-base indices on NSE and BSE during the Financial Year 2018-19 are as under:





v. Distribution of Shareholding as on 31st March 2019:

	Shareholders		Shares	
No. of Equity Shares held	Number	% to Total Shareholders	Amount (in ₹)	% to Total Capital
1 – 500	47047	76.90	7114630	4.29
501 – 1000	6982	11.41	5963878	3.59
1001 – 2000	3532	5.77	5558162	3.35
2001 – 3000	1161	1.90	3034001	1.83
3001 – 4000	542	0.89	1971850	1.19
4001 – 5000	466	0.76	2229352	1.34
5001 – 10000	745	1.22	5531336	3.33
10001 & above	704	1.15	134502431	81.08
Total	61179	100.00	165905640	100.00

Notes:

The total number of shareholders as shown above includes those shareholders also who may be in different category but with same PAN. For compliance with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/128 dated 19/12/2017 the folio of shareholders were merged on the basis of their respective PAN.

vi. Categories of Shareholding as on 31st March 2019:

	Shareholders		Shares	
Category	Number	% to total Shareholders	Number	% to total Capital
Promoter and Promoter Group	13	0.02	91250000	55.00
Resident Individuals	58117	95.00	52873002	31.87
Bodies Corporate	491	0.80	4945304	2.98
Mutual Funds/Financial Institutions/Banks	14	0.02	2815596	1.70
Foreign Institutional Investors/Foreign Portfolio Investors	17	0.03	4556486	2.75
Non Resident Individuals/Foreign Nationals	1018	1.66	1650440	0.99
Others	1509	2.47	7814812	4.71
Total	61179	100.00	165905640	100.00

vii. Dematerialization of Shares:

The Company has established connectivity with CDSL and NSDL for dematerialization of shares and the same are available in electronic segment under ISIN - INE922A01025. As on 31st March, 2019, total 16,19,11,415 Equity Shares representing 97.59% were in electronic form.



viii. Performance Evaluation of Board, its Committees and Independent Directors:

Pursuant to the provisions of the Act and Regulation 17(10) of the SEBI (LODR) Regulations, 2015 and other applicable provisions thereto; the Board carried out annual evaluation of each of the Directors of the Company individually (considering the various relevant aspects of the functioning of the Board including their composition and adequacy), Board's Committee(s), performance, obligations, governance, contribution and quality of participation in the Board and committee proceedings.

The performance evaluation of the Independent Directors was carried on the basis of certain criteria including, inter alia, devotion of time, attention given to professional obligations for independent decision making, acting in the best interest of the Company, providing strategic guidance to the Company, determining important policies and maintaining high standard of ethics and integrity etc.

The Performance Evaluation of the Independent Directors was done by the entire Board of Directors sans the participation of Director being evaluated. The performance evaluation of the Chairman, Managing Director & Executive Director was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

ix. E-Voting:

E-voting period will start from September 25, 2019 at 9.30 a.m. and will end on September 27, 2019 at 5.00 p.m. Shareholders holding shares as at the close of business hours on September 20, 2019 (being 'cut-off date') shall be entitled to vote on the matters provided in the Notice of Annual General Meeting forming part of this Annual Report.

x. Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity:

There are no GDRs/ADRs/Warrants or any Convertible Instruments pending conversion or any other instruments likely to impact the equity share capital of the Company.

xi. Plant/Factory Locations:

Satnoor - Bhansali Nagar, Village: Satnoor, Taluka: Sausar, Dist.: Chhindwara, Madhya Pradesh - 480 108, India.

Abu Road - Plot No. SP-138-143, Ambaji Industrial Area, Abu Road,

Dist.: Sirohi, Rajasthan - 307026, India.

xii. Address for Correspondence:

a. Link Intime India Private Limited (Company's Registrar & Share Transfer Agent)

C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400 083

Tel.: 022 - 49186000 • Fax: 022 - 49186060

Website: www.linkintime.co.in, E-mail: rnt.helpdesk@linkintime.co.in

b. Company's Registered Office:

401, 4th Floor, Peninsula Heights, C.D. Barfiwala Road,

Andheri (West), Mumbai 400058

Tel.: 022 - 2621 6060 • Fax: 022 - 2621 6077

Website: www.bhansaliabs.com E-mail: investors@bhansaliabs.com

For and on behalf of the Board

M. C. Gupta Chairman (DIN: 01362556)

Place: Mumbai Date: 3rd August, 2019

bhansali engineering polymers limited

An ISO 9001:2015 Company

ANNEXURE 4A

CERTIFICATE ON CORPORATE GOVERNANCE

The Members of

Bhansali Engineering Polymers Limited

We have examined the compliance of conditions of Corporate Governance by Bhansali Engineering Polymers Limited ('the Company') for the year ended 31st March, 2019, as stipulated in Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ['SEBI (LODR) Regulations 2015'].

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

In our opinion and to the best of our information and according to the explanation given to us and 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 Chapter IV of SEBI (LODR) Regulations 2015.

We further 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 and on behalf of

RATHI & ASSOCIATES

Company Secretaries

HIMANSHU S. KAMDAR

Partner FCS No. 5171

CP No. 3030

Place: Mumbai

Date: 3rd August, 2019

CERTIFICATE

Based on our verification of books, papers, forms and returns filed and other records maintained by Bhansali Engineering Polymers Limited ("the Company") and also the information provided by its officers, agents and authorized representatives during the conduct of secretarial audit of the Company, we hereby certify that none of the Directors on the Board of the Company have been debarred or disgualified from being appointed or continuing as Directors of companies by the Securities & Exchange Board of India, Ministry of Corporate Affairs or any such authority as on 31st March, 2019.

For and on behalf of

RATHI & ASSOCIATES Company Secretaries

HIMANSHU S. KAMDAR

Partner FCS No. 171 CP No. 3030

Place: Mumbai

Date: 3rd August, 2019



ANNEXURE 4B

MD AND CFO CERTIFICATION FOR THE FY 2018-19

To.

The Board of Directors

Bhansali Engineering Polymers Limited

We, Babulal M. Bhansali, Managing Director and Jayesh B. Bhansali, Executive Director cum CFO of the Company hereby certify that:

- We have reviewed the Standalone and Consolidated Financial Statements and the Cash Flow Statements of the Company and Notes to the Financial Statements for the year ended 31st March, 2019 and that to the best of our knowledge and belief:
 - a. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year under review, which are fraudulent, illegal or which violates the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company, pertaining to financial reporting and we have disclosed to the Auditor and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take, to rectify these deficiencies.
- D. We have indicated to the auditor and the Audit Committee:
 - Significant changes, if any, in internal control over financial reporting during the year;
 - b. Significant changes, if any, in accounting policies during the year and that the same have been disclosed in the Notes to the Financial Statements; and
 - c. Instances of significant fraud, if any, of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Bhansali Engineering Polymers Limited

Babulal M. Bhansali

Managing Director

(DIN: 00102930)

Jayesh B. Bhansali

Executive Director cum CFO

(DIN: 01062853)

Place: Mumbai

Date: 28th April, 2019

ANNEXURE 4C

DECLARATION BY CHIEF EXECUTIVE OFFICER UNDER REGULATION 34(3) READ WITH SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 IN RESPECT OF COMPLIANCE WITH THE COMPANY'S CODE OF CONDUCT

This is to confirm that the members of Board of Directors and Senior Management Personnel (including Chief Financial Officer, Company Secretary and President level employees) of the Company have affirmed compliance with the Code of Conduct of Bhansali Engineering Polymers Limited, as applicable to them, for the FY ended March 31, 2019.

For Bhansali Engineering Polymers Limited

Babulal M. Bhansali **Managing Director**

(DIN: 00102930)

Place: Mumbai

An ISO 9001:2015 Company

ANNEXURE 5

SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

For the Financial Year ended March 31, 2019

To.

The Members,

Bhansali Engineering Polymers Limited

401. 4th Floor, Peninsula Heights. C. D. Barfiwala Road, Andheri (West), Mumbai 400 058

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to Good Corporate Practices by Bhansali Engineering Polymers Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the Audit period covering the Financial Year ended March 31, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

- We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company as given in Annexure-A for the Financial Year ended March 31, 2019 according to the provisions of:
 - (i) The Companies Act, 2013 ('the Act') and the rules made thereunder to the extent applicable;
 - (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
 - (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - b. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.
- Provisions of the following Regulations and Guidelines prescribed under the SEBI Act were not applicable to the Company under the audit period under report:
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - b. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
 - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.
- We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with other Acts, Laws and Regulations applicable specifically to the Company as per the list given in Annexure-B.

We have also examined compliance with the applicable clauses of Secretarial Standards-1 and 2 issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 2013 and during the Financial Year under report.



The Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the audit period under report. Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda are sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

None of the members have any dissenting views, in the matters/agenda proposed from time to time for consideration of the Board and its Committees, thereof, during the year under the report, hence were not required to be captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the year under review, there were no actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to herein above.

> For Rathi & Associates **Company Secretaries**

> > Himanshu S. Kamdar Partner FCS No. 5171 CP No. 3030

Place: Mumbai Date: 15th July, 2019

Annexure A

List of Documents Verified

- Memorandum & Articles of Association of the Company;
- Annual Report for the Financial Year 2017-18;
- Minutes of the meetings of the Board of Directors, Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee held during the said audit period along with Attendance Register;
- Minutes of Annual General Meeting held during the financial year under report;
- Statutory Registers viz.
 - Register of Directors & Key Managerial Personnel and their Shareholding
 - Register of Contracts with Related Parties and Contracts with related Bodies etc. in which Directors are interested
 - Register of loans, guarantees and security and acquisition made by the Company
 - Register of Charges
 - Register of Renewed and Duplicate Share Certificate.
- Agenda papers submitted to all the Directors/members for the Board Meeting and the Committee Meetings;
- Declarations/Disclosures received from the Directors/Secretary of the Company pursuant to the provisions of Section 184. 164 and 149(7) of the Companies Act, 2013;
- Intimations received from Directors and Designated Employees under the Internal Code for Prevention of Insider Trading;
- e-Forms filed by the Company from time to time under applicable provisions of the Companies Act, 2013 and attachments thereof during the Financial Year under report.
- 10. Intimations/documents/reports/returns filed with the Stock Exchanges pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the year under report.
- 11. Documents related to payments of dividend made to its shareholders during the Financial Year under report.
- 12. Various Policies made under the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Annexure B

The Other Laws which are Specifically Applicable to the Company are as below

- The Water (Prevention and Control of Pollution) Act, 1974 and rules made there under;
- 2. The Air (Prevention and Control of Pollution) Act, 1981 and rules made there under;
- The Environment (Protection) Act, 1986 and rules made there under; 3.
- The Water (Prevention and Control of Pollution) Cess Act, 1977 and rules made there under; 4.
- The Public Liability Insurance Act, 1991 and rules made there under: 5.
- 6. Explosives Act, 1884 and rules made there under;
- The Petroleum Act, 1934 and rules made there under; and
- The Standards of Weights and Measures Act, 1976 and rules made there under.

To

The Members

Bhansali Engineering Polymers Limited

401, 4th Floor, Peninsula Heights, C. D. Barfiwala Road, Andheri (West), Mumbai - 400058

Our report of even date is to be read along with this letter.

- Maintenance of secretarial record is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. Our examination was limited to the verification of procedures on test basis.
- The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

For Rathi & Associates **Company Secretaries**

Himanshu S. Kamdar Partner FCS No. 5171 C.P. No. 3030

Place: Mumbai Date: 15th July, 2019



ANNEXURE 6

DISCLOSURE PURSUANT TO RULE 5 OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Sr. No.	Requirements	Disclosure
1.	The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2018-19	Managing Director – 151.46 Executive Director cum CFO – 151.46
2.	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	Managing Director – Nil Executive Director cum CFO – Nil Company Secretary – Nil
3.	The percentage increase in the median remuneration of employees in the financial year	The median remuneration of the employees in the financial year was increased by 14.90%. The calculation of % increase in median remuneration is done based on comparable employees.
4.	The number of permanent employees on the rolls of Company	There were 504 permanent employees as on March 31, 2019.
5.	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year was 11.56%. The remuneration paid to managerial personnel in FY 19 was less as compared to FY 18, by 48.21%.
6.	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, It is confirmed.

Disclosures as per Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

Disclosures as required under Section 134 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, forms part of this report. However, pursuant to the provisions of Section 136 of the Act, this report is being sent to all shareholders of the Company excluding the aforesaid information and the said particulars will be made available at the registered office of the Company. The Members interested in obtaining such particulars may write to the Company Secretary at the registered office of the Company.

For Bhansali Engineering Polymers Limited

M. C. GUPTA Chairman (DIN: 01362556)

Place: Mumbai

Date: 3rd August, 2019

ANNEXURE 7

DISCLOSURE PURSUANT TO SECTION 134(3)(m) OF THE COMPANIES ACT, 2013 READ WITH RULE 8 OF THE COMPANIES (ACCOUNTS), RULES 2014.

A. Conservation of Energy:

Steps taken or impact on conservation of energy	4 new compounding lines (Japanese extruders) each having capacity of 800 kg/hour and additionally 2 new compounding lines (Japanese extruders) each having capacity of 1200 kg/hour have been installed and commissioned.
	Energy conservation measures in form of complete new insulation of Flocculation & Drying unit for minimisation of heat loss and Condensate Recovery System (CRS) unit installation for condensate recovery and utilization of flash steam.
	Automation of furnace draft in Boiler area was achieved by Variable Frequency Drive (VFD) installation in FD & ID fan in Boiler area which has led to proper combustion and controlling steam requirement through automation in coal feeding.
	Automation of heat exchanger helped in auto control of temperature, heat loss reduction and ease in operation.
Steps taken by the company for utilizing alternate resources of energy	NA
Capital investment on energy conservation equipment	₹ 20.08 lakh (appx.)

B. Technology Absorption

Efforts made towards technology absorption	NA
Benefits derived like product improvement, Cost reduction, product development or import substitution	There is no new technology introduced. However, improvement in process technology practice is a continuous process which results in increase in productivity and enhancement of product quality.
In case of imported technology (imported during the last three years reckoned from beginning of the financial year)	NA
Details of technology imported	NA
Year of import	NA
Whether the technology has been fully absorbed	NA
If not fully absorbed, areas where absorption has not taken place, and the reasons thereof	NA
Expenditure incurred on Research and Development	NA

Expenditure incurred on Research and Development

a.	Capital	₹ 1,841.32 lakh
b.		₹ 124.04 lakh
C.	Total (a) + (b)	₹ 1,965.36 lakh
	Total R&D expenditure as a percentage of:	
	Gross Turnover	1.36%
	Net Turnover	1.60%

C. Foreign Exchange Earnings & Outgo during the year under review:

Foreign Exchange Earning	₹ 92.23 lakh
Foreign Exchange Outgo	₹ 87,842.51 lakh



ANNEXURE 8

BUSINESS RESPONSIBILITY REPORT

Pursuant to Regulation 34(2)(f) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

SECTION A: GENERAL INFORMATION ABOUT THE COMPANY

Dis	closures/Requirements	Information				
1.	Corporate Identification Number (CIN) of the Company	L27100MH1984PLC032637				
2.	Name of the Company	Bhansali Engineering Polyme	rs Limited			
3.	Address of the Registered/Head Office and contact details	401, 4 th Floor, Peninsula Heights, C.D. Barfiwala Road Andheri (West), Mumbai - 400058, Maharashtra. Tel: (+91-22) 2621 60 60-64 Fax: (+91-22) 2621 60 77				
4.	Website	www.bhansaliabs.com				
5.	E-mail id	investors@bhansaliabs.com				
6.	Financial Year reported	01/04/2018 to 31/03/2019				
7.	Sector(s) that the Company is engaged in (industrial activity code-wise)	Name & Description of Product/Services	NIC Code of the Product/ Service			
		Acrylonitrile Butadiene Styrene (ABS) Resins	390330			
		Styrene Acrylonitrile (SAN) Resins	390320			
8.	List three key products/services that the Company manufactures/provides (as in balance sheet)	The Company is a leading Petrochemical Company in India involved in the manufacturing of ABS, SAN and High Rubber Graft (HRG).				
9.	Total Number of locations where business activity is undertaken by the Company (a) Number of International Locations (b) Number of National Locations	The Company has presence across India. The Company reaches to its customers through regional offices situated at Bangalore, Haryana, Ahmedabad, Pune & Chennai and its head office at Mumbai. The manufacturing plants are located at Abu Road Rajasthan and Satnoor, Madhya Pradesh.				
10.	Markets served by the Company- Local/State/National/ International	State and National.				

SECTION B: FINANCIAL DETAILS OF THE COMPANY

Dis	sclosures/Requirements	Information
1.	Paid up Capital	₹ 16,59,05,640
2.	Total Turnover (Gross Sales)	₹ 1,44,391.19 Lakh
3.	Total profit after taxes	₹ 4,652.76 Lakh
4.	Total Spending on Corporate Social Responsibility (CSR) as a percentage of profit after tax	2.50 percent
5.	List of activities in which expenditure in above (4.) has been incurred	In line with the CSR Policy, the Company had spent the amount mentioned in (4) above on activities relating to Educational and Skill Development Programme, Promotion of Art, Culture and Heritage, Promotion of Sports and Animal Husbandry. The details of CSR activities are available in Annexure 2 of Board's Report which forms part of Annual Report 2018-19.

SECTION C: OTHER DETAILS

1.	Does the Company have any Subsidiary Company/ Companies	
2.	Do the Subsidiary Company/Companies participate in the Business Responsibility (BR) Initiatives of the Parent Company? If yes, then indicate the number of such subsidiary Company(s)	
3.	Do any other entity/entities (e.g. suppliers, distributors etc.) that the Company does business with; participate in the BR initiatives of the Company? If yes, then indicate the percentage of such entity/entities? [Less than 30%, 30-60%, More than 60%]	No.

SECTION D: BR INFORMATION

1. Details of Director(s) responsible for BR

(a)	(a) Details of Director responsible for implementation of BR policy:			(b) Details of BR Head:			
	1.	DIN:	00102930	1.	DIN:	N/A	
	2.	Name:	Mr. Babulal M. Bhansali	2.	Name:	Mr. Kiran Bhansali	
	3.	Designation:	Managing Director	3.	Designation:	President (Operations)	
				4.	Telephone No.:	08652444535	
				5.	E-mail id:	kiran@bhansaliabs.com	



2. Principle-wise (as per National Voluntary Guidelines) BR Policy/Policies

Principles to assess compliance with environmental, social and governance norms are provided as under:

Principle 1 (P1)	Businesses should conduct and govern themselves with Ethics, Transparency and Accountability.
Principle 2 (P2)	Businesses should provide goods and services that are safe and contribute to sustainability throughout their life cycle.
Principle 3 (P3)	Businesses should promote the well-being of all employees.
Principle 4 (P4)	Businesses should respect the interests of, and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalised.
Principle 5 (P5)	Businesses should respect and promote human rights.
Principle 6 (P6)	Businesses should respect, protect and make efforts to restore the environment.
Principle 7 (P7)	Businesses when engaged in influencing public and regulatory policy, should do so in a responsible manner.
Principle 8 (P8)	Businesses should support inclusive growth and equitable development.
Principle 9 (P9)	Businesses should engage with and provide value to their customers and consumers in a responsible manner.

(a) Details of compliance (Reply in Y/N)

Qu	estions	P1	P2	Р3	P4	P 5	P6	P 7	P8	P9
1.	Do you have a policy(s) for	Υ	Υ	Υ	Υ	Υ	Υ	Υ	Υ	Υ
2.	Has the policy been formulated in consultation with the relevant stakeholders? (Refer Note 1)	Υ	Υ	Υ	Υ	Y	Υ	Υ	Υ	Υ
3.	Does the policy conform to any national/international standards? If Yes, Specify? (Refer Note 2)	Y	Υ	Υ	Υ	Y	Υ	Y	Υ	Υ
4.	Has the policy being approved by the Board? If yes, has it been signed by MD/Owner/CEO/appropriate Board Director? (Refer Note 3)	Υ	Υ	Υ	Y	Υ	Υ	Υ	Υ	Υ
5.	Does the Company have a specified committee of the Board/Director/Official to oversee the implementation of the policy? (Refer Note 4)	Υ	Υ	Υ	Y	Y	Υ	Y	Υ	Υ
6.	Has the policy been formally communicated to all relevant internal and external stakeholders? (Refer Note 5)	Y	Υ	Υ	Y	Υ	Υ	Υ	Υ	Υ
7.	Does the Company have in-house structure to implement the policy/policies	Y	Υ	Y	Υ	Y	Y	Y	Y	Υ
8.	Does the Company have a grievance redressal mechanism to address stakeholder's grievance related to the policy (ies)?	Y	Υ	Υ	Y	Y	Υ	Y	Y	Y
9.	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency? (Refer Note 6)	Y	Υ	Υ	Y	Y	Υ	Y	Y	Y
10.	Indicate the link for the policy to be viewed online? (Refer Note 7)	Y	Υ	Υ	Y	Y	Υ	Y	Υ	Υ

Notes:

1. All the policies have been formulated in accordance with the legal stipulations governing them and/or in consultation with the Management of the Company.

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- 2. Policies are formulated ensuring adherence to the applicable laws of the Country.
- 3. The policy(ies) are approved by the Board of Directors. The said policy(ies) are signed by Mr. Babulal M. Bhansali, Managing Director of the Company and Mr. M. C. Gupta, Chairman of the Board of Directors.
- 4. Mr. Babulal M. Bhansali, Managing Director has been appointed by the Board as the Director responsible for Business Responsibility Report (BRR). Further, Mr. Kiran Bhansali, President (Operations) of the Company has been appointed as the BR head.
- 5. Your Company engages in an effective and transparent manner with all the stakeholders to create sustainable, long-term value for all stakeholders. For ensuring effective communication, the policies have been uploaded on the website of the Company.
- 6. The evaluation of the working of other policies is generally done through internal mechanism. In future, BEPL may intend to carry out independent audit/evaluation of the working of those other policies also by an external agency.
- 7. The Company has placed all the applicable mandatory policies on its website. The Business Responsibility Policy of the Company gives reference of the policies covering the above 9 principles. The hyperlink for the respective policies have been provided under Section E of this Report.

Governance related to BR

(a) Frequency with which the Board of Directors, Committee of the Board or CEO assess the BR performance of the Company.	
Report? What is the hyperlink for viewing this	Yes, the Company publishes its BRR Annually. The BRR for FY 2018-19 is available on http://bhansaliabs.com/investor/quarterly-final-result/

SECTION E: PRINCIPLE-WISE PERFORMANCE

PRINCIPLE 1: BUSINESS SHOULD CONDUCT AND GOVERN THEMSELVES WITH ETHICS, TRANSPARENCY AND **ACCOUNTABILITY**

Policy governing Principle 1: Ethics, Transparency and Accountability Policy

The above policy has been hosted on Company's website under the hyperlink http://bhansaliabs.com/download/Ethics-Transparency-and-Accountability-Policy.pdf

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/No. Does it extend to the **Group/Joint Ventures/Suppliers/Contractors/NGOs/others?**

The Company is committed towards professionalism, fairness and integrity in all its dealings. The Company has adopted the Code of Conduct as laid under the Ethics, Transparency and Accountability Policy and strives to promote practices and structures that ensure transparent communication with all its stakeholders and ethical conduct of business at all levels. The Code of Conduct is prescribed for all employees, including directors of the Company.

It has also laid down Vigil Mechanism/Whistle Blower Policy, which sets forth the obligations of every employee for prevention, detection and reporting of any improper and unethical act(s) or practice(s) being conducted in the Company.

2. How many stakeholders' complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 words or so.:

There was no complaint relating to Ethics, Transparency and Accountability lodged by the stakeholders against the Company during FY 2018-19.



PRINCIPLE 2: BUSINESS SHOULD PROVIDE GOODS AND SERVICES THAT ARE SAFE AND CONTRIBUTE TO SUSTAINABILITY THROUGHOUT THEIR LIFE CYCLE

Policy governing Principle 2: Product Lifecycle Sustainability Policy

The above policy has been hosted on Company's website under the hyperlink http://bhansaliabs.com/download/Product-Lifecycle-Sustainability-Policy.pdf

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns, risks and/ or opportunities.

The Company is involved in manufacturing of HRG powder through Emulsion Polymerization. Besides, Effluent Treatment Plant has been set up for treatment of waste effluent generated from plant.

For each such product, provide the following details in respect of resources use (energy, water, raw material, etc.) per unit of product (optional)

High Rubber Graft – Below mentioned resources are being used:

Various raw materials, inter-alia, Butadiene, Styrene, Acrylonitrile, Tertiary Dodecyl Mercaptain, Potassium per Sulphate, Diprosin, MgSO4 etc. are used. As far as utility is concerned Water, Coal (Fuel), Steam and Nitrogen are also used.

2. Does the Company have procedures in place for sustainable sourcing (including transportation)?

Yes, the Company has the requisite procedures in place for ensuring sustainable sourcing. As the Company is in the business of manufacturing of ABS & SAN resins which requires utilization of multiple resources for various processes, the Company follows sustainable approach for ensuring optimum utilization of its resources. The Company also ensures that the vendors who supply raw materials to the Company fulfills the necessary requirements of sustainable sourcing as are mandated by various statutory authorities.

3. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work?

BEPL procures certain goods like Coal, NaOH, stationary etc. from local suppliers. The semi-skilled/unskilled men power, as and when required, is sourced from nearby villages.

4. Does the Company have a mechanism to recycle products and waste? If yes, what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

'Effluent Treatment Plant' (ETP) has been designed for Zero Discharge outside the plant, to treat the effluent generated from the manufacturing plant. Designed outfall of ETP unit is 550 KLPD as per CTO norms and is being reused for green belt development, spread across 20 hectare and about 90% of the waste effluents are used in the green belt development process after getting treated at ETP unit.

PRINCIPLE 3: BUSINESS SHOULD PROMOTE THE WELL-BEING OF ALL EMPLOYEES

Policy governing Principle 3: Employee Well-Being Policy

The above policy has been hosted on Company's website under the hyperlink http://bhansaliabs.com/download/Employee-Well-Being-Policy.pdf

1. Please indicate the total number of employees:

As on March 31, 2019 - 504

2. Please indicate the total number of employees hired on temporary/contractual/casual basis:

The contractual/casual employees are hired as per operational requirement of the manufacturing units.

3. Please indicate the number of permanent women employees:

As on March 31, 2019 - 9

4. Please indicate the number of permanent employees with disabilities:

As on March 31, 2019 - None

- 5. Do you have an employee association that is recognized by management?
 - Bhartiya Polymers and Chemical Mazdoor Sangha, Satnoor, Madhya Pradesh.
 - Bhansali Engineering Polymers Mazdoor Sangha, Abu Road, Rajasthan.
- 6. What percentage of your permanent employees are members of this recognized employees association?

As on 31st March, 2019, around 53% of the employees at Satnoor Plant, Madhya Pradesh and 18% of the employees at Abu Road Plant, Rajasthan, are members of the above mentioned associations, respectively.

7. Please indicate the number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year.

Sr No.	Category	No. of complaints filed during the financial year	No. of complaints pending as on the end of the financial year
1.	Child labour/forced labour/involuntary labour	0	0
2.	Sexual harassment	0	0
3.	Discriminatory Employment	0	0

8. What percentage of your under mentioned employees were given safety and skill up-gradation training in the last year?

Permanent Employees	100% (Safety Training)
Casual/Temporary/Contractual Employees	100% (Safety Training)

The Company provides safety training to all its employees and workers employed at the plants situated at Satnoor, Madhya Pradesh and Abu Road, Rajasthan. Besides the above, skill up-gradation programs are conducted from time to time, for all employees.

PRINCIPLE 4: BUSINESS SHOULD RESPECT THE INTERESTS OF, AND BE RESPONSIVE TOWARDS ALL STAKEHOLDERS, ESPECIALLY THOSE WHO ARE DISADVANTAGED, VULNERABLE AND MARGINALIZED.

Policy governing Principle 4: Stakeholder Engagement Policy

The above policy has been hosted on Company's website under the hyperlink http://bhansaliabs.com/download/Stakeholder-Engagement-Policy.pdf

- Has the Company mapped its internal and external stakeholders?
 - Your Company engages with myriad stakeholders and has mapped its key stakeholder's viz. Employees, Shareholders and Investors, Regulatory authorities, suppliers/vendors etc.
- 2. Out of the above, has the Company identified the disadvantaged, vulnerable and marginalized stakeholders? Yes, your Company has identified the disadvantaged, vulnerable and marginalized stakeholders.
- 3. Are there any special initiatives taken by the company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

Your Company believes in the principle that the interest of all stakeholders must be protected and the Company must be responsive towards them, especially those who are disadvantaged, vulnerable and marginalized.

Further to this, the Corporate Social Responsibility (CSR) initiatives undertaken by your Company are driven towards the benefit of the disadvantaged, vulnerable and marginalized stakeholders in a structured manner for the benefit of the society and to strengthen it.



PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS.

Policy governing Principle 5: Human Rights Policy

The above policy has been hosted on Company's website under the hyperlink http://bhansaliabs.com/download/Human-Rights-Policy.pdf

1. Does the policy of the company on human rights cover only the company or extend to the Group/Joint Ventures/ Suppliers/Contractors/NGOs/Others?

The Policy relating to Human Rights is applicable to all the business divisions of the Company. Further, the Company recognizes and respects the human rights of all relevant stakeholders within and beyond the workplace, including that of communities, consumers and vulnerable and marginalized groups. The Company promotes the awareness and realization of human rights across their value chain.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

During the FY, 2018-19, no stakeholder complaints pertaining to Human Rights were received by your Company.

PRINCIPLE 6: BUSINESS SHOULD RESPECT, PROTECT, AND MAKE EFFORTS TO RESTORE THE ENVIRONMENT.

Policy governing Principle 6: Preservation Of Environment Policy

The above policy has been hosted on Company's website under the hyperlink http://bhansaliabs.com/download/Preservationof-Environment-Policy.pdf

1. Does the policy related to Principle 6 cover only the company or extends to the Group/Joint Ventures/Suppliers/ Contractors/NGOs/others.

Your Company has established Preservation of Environment Policy which is applicable to all the business divisions of the Company. Your Company places highest corporate priority in ensuring and adhering to best practices relating to environment protection. The Company sets high standards in the area of environmental responsibility - striving for performance that does not merely comply with regulations but reduces environmental impacts

Does the company have strategies/initiatives to address global environmental issues such as climate change, global warming, etc? Y/N. If yes, please give hyperlink for webpage, etc.

With a view to positively contribute to the environment, the Company supports the 'Go Green initiative' taken by Ministry of Corporate Affairs (MCA),. The Company has taken necessary steps to send documents viz. notice of the AGM, Annual Report, etc., at the registered email addresses of the share holders. The Company also maintains most of the records in digital mode/electronic mode with the intention of saving paper.

Besides, the Company from time to time works on various objectives and goals targeted towards compliances regarding environment and statutory aspects, besides it also evaluates the International Organization for Standardization (ISO) policy, standards and reviews plant performance on the management front. Various actions and implementation are laid under continual improvement programs for improvement of Environmental Management System, which inter-alia includes:

- a) Smokeless Gas Flare system for smokeless incineration for flare stack.
- b) Pneumatic ash handling system for effective handling of ash generated at boiler section.
- Bag filter installed in Boiler for controlling Suspended Particulate Matter (SPM) within norms.
- d) Installation of Multi Grade Filter (MGF) & Activated Carbon Filter (ACF) tanks for tertiary treatment process for further treatment of the treated water.
- 100% reuse of treated water and 1.5 km length of distributed piping network for effective distribution of treated water.
- Zero Liquid discharge under development stage for ETP unit for ensuring reusing of water in process and zero f) dependency on natural water resource.
- 100% Secured disposal of Hazardous Waste Generated from Process.

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3. Does the company identify and assess potential environmental risks? Y/N

Yes, The Company identifies and assesses potential environmental risks and based on the same, the Company takes necessary steps to reduce the impact of the Company's activities on the environment.

4. Does the company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if yes, whether any environmental compliance report is filed?

BEPL, at present, does not have any project related to Clean Development Mechanism. The Company complies with rules laid under Environment Protection Act 1986, Air Act 1981 and Water Act 1974 and guidelines issued by State regulatory authorities and other conditions laid down in consent license, where the manufacturing plants are set up.

5. Has the company undertaken any other initiatives on - clean technology, energy efficiency, renewable energy, etc, Y/N.? If yes, please give hyperlink for web page etc.

During FY 2018-19 following initiatives have been undertaken by the Company with regards to clean technology, energy efficiency, renewable energy etc.

- a) Boiler and Steam Systems Audit was conducted.
- b) In order to save radiation losses, repairs and replacement of operating parts were done for steam and chilled water line, respectively, after its condition assessment,.
- c) Installation of Induced draft cooling tower.
- d) Installation of New ID fan at Fluidized Bed Combustion (FBC) boiler.
- e) High wattage lights were replaced with low wattage LED lights for optimum utilization of resources and ensuring energy efficiency
- 6. Are the Emissions/Waste generated by the company within the permissible limits given by CPCB/SPCB for the financial year being reported?

Yes, the emissions/waste generated by the Company during FY 2018-19 were within the permissible limits prescribed by Central Pollution Control Board (CPCB)/State Pollution Control Boards (SPCB).

7. Number of show cause/legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

During FY 2018-19, no show cause or legal notice has been received from the CPCB and SPCB at Satnoor, Madhya Pradesh and Abu Road, Rajasthan.

PRINCIPLE 7: BUSINESSES, WHEN ENGAGED IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A RESPONSIBLE MANNER.

Policy governing Principle 7: Responsible Advocacy Policy

The above policy has been hosted on Company's website under the hyperlink http://bhansaliabs.com/download/Responsible-Advocacy-Policy.pdf

1. Is your company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

The Company is a member of Confederation of Indian Industry (CII).

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

The Company understands the improvements and advancements of the industry which is in the interest of public good. The Company makes all efforts to co-operate with all the government bodies and policy makers in this regard.

PRINCIPLE 8: BUSINESSES SHOULD SUPPORT INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

Policy governing Principle 8: Corporate Social Responsibility (CSR) Policy & Inclusive Growth And Equitable Development Policy The CSR Policy has been hosted on the Company's website under the hyperlink http://bhansaliabs.com/investor/corporatesocial-responsibility-csr-policy/.



The Policy on Inclusive Growth and Equitable Development can be viewed under the hyperlink http://bhansaliabs.com/download/ Inclusive-Growth-and-Equitable-Development-Policy.pdf

Does the company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

The CSR Policy adopted by the Company includes various activities as enumerated in Schedule VII to the Companies Act 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 which includes the following:

- Happy Childhood;
- Health:
- Education;
- Employment:
- Hunger Eradication;
- Environmental Sustainability:
- Promoting Gender Equality, Sports, Art and Culture etc. and
- Social Welfare activities for general public and up-liftment of deserving and deprived section of the society.

The Company during FY 2018-19 had undertaken CSR activities in the field of Educational/skill development programme, Promotion of Art & Culture and Heritage, Animal Husbandry and Promotion of sports. The Company, as and when required, sources labourers from the vicinity of the manufacturing plants, which in turn, generates employment for the people, especially the weaker sections of the society.

The detailed information pertaining to the CSR initiatives undertaken by the Company and amount spent thereon is provided in Annexure 2 to the Board's Report forming part of this Annual Report.

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/ any other organization?

The CSR programmes/projects are undertaken directly by the Company and also through implementing agencies.

3. Have you done any impact assessment of your initiative?

Impact assessment of Company's CSR initiatives is done by the In-house team of the Company on a regular basis.

4. What is your company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken?

The Company has spent ₹ 116.43 lakh on CSR activities.

Apart from promoting Art & Culture and Heritage, Animal Husbandry and sports, the Company also extended its support towards the Educational needs of the students in schools.

The CSR initiatives taken by the Company focused on providing support to the weaker sections of the society.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

The Company ensures that the community development initiatives implemented by it is successfully adopted and benefits the society at large.

PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CUSTOMERS AND CONSUMERS IN A RESPONSIBLE MANNER.

Policy governing Principle 9: Customer Value Policy

The above policy has been hosted on Company's website under the hyperlink http://bhansaliabs.com/download/Customer- Value-Policy.pdf

1. What percentage of customer complaints/consumer cases are pending as on the end of financial year.

As on 31st March, 2019, there were no customer complaints/consumer cases, which were pending.

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2. Does the company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A./Remarks (additional information)

All product information, which is required under the applicable laws are displayed on the product label.

Further, information on specification/properties of Company's Products are also available on the website of the Company under the link http://bhansaliabs.com/product/

3. Is there any case filed by any stakeholder against the company regarding unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.

As of 31st March, 2019 there were no pending cases, filed by any stakeholder, against the Company, pertaining to unfair trade practices, irresponsible advertising and/or anti-competitive behaviour during the last five years.

4. Did your company carry out any consumer survey/consumer satisfaction trends?

The Company believes that stakeholder engagement is an integral part of the business and constantly strives to reach out and seek feedback at every stage in a structured manner from its key stakeholders including distributors, vendors, employees, investors, industry associations etc.



INDEPENDENT AUDITOR'S REPORT

To.

The Members of

Bhansali Engineering Polymers Limited

Report on the Audit of Standalone Financial Statements

We have audited the accompanying standalone financial statements of Bhansali Engineering Polymers Limited ("the Company") which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement, the Statement of Changes in Equity for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

Opinion

2. In our opinion and to the best of our information and according to the explanations given to us, the accompanying standalone financial statements give the information required by the Companies Act, 2013 ("the Act"), in the manner so required and give a true and fair view in conformity with Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current year. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response					
1.	Evaluation of tax assumptions	Principal Audit Procedures					
		Obtained details of completed tax assessments as on March 31, 2019 from management. We involved experts to evaluate the management's underlying assumptions in estimating the tax provision. The experts also considered legal precedence and other rulings in evaluating management's position on these tax positions.					

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Information other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

7. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.



- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal & Regulatory Requirements

- As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure I" a statement on the matters specified in paragraphs 3 and 4 of the Order.
- As required by Section 143(3) of the Act, we report that:
 - a) We have sought and 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 it appears from our examination of those books;
 - The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow statement and the Statement of Changes in Equity dealt with by this report are in agreement with the books of account;

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- d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- On the basis of written representations received from the Directors as on 31st March, 2019, taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2019 from being appointed as a Director in terms of Section 164(2) of the Act.
- With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operative effectiveness of such controls, refer to our separate report in "Annexure II".
- With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - The Company has disclosed the impact of pending litigations, if any, on its financial position in its Standalone financial statements.
 - The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For and on behalf of Azad Jain & Co

Chartered Accountants F. R. No.: 006251C

Rishabh Verdia

Partner M. No.: 400600

Place: Mumbai **Date**: 28th April, 2019



Annexure - I to the Independent Auditor's Report

(Referred to in paragraph 8 under the heading of "Report on Other Legal and Regulatory Requirements" section of our report of even date)

- 1. a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed
 - b) As explained to us, a major portion of the fixed assets has been physically verified by the management during the year in a phased periodical manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As informed to us, no material discrepancies were noticed on such verification.
 - c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of Immovable properties are held in the name of the Company.
- The Inventories were physically verified by the management during the year except goods in transit and those lying with third parties. In respect of inventory lying with third parties, these have substantially been confirmed by them.
 - b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of the above stocks followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
 - c) As explained to us, the discrepancies between the physical stocks and the book stocks were not material and have been properly dealt with in the books of account.
- As informed to us, the Company has not granted any loans secured or unsecured to Companies, Firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Hence paragraph (a), (b) & (c) of Clause 3 (iii) of the Order are not applicable.
- In our opinion and according to the information and explanations given to us, the Company has not granted any loans or provided any guarantees or security in respect of any loan(s) to any party covered under Section 185 of the Act. In respect of Investments made in Body Corporate by the Company, the provisions of Section 186 of the Act, has been complied with.
- In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of Section 73, 74, 75 and 76 of the Act and the Rules framed thereunder to the extent notified.
- We have broadly reviewed the books of account maintained by the Company in respect of products, pursuant to the Companies (Cost Records and Audit) Rules, 2014 as amended and prescribed by the Central Government under sub section (1) of Section 148 of the Act. We are of the opinion that, prima facie, the cost records and accounts have been maintained by the Company. However, we are not required to carry out and have not carried out any detailed examination of such accounts and records.
- a) In our opinion and according to the information and explanations given to us and the records of the Company examined by us, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Custom Duty, GST, Excise Duty, Cess, Service Tax and any other statutory dues have been generally regularly deposited in time with the appropriate authorities and there are no undisputed statutory dues payable at the year-end for a period of more than six months from the date they became payable.
 - b) In our opinion and according to the information and explanations given to us and the records of the Company examined by us, there are no dues outstanding in respect of Income Tax, Sales Tax, Custom Duty, Excise Duty, GST, Service Tax, Cess and any other statutory dues on account of any dispute.
- The Company has not taken any loans or borrowings from financial institutions, banks and government or has not issued any debentures. Hence reporting under clause 3 (viii) of the Order is not applicable to the Company.
- The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) and has not availed any term loans during the year under audit. Hence, the provisions of clause 3 (ix) of the Order is not applicable to the Company.

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- 10. During the course of our examination of the books and records of the Company, carried out in accordance with the Generally Accepted Auditing Practices in India, and according to information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit.
- 11. In our opinion and according to information and explanations given to us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.
- 12. In our opinion and according to information and explanations given to us, the Company is not a Nidhi Company, hence the provisions of Clause 3 (xii) of the Order is not applicable to the Company.
- 13. In our opinion and according to information and explanations given to us, transactions with related parties are in compliance with Section 177 and 188 of the Act, wherever applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, Clause 3 (xiv) of the Order is not applicable to the Company.
- 15. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with them. Hence, the provisions of Clause 3 (xv) of the Order is not applicable to the Company.
- 16. According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, Clause 3 (xvi) of the Order is not applicable to the Company.

For and on behalf of Azad Jain & Co

Chartered Accountants F. R. No.: 006251C

Partner

M. No.: 400600

Rishabh Verdia

Place: Mumbai

Date: 28th April, 2019



Annexure – II to the Independent Auditor's Report

(Referred to in paragraph 9(f) under the heading of "Report on Other Legal and Regulatory Requirements" section of our report of even date)

Report on the Internal Financial Controls under clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013

We have audited the internal financial controls over financial reporting of Bhansali Engineering Polymers Limited as of March 31, 2019 in conjunction with our audit of the Ind AS standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the Institute of Chartered Accountants of India and deemed to be prescribed u/s 143 (10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls system over financial reporting included obtaining an understanding of internal financial controls system over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depends upon the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transaction and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

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Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

> For and on behalf of Azad Jain & Co

Chartered Accountants F. R. No.: 006251C

Rishabh Verdia

Partner M. No.: 400600

Place: Mumbai

Date: 28th April, 2019



Standalone Balance Sheet as at 31st March, 2019

(₹ in lakhs)

Particul	ars	Note No.	As at 31 st March, 2019	As at 31st March, 2018
. Ass	ets			· · · · · · · · · · · · · · · · · · ·
(1)	Non-current assets	•		
()	(a) Property, Plant and Equipment	4	14,343.99	10,723.96
	(b) Capital Work in Progress	•	_	607.46
	(c) Intangible Assets	4A	5.92	17.44
	(d) Financial Assets	•		
	(i) Non-current Investments	5	150.00	150.00
	(ii) Loans	6(i)	_	
	(iii) Other Financial Assets	7(i)	228.83	197.66
	(e) Deferred Tax Assets	17	201.33	236.24
	(f) Other Non-Current Assets	8(i)	_	
	Total Non-Current Assets (A)	-(1)	14,930.07	11,932.76
(2)	Current assets	•		
(-)	(a) Inventories	9	10,012.57	8,002.02
	(b) Financial Assets			
	(i) Trade Receivables	10	22,379.96	18,541.75
	(ii) Cash and Cash Equivalents	11	2,053.11	2,883.82
	(iii) Bank Balances Other than (ii) above	12	345.19	357.08
	(iv) Loans	6(ii)	2,146.04	3.12
	(v) Other Financial Assets	7(ii)	704.00	220.19
	(c) Other Current Assets	8(ii)	503.30	684.59
	Total Current Assets (B)	J(II)	38,144.17	30,692.57
	Total Assets (A)+(B)		53,074.24	42,625.33
. Equ	uity & Liabilities			
(1)	Equity			
` ,	(a) Equity Share Capital	13	1,659.06	1,659.06
	(b) Other Equity	14	28,231.20	24,154.09
	Total Equity (A)		29,890.26	25,813.15
(2)	Liabilities			
` '	Non-Current Liabilities			
	(a) Financial Liabilities			
	(i) Other Non-Current Financial Liability	15(i)	0.30	0.30
	(b) Long Term Provisions	16(i)	417.89	449.43
	(c) Deferred Tax Liabilities	17	2,292.42	1,297.75
	Total Non-Current Liabilities (B)		2.710.61	1.747.48
	Current Liabilities	•		
	(a) Financial Liabilities	•		
	(i) Trade Payables	18		
	Total outstanding dues of Micro, Small and Medium Enterprises			
	Total outstanding dues of other than Micro, Small and Medium Enterprises	-	19,445.95	12,574.73
	(ii) Other Current Financial Liabilities	15(ii)	308.11	295.21
	(ii) Other Current Liabilities	19	632.91	793.04
	(c) Short Term Provisions	16(ii)	86.40	40.07
	(d) Current Tax Liabilities (Net)	10(11)	00.40	1,361.65
	Total Current Liabilities (C)		20,473.37	15,064.70
	Total Equity and Liabilities (A)+ (B) +(C)		53,074.24	42,625.33
	iotal Equity and Elabinites (A) + (D) +(C)		55,074.24	42,020.33

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For and on behalf of

Azad Jain & Co

Chartered Accountants F.R.No: 006251C

Rishabh Verdia

Partner

M. No. 400600 Place : Mumbai

Dated: 28th April, 2019

For and on behalf of the Board of Directors

M. C. Gupta

Chairman

Jayesh B. Bhansali

Executive Director cum CFO

Place : Mumbai Dated: 28th April, 2019 B. M. Bhansali Managing Director

Ashwin Patel Company Secretary

Standalone Statement of Profit and Loss for the year ended 31st March, 2019

(₹ in lakhs)

				(CITTIAKTIS)
Parti	culars	Note No.	Year ended 31 st March, 2019	Year ended 31st March, 2018
CONT	INUING OPERATIONS			
I.	Income:			
	Gross Revenue including GST & Excise	20	144,391.19	120,455.38
	Less: GST		21,913.20	14,572.25
	Revenue from Operations (Net of GST, Including Excise)		122,477.99	105,883.13
	Other Income	21	689.80	1,369.58
	Total Income		123,167.79	107,252.71
II.	Expenses:			
	Cost of Materials Consumed	22	69,881.96	58,988.94
	Purchase of Traded Goods		32,609.92	10,218.46
	Changes in Inventories of Finished Goods and Stock in Trade	23	(903.18)	5,198.09
	Employee Benefits Expense	24	3,243.94	3,742.70
	Excise Duty		-	2,713.99
	Finance Costs	25	121.30	773.89
	Depreciation and Amortization Expense	4 & 4A	734.00	607.03
	Other Expenses	26	9,743.06	9,578.13
	Total Expenses		115,431.00	91,821.23
III.	Profit before Tax (I-II)		7,736.79	15,431.48
IV.	Tax Expense:			
	Current Tax		2,067.53	4,793.82
	Deferred Tax		1,016.50	673.73
	Total Tax Expenses		3,084.03	5,467.55
V.	Profit from continuing Operations (III-IV)		4,652.76	9,963.93
VI.	Other Comprehensive Income			
	Items that will not be reclassified to Profit or Loss			
	Re-measurement Gain/(losses) of defined benefit plans	27	37.47	(34.25)
	Income Tax on above		(13.09)	11.85
	Other Comprehensive Income/(Loss), Net of Tax		24.38	(22.40)
VII.	Total Comprehensive Income for the year (V-VI)		4,677.14	9,941.53
	Earnings per Equity Share of ₹ 1 each (from continuing Operation):			
	Basic (₹)		2.80	6.01
	Diluted (₹)		2.80	6.01

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For and on behalf of Azad Jain & Co Chartered Accountants F.R.No: 006251C

Rishabh Verdia Partner M. No. 400600

Place: Mumbai Dated: 28th April, 2019 For and on behalf of the Board of Directors

M. C. Gupta Chairman

Jayesh B. Bhansali Executive Director cum CFO B. M. Bhansali Managing Director

Ashwin Patel Company Secretary

Place : Mumbai Dated: 28th April, 2019



Statement of Changes in Equity for the year ended 31st March, 2019

(A) Equity Share Capital

(₹ in lakhs)

Particulars	Number of Shares	Amount
At April 1, 2017	165,905,640	1,659.06
Changes in Equity Share Capital during the year	_	_
At March 31, 2018	165,905,640	1,659.06
Changes in Equity Share Capital during the year	_	_
At March 31, 2019	165,905,640	1,659.06

(B) Other Equity

(₹ in lakhs)

	Reserv	ves and Surplu	s	
Particulars	Retained Earnings (Note 14)	General reserve (Note 14)	Securities premium (Note 14)	Total
Balance as at April 1, 2017	11,409.93	225.00	2,977.00	14,611.93
Profit for the year	9,963.93	_	_	9,963.93
Other Comprehensive Income/(Loss) for the year	(22.40)	_	_	(22.40)
Total Comprehensive Income	9,941.53	_	_	9,941.53
Final Dividends Paid	(331.81)	_	_	(331.81)
Dividend Distribution Tax	(67.55)	_	_	(67.55)
Balance as at 31st March, 2018	20,952.10	225.00	2,977.00	24,154.10
Profit for the year	4,652.76	_	_	4,652.76
Other Comprehensive Income/(Loss) for the year	24.38	_	_	24.38
Total Comprehensive Income	4,677.14	_	_	4,677.14
Final Dividends Paid	(497.72)	_	_	(497.72)
Dividend Distribution Tax	(102.31)	_	_	(102.31)
Balance as at 31st March 2019	25,029.20	225.00	2,977.00	28,231.20

As per our report of even date attached

For and on behalf of Azad Jain & Co Chartered Accountants F.R.No: 006251C

Rishabh Verdia

Partner M. No. 400600 Place: Mumbai Dated: 28th April, 2019 For and on behalf of the Board of Directors

M. C. Gupta Chairman

Jayesh B. Bhansali Executive Director cum CFO B. M. Bhansali Managing Director

Ashwin Patel Company Secretary

Place : Mumbai Dated: 28th April, 2019

Standalone Statement of Cash Flow for the year ended 31st March, 2019

Particulars	Year ended 31 st March, 2019	Year ended 31st March, 2018
Cash Flows from Operating Activities		
Profit before tax as per statement of Profit and Loss	7,736.79	15,431.48
Adjustments to reconcile Profit before Tax to Net Cash Flows		
Depreciation of Property, Plant and Equipment	719.45	574.58
Amortisation of Intangible Assets	14.55	32.45
Profit on Disposal/Write Off of Fixed Assets (Net)	(9.34)	(1.41)
Net (Gain)/Loss on Sale of Investments	(21.88)	(0.35)
Interest Income	(301.11)	(1,202.33)
Finance Costs	121.30	773.89
Unrealised Exchange (Gain)/Losses	(419.15)	2.56
Operating profit before working capital changes	7,840.61	15,610.87
Movement in Working Capital:		
Decrease/(Increase) in Inventories	(2,010.55)	5,923.08
Decrease/(Increase) in Trade and Other receivables	(3,838.21)	(4,870.74)
Decrease/(Increase) in bank balance other than Cash and Cash Equivalents	11.89	1,181.37
Decrease/(Increase) in other Non-current Finacial Assets	(31.17)	(67.04)
Decrease/(Increase) in other current Finacial Assets	(658.49)	815.17
Decrease/(Increase) in Other Current Assets	91.55	1,639.88
Increase/(Decrease) in Trade Payable	7,290.37	2,699.54
Increase/(Decrease) in Provision	52.26	15.73
Increase/(Decrease) in Other Current Financial Liabilities	12.90	(158.23)
Increase/(Decrease) in Other Current Liabilities	(160.13)	631.85
Cash generated from/(used in) Operations	8,601.02	23,421.48
Direct taxes paid, net of refunds	(3,254.49)	
Net Cash Flow from/(used in) Operating Activities (A)	5,346.53	19,197.98
Cash Flows from Investing Activities		
Purchase of Property, Plant and Equipment including CWIP	(3,655.22)	(2,831.55)
Proceeds from sale of Property, Plant and Equipment	19.24	22.38
Proceeds from Sale of Investments (net)	21.88	0.35
Interest Income	301.11	1,202.33
Net Cash from/(used in) Investing Activities (B)	(3,312.99)	(1,606.49)



Standalone Statement of Cash Flow for the year ended 31st March, 2019 (Contd.)

(₹ in lakhs)

		(/
Particulars	Year ended 31 st March, 2019	Year ended 31st March, 2018
Cash Flows from Financing Activities		
Finance Costs	(121.30)	(773.89)
Proceeds/(Advances) of Loans	(2,142.92)	(1.33)
Proceeds/(Repayment) of Current Borrowings	_	(13,710.19)
Dividend on Equity Shares (including Dividend Distribution Tax)	(600.02)	(399.36)
Net Cash from/(used in) Financing Activities (C)	(2,864.24)	(14,884.79)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(830.70)	2,706.70
Cash and Cash Equivalents at the beginning of period	2,883.81	177.11
Cash and Cash Equivalents at the end of the year	2,053.11	2,883.81

Notes:

- 1. The above Cash Flow Statement has been prepared under the 'Indirect method' as set out in the Ind AS-7 on Statement of Cash Flow as notified under Companies (Accounts) Rules, 2015.
- 2. Cash flow from operating activities includes ₹ 116.43 lakh (31st March, 2018 ₹ 58.64 lakh) being the expenditure towards Corporate Social Responsibility.
- 3. Previous year's figures have been regrouped and rearranged wherever necessary.

As per our report of even date attached

For and on behalf of **Azad Jain & Co**Chartered Accountants
F.R.No: 006251C

Rishabh Verdia

Partner
M. No. 400600

Place: Mumbai

Dated: 28th April, 2019

For and on behalf of the Board of Directors

M. C. Gupta Chairman

Jayesh B. Bhansali Executive Director cum CFO B. M. Bhansali Managing Director

Ashwin Patel Company Secretary

Place: Mumbai Dated: 28th April, 2019

Notes to the Standalone Financial Statement for the year ended 31st March, 2019

1. **Corporate Information**

Bhansali Engineering Polymers Limited is a Public Listed Company registered in India, incorporated under the provisions of the Companies Act, 1956 and its shares are listed with NSE and BSE. The Company is engaged in manufacturing of ABS and SAN resins which is classified under the category of Highly Specialized Engineering Thermoplastics. The manufacturing facilities of the Company is located at Abu Road, Rajasthan and Satnoor, Madhya Pradesh.

1.1. Statement of Compliance

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, and amendments made thereafter and the relevant provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

2. **Summary of Significant Accounting Policies**

(a) Basis of preparation and Measurement

The Financial statements have been prepared on an accrual basis and under the historical cost convention, except for certain assets and liabilities that are required to be measured at fair value as per Ind AS.

The Financial statements are presented in Indian Rupees ("INR") and all values are rounded to the nearest lakhs, except otherwise stated as per the requirement of Schedule III.

All the Assets & Liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in AS 1 and Schedule III to the said Act.

(b) Classification of Current and Non-Current

An asset is treated as current when it is:

- (i) Expected to be realized or intended to be sold or consumed in normal operating cycle,
- (ii) Held primarily for the purpose of trading,
- (iii) Expected to be realized within twelve months after the reporting period, or
- (iv) Cash or Cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- (i) It is expected to be settled in normal operating cycle,
- (ii) It is held primarily for the purpose of trading,
- (iii) It is due to be settled within twelve months after the reporting period, or
- (iv) There is no unconditional right to determine the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

(c) Property, Plant and Equipment

Property, plant and equipment are stated at cost of acquisition or construction less accumulated depreciation/ amortization and impairment losses, if any. The cost comprises of the purchase price (net of GST credit wherever applicable) and any attributable cost of bringing the property, plant and equipment to its working condition for its intended use.



Subsequent expenditure related to an item of property, plant and equipment are added to its gross book value only if it increases the future benefits from the existing asset beyond its previously assessed standard of performance.

The Company identifies and determines separate useful life for each major component of property, plant and equipment, if they have useful life that is materially different from that of the remaining asset.

Items such as Machinery spares is recognized in accordance with Ind AS 16 "Property, Plant and Equipment" when they meet the definition of property, plant and equipment. Otherwise, such items are classified as inventories.

Property, plant and equipment not ready for the intended use on the date of Balance Sheet are disclosed as "Capital work-in-progress". Advances given towards acquisition of property, plant and equipment's outstanding at each Balance Sheet date are disclosed as Capital Advances under "Other Current Assets".

Losses arising from the retirement of, and gains and losses arising from disposal of property, plant and equipment are measured as the difference between the net disposal proceeds and the carrying amount of the property, plant and equipment and are recognized in the statement of profit and loss when the property, plant and equipment is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(d) Depreciation on Property, Plant and Equipment

Depreciation on property, plant and equipment is provided pro-rata for the period of use, using the Straight Line Method based on the respective estimate of useful life given below.

Class of Asset	Useful life (In Years)
Buildings	30 - 60 Years
Plant & Machinery	25 Years
Furniture & Fixtures	10 Years
Office Equipment's and Computers	3 - 6 Years
Vehicles	8 - 10 Years
Stores & Spares	5 Years

Lease hold land is not depreciated over the useful life of the lease.

(e) Intangible Assets and Amortization

Intangible assets are valued at cost less amortization and comprise mainly of computer software licenses. Amortization takes place on a straight line basis over the assets anticipated useful life. The useful life is determined based on the period over which the asset is expected to be used and generally does not exceed 5 years. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at the end of each reporting period.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized.

(f) Investment in Joint Venture

Investments in joint venture is recognized at cost as per Ind AS 27.

(g) Inventories

Inventories are stated at cost or net realizable value whichever is lower. Cost include purchase price, non-refundable taxes and delivery and handling cost and all costs incurred in bringing the inventory to its present location and condition. Cost of raw materials, process chemicals, stores and spares, packing material, and other inventory is determined on weighted average basis.

An ISO 9001:2015 Company

Work-in-progress and finished goods stock is valued at cost or net realizable value whichever is lower. Cost of work-in progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.

(h) Cash and Cash Equivalents

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash on hand, short-term deposits with an original maturity of three months or less, other short term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(i) Retirement and other Employee Benefits

Company's contributions paid/payable during the year to Provident Fund, ESIC, Labour Welfare Fund and Superannuation Fund are recognised in the Statement of Profit & Loss. Remeasurements, comprising of actuarial gains and losses are recognised immediately in the Balance sheet with a corresponding charge or credit to 'Other comprehensive income' in the year in which they occur. Remeasurements are not reclassified subsequently to the Statement of Profit and Loss. Net interest is calculated by applying the discount rate to the net defined liability or asset. The Company recognises Service costs and Net interest expense or income in the statement of profit and loss.

(i) Foreign Currency Transactions

The Company's financial statements are presented in INR, which is also the Company's Functional Currency.

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transcations and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates and recognised in the Statement of Profit and Loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

(k) Taxes on Income

Income Tax

Income tax expense represents the sum of current tax and deferred tax and includes any adjustments related to past periods in current and/or deferred tax adjustments that may become necessary due to certain developments or reviews during the relevant year. Current income tax is based on the taxable income and calculated using the applicable tax rates.

Deferred Tax

Deferred tax is provided using the Balance sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for the financial reporting purposes at the reporting date. The carrying amount of deferred tax assets is reviewed at the end of reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date. Current and deferred tax is recognised in Statement of profit or loss except to the extent that it relates to items recognised in other Comprehensive income or directly in Equity. In this case the tax is also recognised in other Comprehensive income or directly in Equity, respectively.

Deferred tax assets and liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.



(I) Revenue Recognition

Revenue is recognised at the fair value of the consideration received or receivable. The Company recognizes revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the Company and specific criteria have been met for each of the Company's activities as described below. Revenue is measured at the value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, discounts, loyalty discount, GST and amounts collected on behalf of third parties.

Sale of Goods

Sales are recognized when substantial risk and rewards of ownership are transferred to customer, In case of domestic customers, generally sales take place when goods are dispatched or delivery is handed over to the transporter, in case of export customers, generally sales take place when goods are shipped on-board based on bill of lading.

ii) Interest & Dividend Income

Interest income is recognised on time propotion basis taking into account the amount invested and rate of interest. Dividend income is recognized when the Company's right to receive dividend is established by the Balance Sheet date, it is probable that the economic benefits associated with the dividend will flow to the Company, and the amount of the dividend can be measured reliably.

iii) Revenue in respect of other claims in recognised on accural basis to the extent the ultimate realisation is reasonably certain.

(m) Leases

Leases in which a substantial portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments and receipts under such leases are recognised to the Statement of Profit and Loss on a straight-line basis over the term of the lease unless the lease payments to the lessor are structured to increase in line with expected general inflation.

(n) Provisions

A provision is recognized when the Company has a present obligation Legal or Constructive that is reasonably estimable and it is probable that an outflow of economic benefits will be required to settle the obligation. These estimates are reviewed at each Balance Sheet date and adjusted to reflect the current best estimates. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

(o) Segment Reporting

The Company manufactures and sells ABS and SAN which belong to the same product group i.e. "Highly Specialized Engineering Thermoplastics". The product has the same risks and returns, which are predominantly governed by market conditions, namely demand and supply position. Thus, in the context of Indian Accounting Standard 108 "Operating Segment", issued by the Institute of Chartered Accountants of India, there is only one identified reportable segment.

(p) Earnings per Share

Basic earnings per share are calculated by dividing the net profit/loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of diluted potential equity shares, if any.

An ISO 9001:2015 Company

(q) Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

(r) Trade Receivables

Trade Receivables are recognised initially at fair value and subsequently measured at amortised cost, less provision for impairment.

(s) Financial Instruments

Financial assets and liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial Assets

Initial Recognition and Measurement:

All financial assets are initially recognised at fair value. Transaction costs of acquisition of financial assets carried at Fair value through profit or loss are expensed in the Statement of profit and loss. Financial assets are classified, at initial recognition and subsequent measurements, as financial assets at fair value or as financial assets measured at amortised cost.

A financial asset is measued at amortised cost less impairment, if the objective of the Company's business model is to hold the financial asset to collect the contractual cash flows.

Impairment of Financial Assets:

The Company assesses on a forward basis the expected credit losses associated with its financial assets carried at amortised cost. For trade receivables, the Company applies the simplified approach permitted by In AS 109 Financial instruments, which requires expected credit losses to be recognised from initial recognition of the receivables.

Derecognistion:

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expires or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset.

Financial Liabilities

Initial Recognition and Measurement:

All financial liabilities are recognized initially at fair value . The Company's financial liabilities include trade and other payables.

Financial liabilities are classified as 'Financial liabilities at fair value through profit or loss' if they are held for trading or if they are designated as financial liabilities upon initial recognition at fair value through profit or loss. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Derecognition:

A financial liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.



Offsetting of Financial Instruments:

Financial assets and financial liabilities are offseted and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

(t) Fair Value Measurement

The fair value of an asset or a liability is measured using the assumptions that the market participants would use when pricing the asset or liability.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1-Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2-Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3-Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting year.

(u) Research and Development Expenditure

Revenue expenditure on Research and Development is charged to the Statement of Profit and Loss in the year in which it is incurred and Capital Expenditure are included in Property, Plant and Equipment.

3. Use of Judgement's, Estimates and Assumptions

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the accompanying disclosures and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods. Difference between actual results and estimates are recognised in the periods in which the results are known/materialise. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances existing when the financial statements were prepared. The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates is recognised in the year in which the estimates are revised.

Judgements

In the process of applying the company's accounting policies, management has made the following judgements which have a significant effect on the amounts recognised in the financial statements:

Defined Benefit Plans (Gratuity Benefits)

The cost of the defined benefit gratuity plan and other post-employment benefits and the present value of the gratuity obligation and Leave encashment are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Useful life of Property, Plant and Equipment

The Company reviews the useful life of Property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expenses in the future years.

NOTE 4: PROPERTY PLANT AND EQUIPMENT

(₹ in lakhs)

Particulars	Freehold land	Leasehold land	Buildings	R & D Building	Plant and machinery	R & D - Plant & Equipments	Furniture, Fixtures & Office Equipments	Vehicles	Total
Cost									
As at April 1,2017	14.85	140.99	2,284.25	_	6,078.39	_	559.52	203.23	9,281.23
Additions	_	_	130.09	_	2,025.32	_	68.00	180.58	2,403.99
Disposals	-	_	(365.74)	-	_	_	(1.26)	(84.98)	(451.98)
Balance as at March 31, 2018	14.85	140.99	2,048.60	_	8,103.71	_	626.26	298.83	11,233.24
Additions	_	_	52.27	715.50	2,071.74	1,125.82	290.17	93.88	4,349.38
Transfers	_	_		_	_	_	_	_	_
Disposals	_		_	_		_	_	(113.05)	(113.05)
Balance as at March 31, 2019	14.85	140.99	2,100.87	715.50	10,175.45	1,125.82	916.43	279.66	15,469.57
Accumulated Depreciation	***************************************	***************************************	***************************************		***************************************	***************************************	•		•
As at April 1, 2017	***************************************	•••••	••••••••••••••••••		••••	***************************************	•		•
Charge for the Year 2017-18	_	_	71.52	_	375.03	_	85.95	42.08	574.58
Disposals	_			_	-	_	(1.05)	(64.25)	(65.30)
Balance as at March 31, 2018	-	-	71.52	-	375.03	-	84.90	(22.17)	509.28
Charge for the Year	_		75.98	4.11	468.86	10.10	99.22	61.18	719.45
Disposals	_	_		_	_	_	_	(103.15)	(103.15)
Balance as at March 31, 2019	-	-	147.50	4.11	843.89	10.10	184.12	(64.14)	1,125.58
Net Block	•••••	•••••	•••••••••••••••••••••••••••••••••••••••		•	•	•		•
As at March 31, 2019	14.85	140.99	1,953.37	711.39	9,331.56	1,115.72	732.31	343.80	14,343.99
As at March 31, 2018	14.85	140.99	1,977.08	-	7,728.68	-	541.36	321.00	10,723.96

NOTE 4A: OTHER INTANGIBLE ASSETS

Computer Software & Licenses

Particulars	Total
Cost	
As At April 1, 2017	18.71
Additions	31.18
Disposals/Transfers	
Balance as at March 31, 2018	49.89
Additions	3.03
Disposals/Transfers	
Balance as at March 31, 2019	52.92
Accumulated Amortisation	
As At April 1, 2017	
Charge for the Year	32.45
Disposals/Transfers	
Balance as at March 31, 2018	32.45
Charge for the Year	14.55
Disposals/Transfers	_
Balance as at March 31, 2019	47.00
Net Block	***************************************
Balance as at March 31, 2019	5.92
Balance as at March 31, 2018	17.44



NOTE 5: NON-CURRENT INVESTMENTS

(₹ in lakhs)

		As at 31 st March, 2019	As at 31st March, 2018
Inv	estments consist of the following:		
(i)	Investments – non-current – at deemed cost		
	Fully paid unquoted investments of Joint Venture Company		
	15,00,000 (Previous Year:15,00,000) Equity Shares of ₹ 10 each fully paid up of Joint Venture Company Bhansali Nippon A&L Pvt Ltd	150.00	150.00
Tot	al value of investment (unquoted)	150.00	150.00

NOTE 6: LOANS

(₹ in lakhs)

	As at 31 st March, 2019	As at 31 st March, 2018
Loans (unsecured) consist of the following:		
(i) Long-term loan		
Considered good unless otherwise stated		
(a) Loans & Advances to Employees	_	_
	_	-
(ii) Short-term loans		
Considered good unless otherwise stated		
(a) Loans & advances to employees	2.34	3.12
(b) Loans others	2,143.70	_
(c) Loans Receivables which have signifcant increase in credit risk	_	_
(d) Loans Receivables -credit impared	-	_
	2,146.04	3.12

NOTE 7: OTHER FINANCIAL ASSETS

		(*
	As at 31 st March, 2019	As at 31st March, 2018
Other financial assets consist of the following:		
(i) Non-current financial assets		
(a) Security deposits	228.83	197.66
	228.83	197.66
(ii) Current financial assets		
(a) Security deposits	56.08	39.89
(b) Advances recoverable in cash or kind (Unsecured Considered good)	467.23	174.09
(c) Advance Income Tax	174.69	-
(d) Interest accrued on deposits	6.00	6.21
	704.00	220.19

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NOTE 8: OTHER ASSETS

(₹ in lakhs)

	As at 31 st March, 2019	As at 31 st March, 2018
Other assets consist of the following:		
(i) Other non-current assets		
Considered good		
Balance with statutory/Government authorities		
(a) Prepaid expenses	_	-
	_	-
(ii) Other current assets		
Considered good unless otherwise stated		
(a) Prepaid expenses	63.57	27.67
(b) Capital advance in kind or for value to be received	110.04	199.78
(c) Balance with statutory/Government authorities	92.71	207.26
(d) Advance to suppliers	236.98	249.88
	503.30	684.59

NOTE 9: INVENTORIES

(₹ in lakhs)

		(* 111 1011110)
	As at 31 st March, 2019	As at 31st March, 2018
(Valued at lower of cost and net realisable value)		
Finished Goods	628.48	116.80
Stock-in-Process	1,789.47	1,397.97
Raw Materials	2,184.32	2,735.68
Stock at Port including Goods in Transit	4,849.30	3,235.82
Packing Materials	44.49	45.66
Stores & Spares	516.51	470.09
	10,012.57	8,002.02

NOTE 10: TRADE RECEIVABLES

(₹ in lakhs)

		(VIII IANIIS)
	As at 31 st March, 2019	As at 31st March, 2018
Trade receivables	22,379.96	18,541.75
Less: Allowances recognised for expected credit losses	_	_
	22,379.96	18,541.75
Break-up for security details of trade receivables		
Secured, considered good	_	_
Unsecured, considered good	22,379.96	18,541.75
Trade Receivables which have significant increase in credit risk		_
Trade Receivables - credit impaired		
	22,379.96	18,541.75
Allowances for doubtful receivables		
	22,379.96	18,541.75

There are no trade or other receivable due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.



NOTE 11: CASH AND CASH EQUIVALENTS

(₹ in lakhs)

		(* 111 181410)
	As at 31 st March, 2019	As at 31st March, 2018
Cash and cash equivalents consist of the following:		
(i) Balances with banks		
In current accounts	2,045.46	2,874.54
(ii) Cash on hand	7.65	9.28
	2,053.11	2,883.82

NOTE 12: BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in lakhs)

		As at 31 st March, 2019	As at 31st March, 2018
(i)	Earmarked balance towards dividend#	48.19	37.08
(ii)	Earmarked Fixed Deposits	297.00	320.00
		345.19	357.08

[#] These balances are available for use only towards settlement of corresponding unpaid dividend liabilities.

NOTE 13: SHARE CAPITAL

(₹ in lakhs)

	As at 31 st March, 2019	As at 31st March, 2018
Authorised Share Capital		
20,00,00,000 (P.Y. 20,00,00,000) Equity Shares of ₹ 1/- each	2,000.00	2,000.00
	2,000.00	2,000.00
Issued, Subscribed and Fully Paid-up		
16,59,05,640 (P.Y. 16,59,05,640) Equity Shares of ₹ 1/- each fully paid up	1,659.06	1,659.06
	1,659.06	1,659.06

Reconciliation of the shares outstanding at the beginning and at the end of the reporting period (a)

Equity Shares	As at 31 st March, 2019		As at 31 st March, 2018	
	No's	(₹ in lakhs)	No's	(₹ in lakhs)
At the beginning of the year	165,905,640	1,659.06	165,905,640	1,659.06
Changes during the year	_	_	_	_
Outstanding at the end of the period	165,905,640	1,659.06	165,905,640	1,659.06

(b) Terms/Rights attached to Equity Shares

The Company has only one class of equity shares having par value of ₹ 1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive 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.

Details of shareholders holding more than 5% shares in the Company (c)

Name of the shareholder	As a 31 st March		As a 31 st March	
Name of the Shareholder	No's	% holding in the class	No's	% holding in the class
Mr. B. M. Bhansali	16,384,887	9.88%	16,384,887	9.88%
Bhansali International Pvt Ltd	16,105,183	9.71%	16,105,183	9.71%
Sheraton Properties & Finance Limited	11,734,000	7.07%	11,734,000	7.07%
Mr. Jayesh Bhansali	11,561,945	6.97%	11,561,945	6.97%
Bentley Commercial Enterprises Limited	8,883,043	5.35%	8,883,043	5.35%
Speedage Commercials Limited	8,384,009	5.05%	8,384,009	5.05%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Dividend Paid and Proposed (d)

	For the year ended March 31, 2019	For the year ended March 31, 2018
Dividend on Equity Shares declared and paid:		
Final Dividend for the year ended March 31, 2018: ₹ 0.30 per share*		
(Previous year: ₹ 0.20 per share)	497.72	331.81
Dividend distribution tax on Final Dividend	102.31	67.55
Date of approval (date of Annual General Meeting)	September 29, 2018	July 15, 2017
Proposed Dividend on Equity Shares		
Final Dividend for the year ended March 31, 2019: ₹ 0.50 per share		
(Previous year: ₹ 0.30 per share)	829.53	497.72
Dividend distribution tax on proposed dividend	170.51	101.33

^{*} Dividend declared on September 29,2018 was paid on October 3,2018.

NOTE 14: OTHER EQUITY

(Viii iki		
	As at 31 st March, 2019	As at 31st March, 2018
Securities Premium Reserve		
Opening balance	2,977.00	2,977.00
Closing balance	2,977.00	2,977.00
General Reserve		
Opening balance	225.00	225.00
Closing balance	225.00	225.00
Retained Earnings		
Opening balance	20,952.10	11,409.93
Profit for the year	4,652.76	9,963.93
Dividend for the year ended March 31, 2017	_	(331.81)
Dividend for the year ended March 31, 2018	(497.72)	_
Dividend distribution tax	(102.31)	(67.55)
Other comprehensive income/(loss)	24.38	(22.40)
Closing balance	25,029.20	20,952.10
Total Other Equity	28,231.20	24,154.09



NOTE 15: OTHER FINANCIAL LIABILITIES

(₹ in lakhs)

	As at 31 st March, 2019	As at 31st March, 2018
Other financial liability consist of the following:		
(i) Other Non-Financial Current Liabilities		
Deposit	0.30	0.30
	0.30	0.30
(ii) Other Financial Current Liabilities		
Employee dues	241.87	248.11
Unclaimed dividend	48.19	37.08
Other dues	18.05	10.02
	308.11	295.21

NOTE 16: PROVISIONS

(₹ in lakhs)

		As at 31 st March, 2019	As at 31 st March, 2018
Provisions consist of the	following:		
(i) Non-current provis	sion		
(a) Provision for gr	atuity	335.36	364.27
(b) Provision for lea	ave benefits	82.53	85.16
		417.89	449.43
(ii) Current provision			
(a) Provision for gr	atuity	76.59	33.87
(b) Provision for lea	ave benefits	9.81	6.20
		86.40	40.07

NOTE 17: DEFERRED TAX LIABILITIES (NET)

	As at 31 st March, 2019	As at 31 st March, 2018
Deferred tax liabilities:		
Property, Plant and Equipment	2,292.42	1,297.75
Deferred tax liabilities (Net)	2,292.42	1,297.75
Deferred tax assets		
Gratuity and other employee benefits	188.24	194.71
Defined benefit plans giving rise to temporary differences	13.09	41.53
Deferred tax assets (Net)	201.33	236.24
	2,091.09	1,061.51

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NOTE 18: TRADE PAYABLES

(₹ in lakhs)

	As at 31 st March, 2019	As at 31st March, 2018
Trade payable consist of the following:		
Dues to micro and small enterprises	_	-
Dues to others		
Trade payables to others	19,445.95	12,574.73
Trade payables to Related parties	_	_
	19,445.95	12,574.73

NOTE 19: OTHER CURRENT LIABILITIES

(₹ in lakhs)

	As at 31 st March, 2019	As at 31st March, 2018
Statutory dues	632.91	793.04
	632.91	793.04

NOTE 20: REVENUE FROM OPERATIONS

(₹ in lakhs)

	Year ended 31 st March, 2019	Year ended 31st March, 2018
Sale of finished goods	106,077.46	107,695.01
Trading sales	38,313.73	12,760.37
	144,391.19	120,455.38
Less: GST	21,913.20	14,572.25
Net sales (Net of GST including excise duty)	122,477.99	105,883.13

NOTE 21: OTHER INCOME

	Year ended 31 st March, 2019	Year ended 31st March, 2018
Interest Income on		
Bank deposits	58.14	275.65
Others	242.97	926.68
Profit on sales of assets	9.34	2.55
Bad debts recovered	3.20	3.77
Profit on sale of investment	21.88	0.35
Other non-operating income	354.27	160.58
	689.80	1,369.58



NOTE 22: COST OF MATERIALS CONSUMED

(₹ in lakhs)

	Year ended 31 st March, 2019	Year ended 31st March, 2018
Raw Material		
Inventory at the beginning of the year	5,971.50	6,741.57
Purchases	70,944.08	58,218.87
	76,915.58	64,960.44
Less: Inventory at the end of the year	7,033.62	5,971.50
	69,881.96	58,988.94

NOTE 23: CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK IN PROCESS

(₹ in lakhs)

		(*
	Year ended 31 st March, 2019	Year ended 31 st March, 2018
Inventories at the end of the year		
Finished goods	628.48	116.80
Stock-in-trade	1,789.47	1,397.97
	2,417.95	1,514.77
Less: Inventories at the beginning of the year		
Finished goods	116.80	1,711.42
Stock-in-trade	1,397.97	5,001.44
	1,514.77	6,712.86
	(903.18)	5,198.09

NOTE 24: EMPLOYEE BENEFIT EXPENSES

(₹ in lakhs)

(VIII)		
	Year ended 31 st March, 2019	Year ended 31st March, 2018
Salaries, wages and bonus	2,944.08	3,514.16
Contributions to provident fund etc.	116.13	114.64
Staff welfare expenses	183.73	113.90
	3,243.94	3,742.70

NOTE 25: FINANCE COSTS

	Year ended 31 st March, 2019	
Interest expenses	65.20	412.98
Finance & Bank charges	56.10	360.91
	121.30	773.89

NOTE 26: OTHER EXPENSES

(₹ in lakhs)

	Year ended 31 st March, 2019	Year ended 31st March, 2018
Stores and Spares consumed	507.97	500.73
Packing materials consumed	485.44	457.94
Power and Fuel	3,118.97	3,280.50
Rent, rates and Taxes	878.70	465.37
Insurance	148.92	49.92
Travelling and Conveyance	453.33	344.95
Repairs and Maintenance:		
Buildings	21.08	19.51
Machinery	98.10	79.35
Others	79.93	77.32
Printing and Stationery	25.43	20.19
Postage, telephone, fax etc.	47.89	57.98
Miscellaneous expenses	449.30	255.32
Donation	35.75	280.00
Research and Development expenses	124.04	_
Loss on sales of assets	_	1.14
Legal and Professional charges	89.67	41.04
Auditors' remuneration:		
Audit fees	4.50	4.00
Tax audit fees	0.45	_
Taxation matters	0.30	
Review audit fees and Certification	0.50	1.00
Directors' sitting fees	9.50	9.50
Bad debts	_	855.72
Royalty and Commission	368.73	257.67
Foreign exchange fluctuation	837.19	682.18
Freight and Forwarding	1,835.34	1,776.11
CSR expenses*	116.43	58.64
Cash discount	5.60	2.05
	9,743.06	9,578.13

^{*} During the year, the Company was required to spend ₹ 155.56 lakhs (P.Y. ₹ 58.64 lakhs), out of which the Company has incuured CSR expenses of ₹ 116.43 lakhs (P.Y. ₹ 58.64).

NOTE 27: COMPONENTS OF OTHER COMPREHENSIVE INCOME

	Year ended 31 st March, 2019	Year ended 31st March, 2018
Re-measurement gain/(loss) on defined benefit plans as per Ind AS 19	37.47	(34.25)
	37.47	(34.25)



28. LEASES

Operating Lease

The leasing arrangements are in most cases renewable by mutual consent, on mutually agreeable terms.

The Company's significant leasing arrangements are mainly in respect of residential and office premises. The aggregate lease rentals payable on these leasing arrangements are charged as rent under "Other Expenses".

Future lease rentals payable in respect of residential and office premises is as follows:

(₹ in lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
(i) Payable not later than one year	186.69	159.40
(ii) Payable later than one year but not later than five years	205.36	175.34
(iii) Payable later than five years	-	_
Total	392.05	334.74

CONTINGENT LIABILITIES & CAPITAL COMMITMENTS

(₹ in lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Claims against the Company not acknowledged as debts		
(i) Estimated amount of contracts remaining to be executed on capital accounts and not provided for (net of advances).	167.49	325.76
(ii) Income tax demand under appeal	_	_
Total	167.49	325.76

30. **IND AS 115 VS IGAAP**

The Ministry of Corporate Affairs (MCA), notified IND AS 115, Revenue from contract with customers, as part of the Companies (Indian Accounting Standard) Amendment Rules, 2018. The new standard is effective for accounting period beginning on or after April 1, 2018.

The Company adopted the newly introduced Ind AS 115, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in revenue arising from adoption of IND AS 115 from IGAAP.

The adoption of the IND AS 115 did not have any material impact on the financial statements.

31. DUES TO MICRO, SMALL AND MEDIUM ENTERPRISES:

There is no amount due to Micro, Small and Medium Enterprises as defined under "The Micro, Small and Medium Enterprise Development Act, 2006". The information has been determined to the extent such parties have been identified on the basis of information available with the Company.

DETAILS OF FORWARD CONTRACTS & UNHEDGED FOREIGN CURRENCY EXPOSURE:

32.1 Forward contracts outstanding as at the Balance Sheet date

There are no forward contract outstanding as at balance sheet date.

32.2 Foreign currency exposures which are not hedged as at the Balance Sheet date:

Particulars	As at 31 st March, 2019			As at 31 st March, 2018		2018
	Amount in Forex	Currency	Amount ₹ in lakhs	Amount in Forex	Currency	Amount ₹ in lakhs
Liabilities Payable						
Financial Liability						
(i) Trade payables	26,363,273.00	USD	18,222.30	16,980,646.00	USD	11,067.99
Total	26,363,273.00	-	18,222.30	16,980,646.00	-	11,067.99

33. CORPORATE SOCIAL RESPONSIBILITY (CSR)

- 33.1 The Company has adopted a CSR Policy which encompasses wide range of activities enumerated vide Schedule VII to the Companies Act 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 which is primarily comprised of:
 - 1. Happy Childhood
 - 2. Health
 - 3. Education
 - 4. Employment
 - 5. Hunger eradication
 - 6. Environmental Sustainability
 - 7. Promoting Gender Equality
 - 8. Social Welfare activities for general public and upliftment for deserving sections of society
 - Sports Promotion etc.

The Company is inclined at present to undertake CSR activities pertaining to promotion of education, art and culture, imparting of vocational training and also to extend help to deserving and needy students and upgrade the educational standards, construct lavatory and suitable infrastructure for conducting vocational training programs etc. in vicinity of its one of the factory/plant located in Satnoor, Madhya Pradesh which enables the inhabitants of neighbouring areas to be immensely benefited by way of availing good education and opportunity for skill developments of their children and deprived sections of the society.

The Company's CSR policy is available at: http://bhansaliabs.com/investor/corporate-social-responsibility-csr policy.

- 33.2 During the year, the Company was required to spend ₹ 155.56 lakhs (P.Y. ₹ 58.64 lakhs), out of which the Company has incurred CSR expenses of ₹ 116.43 lakhs (P.Y. ₹ 58.64).
- **33.3** Amount spent during the year on:

(₹ in lakhs)

Particulars	Year ended 31 st March, 2019	
(i) Promotion of Art and Culture	2.00	13.00
(ii) Education	112.43	45.64
(iii) Sports Promotion	2.00	0.00
Total	116.43	58.64

34. **EARNINGS PER SHARE**

The following reflects the income and share data used in the Basic and Diluted EPS computation:

Particulars	Year ended 31 st March, 2019	
Profit for the year attributable to equity holders for Basic and		
Diluted Earnings (₹ in lakhs)	4,652.76	9,963.93
Weighted average number of equity shares for Basic/Diluted EPS	165905640	165905640
Earnings per share – Basic/Diluted (in ₹) (face value of ₹ 1 per share)	2.80	6.01



SEGMENT REPORTING 35.

The Company manufactures and sells ABS and SAN which belong to the same product group i.e. "Highly Specialized Engineering Thermoplastics" and trades in its own Raw Material. The product has the same risks and returns, which are predominantly governed by market conditions, namely demand and supply position. Thus, in the context of Indian Accounting Standard-108 "Segment Reporting", issued by the Institute of Chartered Accountants of India, there is only one identified reportable segment.

CAPITAL MANAGEMENT

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value and to safeguard the companies ability to remain as a going concern.

The Company manages its capital structure and makes adjustments to it, in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The current capital structure of the Company is equity based with no financing through borrowings. The Company is not subject to any externally imposed capital requirement.

No changes were made in the objectives, policies or processes during the year ended March 31, 2019 and March 31, 2018 respectively.

37. FAIR VALUE DISCLOSURES

37.1 The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

The categories used are as follows:

- Level 1: This hierarchy includes financial instruments measured using guoted prices. This includes listed equity instruments, traded bonds, ETFs and mutual funds that have quoted price.;
- Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximize the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2; and
- Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

The carrying value and fair value of financial assets/liabilities by categories are as follows:

A. As at 31st March, 2019

(₹ in lakhs)

		Carrying	y Value	
Par	ticulars	Notes	As at	As at
			March 31, 2019	March 31, 2018
Fina	ncial Assets			
(a)	Trade receivables	10	22,379.96	18,541.75
(b)	Cash and cash equivalents	11	2,053.11	2,883.82
(c)	Bank balances other than above	12	345.19	357.08
(d)	Non-current Investment	5	150.00	150.00
(e)	Loans	6 (i), 6 (ii)	2,146.04	3.12
(f)	Other financial assets	7 (i), 7 (ii)	932.83	417.85
	Total		28,007.13	22,353.62
Fina	Financial Liabilities			
(a)	Trade payables	18	19,445.95	12,574.73
(b)	Other financial liabilities	15 (i), 15 (ii)	308.41	295.51
	Total		19,754.36	12,870.24

The carrying value of all the financials assets and financial liabilities are reasonable a approximation of their fair values. Accordingly the fair values of such financial assets and liabilities have not been disclosed separately.

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37.2 Financial Risk Management - Objectives And Policies

The company's activities expose it to variety of financial risk viz. credit risk, liquidity risk and market risk. The company has various financial assets such as deposits, trade and other receivables and cash and bank balances directly related to their business operations. The Company's principal financial liabilities comprise of trade and other payables. The company's senior management focus is to foresee the unpredictability and minimise the potential adverse effects on the company's financial performance. The company's overall risk, management procedures to minimize the potential adverse effect of the financial market on the company's performance are as follows:

37.3 Credit Risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk primarily from trade receivables, trade deposits, balances with banks and other receivables.

A. Trade Receivables:

Trade receivables of the Company are generally unsecured. The Company performs ongoing credit evaluations of its customers' financial conditions and monitors the creditworthiness of its customers to which it grants credit terms in the normal course of business through internal evaluation. The allowance for impairment of trade receivables is created to the extent and as and when required, based upon the expected collectability of accounts receivables. The Company has no concentration of credit risk as the customer base is geographically distributed in India. Financials asset other than trade receivables and bank balances are not exposed to any material credit risk. There are no Debtors above six months.

37.4 Liquidity risk

Liquidity risk is the risk that the company will not be able to meet its financial obligation as they fall due. Liquidity risk arises because of the possibility that the company could be required to pay its liabilities earlier than expected. Liquidity risk is managed by monitoring on a regular basis that sufficient funds are available to meet any future commitments. The company manages its liquidity risk by maintaining sufficient bank balance.

As on March 31, 2019, the Company financial liabilities of ₹ 19,754.36 lakhs (March 31, 2018 ₹ 12,870.24 lakhs) are all current and due in the next financial year.

37.5 Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. The company is not exposed to other price risk whereas the exposure to currency risk and interest risk is given below:

A. Foreign Currency Risk

Foreign currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates. It arises mainly where receivables and payables exist due to transactions entered in foreign currencies.

A.1 Foreign currency risk management

The Company undertakes transactions denominated in foreign currencies; consequently, exposures to exchange rate fluctuations arise. Exchange rate exposures are managed within approved policy parameters. Quarterly reports are submitted to Board of Directors on the unhedged foreign currency exposures.

The carrying amounts of the Company's foreign currency denominated monetary assets and monetary liabilities at the end of the reporting period are as follows:

Particulars	As at 31st March, 2019			As at 31st March, 2018		
Particulars	USD	EURO	Total	USD	EURO	Total
(c) Trade payables	263.63	-	263.63	169.81	_	169.81
Total financial liabilities	263.63	_	263.63	169.81	_	169.81



A.2 Foreign Currency sensitivity analysis

(in lakhs)

Doublesdaye	As at 31 st March, 2019		As at 31st March, 2018	
Particulars	1% Increase	1% Decrease	1% Increase	1% Decrease
(a) USD	(182.22)	182.22	(110.68)	110.68
Increase/(Decrease) in Profit or Loss	(182.22)	182.22	(110.68)	110.68

B. Interest Rate Risk

Interest rate risk is the risk that the fair value or future cash flows of financial instrument will fluctuate due to change in market interest rates. The Company's investments are primarily in fixed rate interest bearing investments. Hence the Company is not significantly exposed to interest rate risk.

38. GRATUITY AND OTHER POST-EMPLOYMENT BENEFIT PLANS.

38.1 Defined Contribution Plans:

The Company has recognised the following amounts in the Statement of Profit and Loss:

(₹ in lakhs)

Particulars	Year ended 31 st March, 2019	
Employer's contribution to Provident Fund	116.13	114.64
Employer's contribution to Superannution Fund and ESIC	23.70	18.04

Company's contributions paid/payable during the year to Provident Fund, ESIC, Labour Welfare Fund and Superannuation Fund are recognised in the Statement of Profit & Loss.

38.2 Defined Benefit Plans:

The Company's liabilities towards gratuity and leave encashment, a defined benefit obligation, is accrued and provided for on the basis of actuarial valuation, using the projected unit credit method as at the Balance Sheet date.

38.3 Statement of Profit and Loss

Amount recognised in Statement of profit and loss in respect of these defined benefit plans are as follows:

(₹ in lakhs)

	Gratuity		Leave En	cashment
Particulars	Year ended 31 st March, 2019	Year ended 31 st March, 2018	Year ended 31 st March, 2019	Year ended 31 st March, 2018
Current service cost	28.52	24.85	19.70	32.22
Past service cost and (gain)/loss on settlements	-	-	-	_
Net interest expense	28.27	26.43	4.55	4.45
Component of defined benefit costs recognised in Statement of Profit and Loss	56.79	51.28	24.25	36.67
Remeasurement of net defined benefit liability:				
Actuarial gain on defined benefit obligation	(0.56)	13.30	38.03	20.95
Components of defined benefit costs recognised in other comprehensive income	(0.56)	13.30	38.03	20.95
Total	56.23	64.58	62.28	57.62

The current service cost and net interest expense for the year are included in the 'Employee benefits expense' line item in the Statement of Profit and Loss.

The remeasurement of the net defined benefit liability is included in other comprehensive income.

38.4 The amount included in balance sheet arising from the entity's obligation in respect of its defined benefit plans are as follows:

(₹ in lakhs)

	Grat	uity	Leave Encashment	
Particulars	As at 31 st March, 2019	As at 31 st March, 2018	As at 31 st March, 2019	As at 31 st March, 2018
Present value of defined benefit obligation	411.96	398.14	92.33	91.35
Fair value of plan assets	_	_	_	-
Net liability/(asset) arising from defined benefit obligation	411.96	398.14	92.33	91.35

Movement in the present value of the defined benefit obligation are as follows:

(₹ in lakhs)

	Gratuity		Leave Encashment	
Particulars	As at 31 st March, 2019	As at 31 st March, 2018	As at 31 st March, 2019	As at 31 st March, 2018
Balance at the beginning of the year	398.14	363.61	91.35	75.90
Current service cost	28.52	24.85	19.70	32.22
Interest cost	28.27	26.43	4.55	4.45
Remeasurement (gains)/losses:				
Actuarial (gains)/losses	(0.56)	13.30	38.03	20.95
Benefits paid	(42.42)	(30.05)	(61.30)	(42.17)
Transfer of obligation	_	-	-	-
Acquisitions cost				
Balance at the end of the year	411.96	398.14	92.33	91.35

Movement in the fair value of the plan assets are as follows:

	Gratuity		Leave Encashment	
Particulars	As at 31 st March, 2019	As at 31 st March, 2018	As at 31 st March, 2019	As at 31 st March, 2018
Balance at the beginning of the year	_	_	-	_
Acquisition adjustment	_	_	-	_
Interest income on plan assets	_	_	_	_
Remeasurement gain (loss):	_	_	_	_
Employer direct benefit payments	(42.42)	(30.05)	(61.30)	(42.17)
Benefits paid	42.42	30.05	61.30	42.17
Balance at the end of the year	_	_	_	_

- 38.5 The major categories of plan assets as a percentage of the fair value of total plan assets is NIL.
- **38.6** The principal assumptions used in determining gratuity for the Company's plans are shown below:

	Gratuity		Leave Encashment	
Particulars	As at 31 st March, 2019	As at 31 st March, 2018	As at 31 st March, 2019	As at 31 st March, 2018
Discount rate	7.50%	7.50%	7.50%	7.50%
Salary escalation	4.00%	4.00%	4.00%	4.00%



38.7 Sensitivity Analysis

The financial results are sensitive to the actuarial assumptions. The changes to the Defined Benefit Obligations for increase in decrease of 1% from assumed salary escalation, withdrawal and discount rates are given below:

	Grat	uity	Leave Encashment	
Particulars	As at 31 st March, 2019	As at 31 st March, 2018	As at 31 st March, 2019	As at 31 st March, 2018
Under Base Scenario	0.00%	0.00%	0.00%	0.00%
Salary escalation - Up by 1%	7.30%	8.00%	14.10%	13.50%
Salary escalation - Down by 1%	-6.60%	-7.20%	-7.90%	-7.30%
Withdrawal rates – Up by 1%	1.60%	2.00%	4.40%	3.70%
Withdrawal rates - Down by 1%	-1.80%	-2.20%	-5.10%	-3.90%
Discount rates – Up by 1%	-6.00%	-6.70%	-9.10%	-8.60%
Discount rates – Down by 1%	6.70%	7.60%	10.90%	10.10%

RELATED PARTY DISCLOSURE

A. As per Accounting Standard 18 issued by the Institute of Chartered Accountants of India the Company's related parties and transactions are disclosed below:

(i) List of related parties where control exists and with whom transactions have taken place and relationships:

Sr. No.	Name	Relationship
1.	Mr. B.M. Bhansali - Managing Director	
2.	Mr.Jayesh B. Bhansali – Executive Director cum CFO	Kay Managarial Paraannal
3.	Mr. D.N. Mishra - Company Secretary*	Key Managerial Personnel
4.	Mr. Ashwin Patel - Company Secretary**	
5.	Bhansali Engineering Industries Pvt. Ltd.	Enterprise over which Key Managerial Personnel
		are able to exercise significant control
6.	Bhansali Nippon A & L Private Limited	Joint Venture Company

^{*} Since resigned on 6th October, 2018

B. Transactions with Related Parties

Nature of transactions		Joint Venture & Other Enterprises		Key Managerial Personnel	
		2018-19	2017-18	2018-19	2017-18
(i)	Remuneration				
	(a) Mr. B.M. Bhansali	_	_	386.50	771.49
	(b) Mr. Jayesh B. Bhansali	_	_	386.50	771.49
	(c) Mr. D.N. Mishra	_	_	29.40	39.80
	(d) Mr. Ashwin Patel	_	_	17.37	_
(ii)	Royalty & Commission				
	(a) Bhansali Nippon A & L Private Limited	368.73	257.67	_	_
(iii) Purchase of Raw materials					
	(a) Bhansali Engineering Industries Private Limited	-	212.15	_	_

^{**} Appointed on 12th November, 2018

C. Balance with related parties

(₹ in lakhs)

Na	ature of transactions	Joint Venture & Other Enterprises		Key Managerial Personnel	
		2018-19	2017-18	2018-19	2017-18
(i)	Other Payables (Salary & Others)				
	(a) Mr. B.M. Bhansali	_	_	_	14.41
	(b) Mr. Jayesh B. Bhansali	_	_	_	14.41
	(c) Mr. D.N. Mishra	_	-	-	0.60
	(d) Mr. Ashwin Patel	-	-	3.59	_
	(e) Bhansali Nippon A & L Private Limited	53.57	93.28	-	_

INCOME TAXES 40.

Indian companies are subject to Indian income tax on a standalone basis. Entity is assessed to tax on taxable profits determined for each fiscal year beginning on April 1 and ending on March 31. For each fiscal year, the entity profit or loss is subject to the higher of the regular income tax payable or the minimum alternative tax ("MAT").

Statutory income taxes are assessed based on book profits prepared under generally accepted accounting principles in India adjusted in accordance with the provisions of the (Indian) Income Tax Act, 1961. The adjustments generally relate to depreciation of fixed assets, disallowances of certain provisions and accruals, deduction for tax holidays, the set-off of tax losses and depreciation carried forward and retirement benefit costs. Statutory income tax is charged at 30% plus a surcharge and education cess. MAT is assessed on book profits adjusted for certain items as compared to the adjustments followed for assessing regular income tax under normal provisions. MAT for the fiscal year 2017-18 is 18.5% plus surcharge and education cess. MAT paid in excess of regular income tax during a year can be set off against regular income taxes within a period of fifteen years succeeding the fiscal year in which MAT credit arises subject to the limits prescribed.

A. Income taxes recognised in Statement of Profit and Loss

Particulars	For the year ended March 31, 2019	For the year ended March 31, 2018
Recognised in Profit and Loss account:		
Current tax		
In respect of the current year	1,711.73	4,757.48
In respect of prior years	355.80	36.34
Deferred tax		
In respect of the current year	1,016.50	673.73
Recognised in Other comprehensive income:		
Deferred tax liabilities on Employee benefit Expense	13.09	(11.85)
Total	3,097.12	5,455.70



A reconciliation of income tax expense applicable to accounting profit/(loss) before tax at the statutory income tax rate to recognise income tax expense for the year is as follows:

(₹ in lakhs)

Particulars	As at 31 st March, 2019	As at 31st March, 2018
Accounting profit before income tax	7,736.79	15,431.48
Statutory income tax rate	34.944%	34.608%
Tax at statutory income tax rate of 34.944%	2,703.54	5,340.52
Tax Effect of		
Non-Deductible business Expenses	1,035.25	185.10
Deduction on Capital Expenditure	(2,027.05)	(768.14)
Taxes from prior period	355.80	36.34
Deferred tax		
Property, plant and equipment	994.67	701.16
Gratuity and other employee benefit	6.47	(27.43)
Defined benefit plans giving rise to temporary differences	28.44	(11.85)
Income taxes recognized in the statement of income	3,097.12	5,455.70

B. Deferred tax Assets and Liabilities

Significant components of deferred tax liabilities/(assets) recognized in the financial statements are as follows:

(₹ in lakhs)

Particulars	As at 31 st March, 2019	As at 31st March, 2018
Deferred tax liabilities (net)	2,091.09	1,061.51
Total	2,091.09	1,061.51

(₹ in lakhs)

Deferred tax balances in relation to	As at 31 st March, 2018	Recognized/ reversed during the year	As at 31 st March, 2019
Property, plant and equipment	1,297.75	994.67	2,292.42
Gratuity and other employee benefit	(194.71)	6.47	(188.24)
Defined benefit plans giving rise to temporary differences	(41.53)	28.44	(13.09)
Total deferred tax for the year	1,061.51	1,029.58	2,091.09

As per our report of even date attached

For and on behalf of Azad Jain & Co

Chartered Accountants F.R.No: 006251C

Rishabh Verdia

Partner M. No. 400600 Place: Mumbai

Dated: 28th April, 2019

For and on behalf of the Board of Directors

M. C. Gupta Chairman

Jayesh B. Bhansali

Executive Director cum CFO

Place : Mumbai **Dated**: 28th April, 2019

B. M. Bhansali Managing Director

Ashwin Patel

Company Secretary

INDEPENDENT AUDITOR'S REPORT

To.

The Members of

Bhansali Engineering Polymers Limited

Report on the Audit of Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of Bhansali Engineering Polymers Limited ("the Company") which comprise the Balance Sheet as at 31st March, 2019, the Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement, the Statement of Changes in Equity for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

Opinion

2. In our opinion and to the best of our information and according to the explanations given to us, the accompanying consolidated financial statements give the information required by the Companies Act, 2013 ("the Act"), in the manner so required and give a true and fair view in conformity with Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit, total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis of Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Kev Audit Matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current year. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1	Evaluation of tax assumptions	Principal Audit Procedures
	The Company has certain tax assumptions which involves significant judgments.	Obtained details of completed tax assessments as on March 31, 2019 from management. We involved experts to evaluate the management's underlying assumptions in estimating the tax provision. The experts also considered legal precedence and other rulings in evaluating management's position on these tax positions.

Information other than the Consolidated Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.



In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting fraud and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

In preparing the financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- · Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- · Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- · Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal & Regulatory Requirements

- 8. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and 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 it appears from our examination of those books;
 - The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), the Cash Flow statement and the Statement of Changes in Equity dealt with by this report are in agreement with the books of account;
 - In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
 - On the basis of written representations received from the Directors as on 31st March, 2019, taken on record by the Board of Directors, none of the directors are disqualified as on 31st March, 2019 from being appointed as a Director in terms of Section 164(2) of the Act.
 - With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operative effectiveness of such controls, refer to our separate report in "Annexure I".
 - With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - The Company has disclosed the impact of pending litigations, if any, on its financial position in its Consolidated financial statements.
 - The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For and on behalf of Azad Jain & Co

Chartered Accountants F. R. No.: 006251C

> Rishabh Verdia Partner

M. No.: 400600

Place: Mumbai Date: 28th April, 2019



Annexure - I to the Independent Auditor's Report

(Referred to in paragraph 8 (f) under the heading of "Report on Other Legal and Regulatory Requirements" section of our report of even date)

Report on the Internal Financial Controls under clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Bhansali Engineering Polymers Limited as of March 31, 2019 in conjunction with our audit of the Ind AS consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by the Institute of Chartered Accountants of India and deemed to be prescribed u/s 143 (10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls system over financial reporting included obtaining an understanding of internal financial controls system over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depends upon the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transaction and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also,

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projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

> For and on behalf of Azad Jain & Co

> Chartered Accountants F. R. No.: 006251C

Rishabh Verdia

Partner M. No.: 400600

Place: Mumbai **Date**: 28th April, 2019



Consolidated Balance Sheet as at 31st March, 2019

(₹ in lakhs)

rticu	lars	Note No.	As at 31 st March, 2019	As at 31st March, 2018
As	sets			,
(1)				
` ,	(a) Property, Plant and Equipment	4	14,343.99	10,723.96
	(b) Capital Work in Progress		_	607.46
	(c) Intangible Assets	4A	5.92	17.44
	(d) Investment in Joint Venture	5	131.86	63.42
	(e) Financial Assets			
	(ii) Loans	6(i)	_	-
	(iii) Other Financial Assets	7(i)	228.83	197.66
	(f) Deferred Tax Assets	17	201.33	236.24
	(g) Other Non-Current Assets	8(i)	_	-
	Total Non-Current Assets (A)	J(.)	14,911.93	11,846.18
(2)	· ,			
(-)	(a) Inventories	9	10,012.57	8,002.02
	(b) Financial Assets	Ŭ.		0,002.02
	(i) Trade Receivables	10	22,379.96	18,541.75
	(ii) Cash and Cash Equivalents	11	2,053.11	2,883.82
	(iii) Bank Balances Other than (ii) above	12	345.19	357.08
	(iv) Loans	6(ii)	2,146.04	3.12
	(v) Other Financial Assets	7(ii)	704.00	220.19
	(c) Other Current Assets	8(ii)	503.30	684.59
	Total Current Assets (B)	· (11)	38,144.17	30,692.57
	Total Assets (A)+(B)		53,056.10	42,538.75
Eq	uity & Liabilities			
(1)	Equity			
	(a) Equity Share Capital	13	1,659.06	1,659.06
	(b) Other Equity	14	28,213.05	24,067.51
	Total Equity (A)		29,872.12	25,726.57
(2)	Liabilities			
	Non-Current Liabilities			
	(a) Financial Liabilities			
	(i) Other Non-Current Financial Liability	15(i)	0.30	0.30
	(b) Long Term Provisions	16(i)	417.89	449.43
	(c) Deferred Tax Liabilities	17	2,292.42	1,297.75
	Total Non-Current Liabilities (B)		2,710.61	1,747.48
	Current Liabilities			
	(a) Financial Liabilities			
	(ii) Trade Payables	18		
	Total outstanding dues of Micro, Small and Medium Enterprises	-	_	
	Total outstanding dues of other than Micro, Small and Medium Enterprises		19,445.95	12,574.73
	(iii) Other Current Financial Liabilities	15(ii)	308.11	295.2
	(b) Other Current Liabilities	19	632.91	793.04
	(c) Short Term Provisions	16(ii)	86.40	40.07
	(d) Current Tax Liabilities (Net)	. = ()	-	1,361.65
	Total Current Liabilities (C)	·	20,473.37	15,064.70
	Total Equity and Liabilities (A)+ (B) +(C)		53,056.10	42,538.75

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For and on behalf of

Azad Jain & Co Chartered Accountants F.R.No: 006251C

Rishabh Verdia

Partner

M. No. 400600 Place : Mumbai Dated: 28th April, 2019 For and on behalf of the Board of Directors

M. C. Gupta

Chairman

Jayesh B. Bhansali

Executive Director cum CFO

B. M. Bhansali Managing Director

Ashwin Patel Company Secretary

Place : Mumbai Dated: 28th April, 2019

Consolidated Statement of Profit and Loss for the year ended 31st March, 2019

(₹ in lakhs)

CON		No.	31 st March, 2019	31st March, 2018
0011	TINUING OPERATIONS			
l.	Income:			
	Gross Revenue including GST & Excise		144,391.19	120,455.38
	Less: GST		21,913.20	14,572.25
	Revenue from Operations	20	122,477.99	105,883.13
	Other Income	21	689.80	1,369.58
	Total Income		123,167.79	107,252.71
II.	Expenses:			
	Cost of Materials Consumed	22	69,881.96	58,988.94
	Purchase of Traded Goods		32,609.92	10,218.46
	Changes in Inventories of Finished Goods and Stock in Trade	23	(903.18)	5,198.09
	Employee Benefits Expense	24	3,243.94	3,742.70
	Excise Duty		-	2,713.99
	Finance Costs	25	121.30	773.89
	Depreciation and Amortization Expense	4 & 4A	734.00	607.03
	Other Expenses	26	9,743.06	9,578.13
	Total Expenses		115,431.00	91,821.23
III.	Profit before share of net profits/(loss) of investment			
	accounted for using equity method and tax (I - II)		7,736.79	15,431.48
IV.	Share of net profit/(loss) from Joint Venture accounted for using the	9	00.40	00.70
.,	equity method		68.43	38.73
V.	Profit before tax (III+IV)		7,805.22	15,470.21
VI.	Tax Expense:		0.007.50	4 700 00
	Current Tax		2,067.53	4,793.82
	Deferred Tax		1,016.50	673.73
V/II	Total Tax Expenses		3,084.03	5,467.55
VII.	Profit from continuing operations (V-IV)		4,721.19	10,002.66
VIII.	Other Comprehensive Income Items that will not be reclassified to Profit or Loss			
		07		(24 OE)
	Re-measurement Gain/(losses) of defined benefit plans Income Tax on above	27	37.47	(34.25)
			(13.09)	11.85
IX.	Other Comprehensive Income/(Loss), Net of Tax		24.38	(22.40)
IX. X.	Total Comprehensive Income for the year (VII-VIII) Earnings per Equity Share of ₹ 1 each		4,745.57	9,980.26
۸.	(from continuing Operation):			
	Basic (₹)		2.85	6.03
	Diluted (₹)		2.85	6.03

The accompanying notes are an integral part of the financial statements.

As per our report of even date attached

For and on behalf of Azad Jain & Co

Chartered Accountants F.R.No: 006251C

Rishabh Verdia

Partner M. No. 400600

Place: Mumbai Dated: 28th April, 2019 For and on behalf of the Board of Directors

M. C. Gupta Chairman

B. M. Bhansali Managing Director

Jayesh B. Bhansali

Executive Director cum CFO

Ashwin Patel Company Secretary

Place : Mumbai Dated: 28th April, 2019



Consolidated Statement of Changes in Equity for the year ended 31st March, 2019

(A) Equity Share Capital

(₹ in lakhs)

Particulars	Number of Shares	Amount
At April 1, 2017	165,905,640	1,659.06
Changes in Equity Share Capital during the year	-	_
At March 31, 2018	165,905,640	1,659.06
Changes in Equity Share Capital during the year	_	_
At March 31, 2019	165,905,640	1,659.06

(B) Other Equity

(₹ in lakhs)

	Reserves and Surplus			
Particulars	Retained Earnings (Note 14)	General reserve (Note 14)	Securities premium (Note 14)	Total
Balance as at April 1, 2017	11,284.61	225.00	2,977.00	14,486.61
Profit for the year	10,002.66	_	_	10,002.66
Other Comprehensive Income/(Loss) for the year	(22.40)	_	_	(22.40)
Total Comprehensive Income	9,980.26	_	_	9,980.26
Final Dividends Paid	(331.81)	_	_	(331.81)
Dividend Distribution Tax	(67.55)	_	_	(67.55)
Balance as at 31st March, 2018	20,865.51	225.00	2,977.00	24,067.51
Profit for the year	4,721.19	_	_	4,721.19
Other Comprehensive Income/(Loss) for the year	24.38	_	_	24.38
Total Comprehensive Income	4,745.57	_	_	4,745.57
Final Dividends Paid	(497.72)	_	_	(497.72)
Dividend Distribution Tax	(102.31)	_	_	(102.31)
Balance as at 31st March 2019	25,011.05	225.00	2,977.00	28,213.05

As per our report of even date attached

For and on behalf of Azad Jain & Co Chartered Accountants F.R.No: 006251C

Rishabh Verdia Partner

M. No. 400600 Place: Mumbai Dated: 28th April, 2019 For and on behalf of the Board of Directors

M. C. Gupta Chairman

Jayesh B. Bhansali Executive Director cum CFO B. M. Bhansali Managing Director

Ashwin Patel Company Secretary

Place : Mumbai Dated: 28th April, 2019

Consolidated Statement of Cash Flow for the year ended 31st March, 2019

Particulars	Year ended 31 st March, 2019	Year ended 31st March, 2018
Cash Flows from Operating Activities		
Profit before tax as per statement of Profit and Loss	7,736.79	15,431.48
Adjustments to reconcile Profit before Tax to Net Cash Flows		
Depreciation of Property, Plant and Equipment	719.45	574.58
Amortisation of Intangible Assets	14.55	32.45
Profit on Disposal/Write Off of Fixed Assets (Net)	(9.34)	(1.41)
Net (Gain)/Loss on Sale of Investments	(21.88)	(0.35)
Interest Income	(301.11)	(1,202.33)
Finance Costs	121.30	773.89
Unrealised Exchange (Gain)/Losses	(419.15)	2.56
Operating profit before working capital changes	7,840.61	15,610.87
Movement in Working Capital:		
Decrease/(Increase) in Inventories	(2,010.55)	5,923.08
Decrease/(Increase) in Trade and Other receivables		(4,870.74)
Decrease/(Increase) in bank balance other than Cash and Cash Equivalents		1,181.37
Decrease/(Increase) in other Non-current Financial Assets	(31.17)	(67.04)
Decrease/(Increase) in other current Financial Assets	(658.49)	815.17
Decrease/(Increase) in Other Current Assets	91.55	1,639.88
Increase/(Decrease) in Trade Payable	7,290.37	2,699.54
Increase/(Decrease) in Provision	52.26	15.73
Increase/(Decrease) in Other Current Financial Liabilities	12.90	(158.23)
Increase/(Decrease) in Other Current Liabilities	(160.13)	631.85
Cash generated from/(used in) Operations	8,601.02	23,421.48
Direct taxes paid, net of refunds	(3,254.49)	
Net Cash Flow from/(used in) Operating Activities (A)	5,346.53	19,197.98
Cash Flows from Investing Activities		
Purchase of Property, Plant and Equipment including CWIP	(3,655.21)	(2,831.55)
Proceeds from sale of Property, Plant and Equipment	19.23	22.39
Proceeds from Sale of Investments (net)	21.88	0.35
Interest Income	301.11	1,202.33
Net Cash from/(used in) Investing Activities (B)	(3,312.99)	(1,606.48)



Consolidated Statement of Cash Flow for the year ended 31st March, 2019 (Contd.)

(₹ in lakhs)

Year ended 31 st March, 2019	Year ended 31st March, 2018
(121.30)	(773.89)
(2,142.92)	(1.33)
_	(13,710.19)
(600.03)	(399.36)
(2,864.25)	(14,884.79)
(830.71)	2,706.71
2,883.82	177.11
2,053.11	2,883.82
	31st March, 2019 (121.30) (2,142.92) - (600.03) (2,864.25) (830.71) 2,883.82

Notes:

- The above Cash Flow Statement has been prepared under the 'Indirect method' as set out in the Ind AS-7 on Statement of Cash Flow as notified under Companies (Accounts) Rules, 2015.
- Cash flow from operating activities includes ₹ 116.43 lakh (31st March, 2018 ₹ 58.64 lakh) being the expenditure towards Corporate Social Responsibility.
- 3. Previous year's figures have been regrouped and rearranged wherever necessary.

As per our report of even date attached

For and on behalf of Azad Jain & Co Chartered Accountants F.R.No: 006251C

Rishabh Verdia

Partner M. No. 400600 Place: Mumbai Dated: 28th April, 2019 For and on behalf of the Board of Directors

M. C. Gupta Chairman

Jayesh B. Bhansali Executive Director cum CFO

B. M. Bhansali Managing Director

Ashwin Patel Company Secretary

Place: Mumbai Dated: 28th April, 2019

Notes to the Consolidated Financial Statement for the year ended 31st March, 2019

1. The consolidated financial statements include results of the following Joint venture company of Bhansali Engineering Polymers Limited:

Name of the Company	Country of incorporation	% Shareholding
Bhansali Nippon A & L Private Limited	India	50%

Statement of Compliance

The Consolidated financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015, and amendments made thereafter and the relevant provisions of the Companies Act, 2013 ("the Act") and guidelines issued by the Securities and Exchange Board of India (SEBI), as applicable.

1.2 Basis of Preparation

The Financial statements have been prepared on an accrual basis and under the historical cost convention, except for certain assets and liabilities that are required to be measured at fair value as per Ind AS.

The Financial statements are presented in Indian Rupees ("INR") and all values are rounded to the nearest lakhs, except otherwise stated as per the requirement of Schedule III.

- Notes to these consolidated financial statements are intended to serve as a means of informative disclosure and a guide to better understanding of the consolidated position of the company. Recognising this purpose, the company has disclosed only such notes from the individual financial statements, which fairly represent the needed disclosures.
- 2. The accounting policies of the parent are best viewed in its standalone financial statements, Note 1-3. Difference in accounting policies followed by the other entity consolidated have been reviewed and no adjustments have been made, since the impact of these differences is not significant.
- Significant accounting policies followed by joint venture, to the extent, different and unique from the parent. 3.

(The accounting policies of the parent are best viewed in its standalone financial statements, Note 1-3).

Bhansali Nippon A & L Private Limited.

(a) Depreciation & Amortisation

In respect of fixed assets acquired during the year, depreciation / amortization is charged on a written down basis so as to write-off the cost of the assets over the useful lives and for the assets acquired prior to April 1, 2014, the carrying amount as on April 1, 2014 is depreciated over the remaining useful life based on an evaluation. Assets individually costing up to ₹ 5,000 are fully depreciated in the year of purchase. Depreciation on additions/deletion is provided on pro-rata basis from/up to the date of such addition/ deletions.

(b) Retirement and other employee benefits

In respect of Company's contibution towards statutory dues of employees such as Provident Fund, ESIC, Super Annuation etc. the same is not applicable due to insignificant number of employees during the year. Similarly remeasurements comprising of actuarial gains and losses of Leave encashment and Gratuity is not recognised in the Balance sheet since there is no liability towards the same.



NOTE 4: PROPERTY PLANT AND EQUIPMENT

(₹ in lakhs)

Particulars	Freehold land	Leasehold land	Buildings	R & D-Buildings	Plant and machinery	R & D-Plant & Machinery & Equipments	Furniture, Fixtures & Office Equipments	Vehicles	Total
Cost									
As at April 1, 2017	14.85	140.99	2,284.25	_	6,078.39	_	559.52	203.23	9,281.23
Additions	-	_	130.09	_	2,025.32	_	68.00	180.58	2,403.99
Disposals	_	_	(365.74)	_	_	_	(1.26)	(84.98)	(451.98)
Balance as at March 31, 2018	14.85	140.99	2,048.60	_	8,103.71	_	626.26	298.83	11,233.24
Additions	_		52.27	715.50	2,071.74	1,125.82	290.17	93.88	4,349.38
Transfers	_	_	_	_	_	_	_	_	_
Disposals	_	_	_	_	_	_	_	(113.05)	(113.05)
Balance as at March 31, 2019	14.85	140.99	2,100.87	715.50	10,175.45	1,125.82	916.43	279.66	15,469.57
Accumulated Depreciation									
As at April 1, 2017	***************************************	•••••	•	••••	•••••		•••••••••••••••••••••••••••••••••••••••		•••••
Charge for the Year 2017-18	_		71.52	_	375.03	_	85.95	42.08	574.58
Disposals	_		_	_		_	(1.05)	(64.25)	(65.30)
Balance as at March 31, 2018	-	-	71.52	-	375.03	-	84.90	(22.17)	509.28
Charge for the Year	_	_	75.98	4.11	468.86	10.10	99.22	61.18	719.45
Disposals	_	_	_	_		_	_	(103.15)	(103.15)
Balance as at March 31, 2019	-	_	147.50	4.11	843.89	10.10	184.12	(64.14)	1,125.58
Net Block			•	•	•••••		•		•
As at March 31, 2019	14.85	140.99	1,953.37	711.39	9,331.56	1,115.72	732.31	343.80	14,343.99
As at March 31, 2018	14.85	140.99	1,977.08	-	7,728.68	_	541.36	321.00	10,723.96

NOTE 4A: OTHER INTANGIBLE ASSETS

Computer Software & Licenses

Particulars	Total
Cost	
As At April 1, 2017	18.71
Additions	31.18
Disposals	
Balance as at March 31, 2018	49.89
Additions	3.03
Disposals	
Balance as at March 31, 2019	52.92
Accumulated Amortisation	
As At April 1, 2017	
Charge for the Year	32.45
Disposals	_
Balance as at March 31, 2018	32.45
Charge for the Year	14.55
Disposals	
Balance as at March 31, 2019	47.00
Net Block	
Balance as at March 31, 2019	5.92
Balance as at March 31, 2018	17.44

NOTE 5: INVESTMENT IN JOINT VENTURE

(₹ in lakhs)

	As at 31 st March, 2019	As at 31 st March, 2018
Investments consist of the following:		
(i) Investments- Non-current - Valued as per Equity method		
Fully paid unquoted investments of Joint Venture Company		
15,00,000 (Previous Year : 15,00,000) Equity Shares of ₹ 10 each fully paid up of Joint Venture Company Bhansali Nippon A&L Pvt Ltd	131.86	63.42
Total value of investment (unquoted)	131.86	63.42

NOTE 6: LOANS

(₹ in lakhs)

	As at 31 st March, 2019	As at 31st March, 2018
Loans (unsecured) consist of the following:		
(i) Long-term loan		
Considered good unless otherwise stated		
(a) Loans & Advances to Employees	-	-
	_	_
(ii) Short-term loans		
Considered good unless otherwise stated		
(a) Loans & advances to employees	2.34	3.12
(b) Loans others	2,143.70	_
(c) Loans Receivables which have significant increase in credit risk	_	_
(d) Loans Receivables - credit impared	_	_
	2,146.04	3.12

NOTE 7: OTHER FINANCIAL ASSETS

	As at 31 st March, 2019	As at 31 st March, 2018
Other financial assets consist of the following:		
(i) Non-current financial assets		
(a) Security deposits	228.83	197.66
	228.83	197.66
(ii) Current financial assets		
(a) Security deposits	56.08	39.89
(b) Advances recoverable in cash for value to be received	467.23	174.09
(c) Advance Income Tax	174.69	-
(d) Interest accrued on deposits	6.00	6.21
	704.00	220.19



NOTE 8: OTHER ASSETS

(₹ in lakhs)

		()
	As at 31 st March, 2019	As at 31st March, 2018
Other assets consist of the following:		
(i) Other non-current assets		
Considered good		
(a) Prepaid expenses	-	_
	_	_
(ii) Other current assets		
Considered good unless otherwise stated		
(a) Prepaid expenses	63.57	27.67
(b) Capital advance in kind or for value to be received	110.04	199.78
(c) Balance with statutory/Government authorities	92.71	207.26
(d) Advance to suppliers	236.98	249.88
	503.30	684.59

NOTE 9: INVENTORIES

(₹ in lakhs)

	As at 31 st March, 2019	As at 31st March, 2018
(Valued at lower of cost and net realisable value)		
Finished Goods	628.48	116.80
Stock-in-Process	1,789.47	1,397.97
Raw Materials	2,184.32	2,735.68
Goods in Transit	4,849.30	3,235.82
Packing Materials Stores & Spares	44.49	45.66
Stores & Spares	516.51	470.09
	10,012.57	8,002.02

NOTE 10: TRADE RECEIVABLES

(₹ in lakhs)

		(VIII Iani 15)
	As at 31 st March, 2019	As at 31st March, 2018
Trade receivables	22,379.96	18,541.75
Less: Allowances recognised for expected credit losses	_	_
	22,379.96	18,541.75
Break-up for security details of trade receivables		
Secured, considered good	_	_
Unsecured, considered good	22,379.96	18,541.75
Trade Receivables which have significant increase in credit risk		
Trade Receivables – credit impaired		
	22,379.96	18,541.75
Allowances for doubtful receivables		
	22,379.96	18,541.75

There are no trade or other receivable due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

An ISO 9001:2015 Company

NOTE 11: CASH AND CASH EQUIVALENTS

(₹ in lakhs)

	As at 31 st March, 2019	As at 31 st March, 2018
Cash and cash equivalents consist of the following:		
(i) Balances with banks		
In current accounts	2,045.46	2,874.54
(ii) Cash on hand	7.65	9.28
	2,053.11	2,883.82

NOTE 12: BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in lakhs)

	As at 31 st March, 2019	As at 31 st March, 2018
(i) Earmarked balance towards dividend#	48.19	37.08
(ii) Margin Money with banks	297.00	320.00
	345.19	357.08

[#] These balances are available for use only towards settlement of corresponding unpaid dividend liabilities.

NOTE 13: SHARE CAPITAL

(₹ in lakhs)

	As at 31 st March, 2019	As at 31 st March, 2018
Authorised Share Capital		
20,00,00,000 (P.Y. 20,00,00,000) Equity Shares of ₹ 1/- each	2,000.00	2,000.00
	2,000.00	2,000.00
Issued, Subscribed and Fully Paid-up		
16,59,05,640 (P.Y. 16,59,05,640) Equity Shares of ₹ 1/- each fully paid up	1,659.06	1,659.06
	1,659.06	1,659.06

Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity Shares	As a 31 st Marc		As at 31 st March, 2018	
	No's	(₹ in lakhs)	No's	(₹ in lakhs)
At the beginning of the year	165,905,640	1,659.06	165,905,640	1,659.06
Changes during the year	_	_	_	_
Outstanding at the end of the period	165,905,640	1,659.06	165,905,640	1,659.06

(b) Terms/Rights attached to Equity Shares

The Company has only one class of equity shares having par value of ₹ 1 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive 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.



Details of shareholders holding more than 5% shares in the Company

Name of the shareholder	As at 31 st March, 2019		As at 31 st March, 2018	
Name of the Shareholder	No's	% holding in the class	No's	% holding in the class
Mr. B.M. Bhansali	1,63,84,887	9.88%	1,63,84,887	9.88%
Bhansali International Pvt Ltd	1,61,05,183	9.71%	1,61,05,183	9.71%
Sheraton Properties & Finance Limited	1,17,34,000	7.07%	1,17,34,000	7.07%
Mr. Jayesh Bhansali	1,15,61,945	6.97%	1,15,61,945	6.97%
Bentley Commercial Enterprises Limited	88,83,043	5.35%	88,83,043	5.35%
Speedage Commercials Limited	83,84,009	5.05%	83,84,009	5.05%

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

(d) **Dividend Paid and Proposed**

	For the year ended March 31, 2019	For the year ended March 31, 2018
Dividend on Equity Shares declared and paid:		
Final Dividend for the year ended March 31, 2018: ₹ 0.30 per share*		
(Previous year: ₹ 0.20 per share)	497.72	331.81
Dividend distribution tax on Final Dividend	102.31	67.55
Date of approval (date of Annual General Meeting)	September 29, 2018	July 15, 2017
Proposed Dividend on Equity Shares		
Final Dividend for the year ended March 31, 2019: ₹ 0.50 per share		
(Previous year: ₹ 0.30 per share)	829.53	497.72
Dividend distribution tax on proposed dividend	170.51	101.33

^{*} Dividend declared on September 29, 2018 was paid on October 3, 2018.

NOTE 14: OTHER EQUITY

	As at 31st March, 2019	As at 31st March, 2018
Securities premium account		01
Opening balance	2,977.00	2,977.00
Closing balance	2,977.00	2,977.00
General Reserve		
Opening balance	225.00	225.00
Closing balance	225.00	225.00
Retained Earnings		
Opening balance	20,865.51	11,284.61
Profit for the year	4,721.19	10,002.66
Dividend for the year ended March 31, 2017	_	(331.81)
Dividend for the year ended March 31, 2018	(497.72)	_
Dividend distribution tax	(102.31)	(67.55)
Other comprehensive income/(loss)	24.38	(22.40)
Closing balance	25,011.05	20,865.51
Total Other Equity	28,213.05	24,067.51

Nature and purpose of reserves

Securities premium account

The amount received in excess of face value of the equity shares is recognised in Securities Premium Reserve.

(ii) General reserve

General Reserve is used from time to time to transfer profits from retained earnings fro appropriation purposes. General Reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.

(iii) Retained Earning

Retained earning are the profits that the Group has earned till date, less any transfer to General Reserve, dividends or other distributions paid to the shareholders.

NOTE 15: OTHER FINANCIAL LIABILITIES

(₹ in lakhs)

	As at 31 st March, 2019	As at 31 st March, 2018
Other financial liability consist of the following:		
(i) Other Non-Financial Current Liabilities		
Deposit	0.30	0.30
	0.30	0.30
(ii) Other Financial Current Liabilities		
Employee dues	241.87	248.11
Unclaimed dividend	48.19	37.08
Other dues	18.05	10.02
	308.11	295.21

NOTE 16: PROVISIONS

(₹ in lakhs)

		(* 111 161410)
	As at 31 st March, 2019	As at 31st March, 2018
Provisions consist of the following:		
(i) Non-current provision		
(a) Provision for gratuity	335.36	364.27
(b) Provision for leave benefits	82.53	85.16
	417.89	449.43
(ii) Current provision		
(a) Provision for gratuity	76.59	33.87
(b) Provision for leave benefits	9.81	6.20
	86.40	40.07

NOTE 17: DEFERRED TAX LIABILITIES (NET)

	As at 31 st March, 2019	As at 31st March, 2018
Deferred tax liabilities:		
Property, Plant and Equipment	2,292.42	1,297.75
Deferred tax liabilities (Net)	2,292.42	1,297.75
Deferred tax assets		
Gratuity and other employee benefits	188.24	194.71
Defined benefit plans giving rise to temporary differences	13.09	41.53
Deferred tax assets (Net)	201.33	236.24
	2,091.09	1,061.51



NOTE 18: TRADE PAYABLES

(₹ in lakhs)

	As at 31 st March, 2019	As at 31st March, 2018
Trade payable consist of the following:		
Dues to micro and small enterprises	-	_
Dues to others		
Trade payables to others	19,445.95	12,574.73
Trade payables to Related parties	-	_
	19,445.95	12,574.73

NOTE 19: OTHER CURRENT LIABILITIES

(₹ in lakhs)

	As at 31 st March, 2019	As at 31st March, 2018
Statutory dues	632.91	793.04
	632.91	793.04

NOTE 20: REVENUE FROM OPERATIONS

(₹ in lakhs)

	Year ended 31 st March, 2019	Year ended 31st March, 2018
Sale of finished goods	106,077.46	107,695.01
Trading sales	38,313.73	12,760.37
	144,391.19	120,455.38
Less: GST	21,913.20	14,572.25
Net sales (Net of GST including excise duty)	122,477.99	105,883.13

NOTE 21: OTHER INCOME

	Year ended 31 st March, 2019	Year ended 31st March, 2018
Interest Income on		
Bank deposits	58.14	275.65
Others	242.97	926.68
Profit on sales of assets	9.34	2.55
Bad debts recovered	3.20	3.77
Profit on sale of investment	21.88	0.35
Other non-operating income	354.26	160.58
	689.79	1,369.58

NOTE 22: COST OF MATERIALS CONSUMED

(₹ in lakhs)

	Year ended 31 st March, 2019	Year ended 31st March, 2018
Raw Material		
Inventory at the beginning of the year	5,971.50	6,741.57
Purchases	70,944.08	58,218.87
	76,915.58	64,960.44
Less: Inventory at the end of the year	7,033.62	5,971.50
	69,881.96	58,988.94

NOTE 23: CHANGES IN INVENTORIES OF FINISHED GOODS AND STOCK IN PROCESS

(₹ in lakhs)

	(Viriatio)	
	Year ended 31 st March, 2019	Year ended 31st March, 2018
Inventories at the end of the year		
Finished goods	628.48	116.80
Stock-in-trade	1,789.47	1,397.97
	2,417.95	1,514.77
Less: Inventories at the beginning of the year		
Finished goods	116.80	1,711.42
Stock-in-trade	1,397.97	5,001.44
	1,514.77	6,712.86
	(903.18)	5,198.09

NOTE 24: EMPLOYEE BENEFIT EXPENSES

(₹ in lakhs)

	Year ended 31 st March, 2019	Year ended 31st March, 2018
Salaries, wages and bonus	2,944.08	3,514.16
Contributions to provident fund etc.	116.13	114.64
Staff welfare expenses	183.73	113.90
	3,243.94	3,742.70

NOTE 25: FINANCE COSTS

	Year ended 31 st March, 2019	Year ended 31st March, 2018
Interest expenses	65.20	412.98
Finance & Bank charges	56.10	360.91
	121.30	773.89



NOTE 26: OTHER EXPENSES

(₹ in lakhs)

		(III lakiis)
	Year ended 31 st March, 2019	Year ended 31 st March, 2018
Stores and Spares consumed	507.97	500.73
Packing materials consumed	485.44	457.94
Power and Fuel	3,118.97	3,280.50
Rent, Rates and Taxes	878.70	465.37
Insurance	148.92	49.92
Travelling and Conveyance	453.33	344.95
Repairs and Maintenance:		_
Buildings	21.08	19.51
Machinery	98.10	79.35
Others	79.93	77.32
Printing and Stationery	25.43	20.19
Postage, Telephone, Fax etc.	47.89	57.98
Miscellaneous expenses	449.32	255.32
Donation	35.75	280.00
Research and Development expenses	124.04	_
Loss on sales of assets	_	1.14
Legal and Professional charges	89.67	41.04
Auditors' remuneration:		
Audit fees	4.50	4.00
Tax audit fees	0.45	_
Taxation matters	0.30	_
Review Audit fees and Certification	0.50	1.00
Directors' sitting fees	9.50	9.50
Bad debts	_	855.72
Royalty and Commission	368.73	257.67
Foreign exchange fluctuation	837.19	682.18
Freight and Forwarding	1,835.34	1,776.11
CSR expenses*	116.43	58.64
Cash discount	5.60	2.05
	9,743.08	9,578.13

^{*} During the year, the Company was required to spend ₹ 155.56 lakhs (P.Y. ₹ 58.64 lakhs), out of which the Company has incurred CSR expenses of ₹ 116.43 lakhs (P.Y. ₹ 58.64).

NOTE 27: COMPONENTS OF OTHER COMPREHENSIVE INCOME

	Year ended 31 st March, 2019	Year ended 31st March, 2018
Re-measurement gain/(loss) on defined benefit plans as per Ind AS 19	37.47	(34.25)
	37.47	(34.25)

bhansali engineering polymers limited

An ISO 9001:2015 Company

DETAIL OF JOINT VENTURE AND COMPOSITION OF GROUP 28.

Following Joint venture have been considered in the preparation of consolidated financial statements.

(₹ in lakhs)

6	-	Country of	Proportion of own	ership Interest (%)	Dringing
S	Name of the Company	Incorporation	As at 31 st March, 2019	As at 31st March, 2018	Principal activity
1	Bhansali Nippon A & L Private Limited	India	50%	50%	Sale support service

28.1 Financial information of Bhansali Nippon A & L Private Limited

(₹ in lakhs)

Particulars	As at 31 st March, 2019	As at 31 st March, 2018
Non current assets	40.44	9.62
Current assets	248.91	158.98
Current liabilities	25.63	41.79
Equity attributable to the owners of the equity	263.72	126.82

Particulars	For the year ended 31 st March, 2019	
Revenue	340.01	257.76
Expenses	214.58	180.04
Profit/(Loss) for the year	136.91	77.46
Other comprehensive income for the year	-	_



ADDITIONAL INFORMATION AS REQUIRED UNDER SCHEDULE III TO THE COMPANIES ACT, 2013

As on 31st March 2019

Name of the entities in the Group As % of (₹ in lakhs) Consolidated net assets Parent Group Bhansail Engineering Polymers Limited Hansail Nippon A & L Private Limited Bhansail Nippon A & L Private Limited As on 31st March 2018 As % of (₹ in lakhs) Consolidated consolidat		Net assets, i.e. total assets minus total liabilities as at March 31, 2019	total assets vilities as at 2019	Share of profit or loss for the year ended March 31, 2019	it or loss ended 2019	Share in other Comprehensive Income/(loss) for the year ended March 31, 2019	prehensive the year 1, 2019	Share in total Comprehensive Income/(loss) for the year ended March 31, 2019	orehensive the year 1, 2019
Injurers Limited 100.06% 29,890.26 98.55% 4,652.76 100.00% 24.38 98.56% Private Limited -0.06% (18.14) 1.45% 68.43 0.00% - 1.44% 100.00% 29,872.12 100.00% 4,721.19 100.00% 24.38 100.00% - Net assets, i.e. total assets minus total liabilities as at march 31, 2018 Share in other Comprehensive march 31, 2018 Share in total Comprehensive march 31, 2018 March 31, 20	Name of the entities in the Group	As % of consolidated net assets	(₹ in lakhs)	As % of consolidated profit or loss	(₹ in lakhs)		(₹ in lakhs)		(₹ in lakhs)
Injuners Limited ment as per the ment a	Parent Group								
Private Limited -0.06% (18.14) 1.45% 68.43 0.00% - 1.44% Private Limited 100.00% 29,872.12 100.00% 4,721.19 100.00% 24.38 100.00% 4,7 Net assets, i.e. total assets minus total liabilities as at march 31, 2018 Share in other Comprehensive in total Comprehensive in the year ended income for the year ended in	Bhansali Engineering Polymers Limited	100.06%	29,890.26	98.55%	4,652.76		24.38	98.56%	4,677.1
Private Limited -0.06% (18.14) 1.45% 68.43 0.00% - 1.44% 100.00% 29,872.12 100.00% 4,721.19 100.00% 24.38 100.00% 4,7 Net assets, i.e. total assets minus total liabilities as at minus total liabilities as at minus total liabilities as at march 31, 2018 Share in other Comprehensive liabilities as at march 31, 2018 Share in total Comprehensive liabilities as at march 31, 2018 March 31, 2018 March 31, 2018 March 31, 2018	vestment as per								
Private Limited -0.06% (18.14) 1.45% 68.43 0.00% - 1.44% 4,721.19 100.00% - 1.44% 4,721.19 100.00% 24.38 100.00% 4,7 Net assets, i.e. total assets Share of profit or loss for minus total liabilities as at minus total liabilities as at minus total liabilities as at march 31, 2018 Share in other Comprehensive licement of the year ended liabilities as at march 31, 2018 March 31, 2018 March 31, 2018 March 31, 2018	Indian								
100.00% 29,872.12 100.00% 4,721.19 100.00% 24.38 100.00% Net assets, i.e. total assets Share of profit or loss for Share in other Comprehensive Share in total Compreminus total liabilities as at the year ended Income for the year ended Income for the year ended Income for the year March 31, 2018 March 31, 2018 March 31, 2018	Bhansali Nippon A & L Private Limited	-0.06%	(18.14)	1.45%	68.43		T	1.44%	68.4
Net assets, i.e. total assets Share of profit or loss for Share in other Comprehensive minus total liabilities as at the year ended March 31, 2018 March 31, 2018	Grand Total	100.00%	29,872.12	100.00%	4,721.19		24.38	100.00%	4,745.5
Share of profit or loss for Share in other Comprehensive the year ended Income for the year ended March 31, 2018 March 31, 2018	s on 31st March 2018								
		Net assets, i.e. minus total liab March 31,	total assets illities as at 2018	Share of profit the year e March 31,	or loss for inded 2018	Share in other Com Income for the ye March 31, 20	prehensive ar ended 318	Share in total Com Income for the ye March 31, 20	orehensive ar ended 018

As oil 5 ist ivigitii 20 is								
	Net assets, i.e. total assets minus total liabilities as at March 31, 2018	total assets dilities as at 2018	Share of profit or loss for the year ended March 31, 2018		Share in other Comprehensive Share in total Comprehensive Income for the year ended March 31, 2018 March 31, 2018	nprehensive ear ended 2018	Share in total Comprehensiv Income for the year ended March 31, 2018	prehensive ar ended :018
Name of the entities in the Group	As % of consolidated net assets	(₹ in lakhs)	As % of consolidated profit or loss	As % of (₹ in lakhs) olidated t or loss	As % of consolidated other comprehensive income/(loss)	As % of (₹ in lakhs) olidated other shensive ne/(loss)	As % of total (₹ in lakhs) comprehensive income/(loss)	(₹ in lakhs)
Parent Group								
Bhansali Engineering Polymers Limited	100.34%	25,813.15	99.61%	9,963.93	100.00%	(22.40)	99.61%	9,941.53
Joint Venture (Investment as per the equity method) :-								
Indian								
Bhansali Nippon A & L Private Limited	-0.34%	(86.58)	0.39%	38.73	%00:0	1	0.39%	38.73
Grand Total	100.00%	25,726.57	100.00%	100.00% 10,002.66	100.00%	(22.40)	100.00%	9,980.26

Form AOC - 1

(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

:		
1.	Name of Associates/Joint Ventures	Bhansali Nippon A&L Private Limited
2.	Latest Audited Balance Sheet Date	31st March, 2019
3.	Shares of Associate/Joint Ventures held by the company on the year end	
	a. No. of Shares held	*15,00,000 (Fifteen lakh Equity Shares)
	b. Amount of Investment in Associates/Joint Venture	₹ 1,50,00,000 (Rupees One Crore Fifty lakh)
	c. Extent of Holding (%)	50 (Fifty)
4.	Description of how there is significant influence	The Company holds 50% Equity Shares of the Joint Venture Company.
		As per the Joint Venture Agreement dated 11th May, 2013, the Company has a right to appoint 50% of the Directors on the Board of the Joint Venture Company including its Chairman.
5.	Reason why the Associate/Joint Venture is not consolidated	Not Applicable
6.	Networth attributable to Shareholding as per latest audited Balance Sheet	₹ 1,31,86,222 (50% share)
7.	Profit for the year (FY 2018-19)	
	i. Considered in Consolidation	₹ 68.43 lakh
	ii. Not Considered in Consolidation	Not Applicable

*Out of aforesaid 15 lakh Equity Shares, Bhansali International Pvt. Ltd. holds One Equity share as nominee shareholder of the Company.

1.	Names of Associates or Joint Ventures which are yet to commence operations	None
2.	Names of Associates or Joint Ventures which have been liquidated or sold during the year	None

As the Company has no Subsidiary Company, 'Part A' is not applicable.

As per our report of even date

For Azad Jain & Co

Firm Regn. No: 006251C

Rishabh Verdia

Partner

M. No. 400600

Place: Mumbai **Dated**: April 28, 2019 For and on behalf of the Board of Directors

M. C. Gupta

Chairman

B. M. Bhansali Managing Director

Jayesh B. Bhansali

Ashwin M. Patel

Executive Director cum CFO Company Secretary

Place: Mumbai **Dated** : April 28, 2019



bhansali engineering polymers limited

CIN: L27100MH1984PLC032637

Regd. Off.: 401, 4th Floor, Peninsula Heights, C. D. Barfiwala Road, Andheri (West), Mumbai 400 058. Website: www.bhansaliabs.com • Email: investors@bhansaliabs.com
Tel: +91 22 2621 6060/61/62/63/64 • Fax: +91 22 2621 6077

ATTENDANCE SLIP

35th Annual General Meeting - 28th September, 2019 at 11.30 am

Name of the Member(s)	
Registered Address	
DP ID & Client ID/Folio No.	
Nos. of Shares held	

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company.

I hereby record my presence at the 35th Annual General Meeting of the Company on Saturday, 28th September, 2019 at 11.30 am at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber, Veer Nariman Road, Churchgate, Mumbai - 400 020.

Signature of Member/Proxy

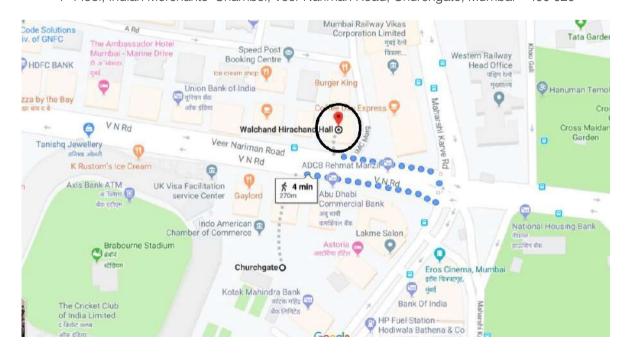
Note: Please fill in this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of Annual Report to the AGM.

ROUTE MAP

35th Annual General Meeting of the Company, to be held on Saturday, 28th September, 2019 at 11.30 am at

Walchand Hirachand Hall

4th Floor, Indian Merchants' Chamber, Veer Nariman Road, Churchgate, Mumbai – 400 020





bhansali engineering polymers limited

CIN: L27100MH1984PLC032637

Regd. Off.: 401, 4th Floor, Peninsula Heights, C. D. Barfiwala Road, Andheri (West), Mumbai 400 058.

Website: www.bhansaliabs.com • Email: investors@bhansaliabs.com

Tel: +91 22 2621 6060/61/62/63/64 • Fax: +91 22 2621 6077

[Form No. MGT-11] PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) Registered Address Email ID		er(s)	
		3	
D	P ID & Client ID/F	olio No.	
I/W	e, being the meml	ber(s) holding	shares of the above named Company, hereby appoint:
1.	Mr./Ms.	:	
	Address	:	
	having email ID	:	or failing him/her
2.	Mr./Ms.	:	
	Address	:	
	having email ID	:	or failing him/her
3.	Mr./Ms.	:	
	Address	:	
	having email ID	:	or failing him/her
as	my/our proxy to a	ittend and vote	(on a poll) for me/us and on my/our behalf at the 35th Annual General Meeting of the

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **35th Annual General Meeting** of the Company, to be held on Saturday, 28th September, 2019 at 11.30 am at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber, Veer Nariman Road, Churchgate, Mumbai – 400 020 and at any adjournment thereof in respect of following resolutions:

Resolution	Destination of Desclution (a)	Optional*	
No.	Particulars of Resolution(s)	For	Against
Ordinary Business			
1.	To receive, consider and adopt:		
	 a. Audited Financial Statements of the Company for the Financial Year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors thereon; 		
	b. Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2019 and the Report of Auditors thereon.		
2	To declare a dividend for the financial year ended 31st March 2019.		
3.	To appoint a Director in place of Mr. Jayesh B. Bhansali (DIN: 01062853), who retires by rotation and being eligible, offers himself for re-appointment.		

Resolution No.	Destinutors of Deschrition(s)		Optional*	
	Particulars of Resolution(s)	For	Against	
	Special Business			
4.	Payment of Remuneration to the Cost Auditors of the Company for the Financial Year 2019-20.			
5.	To increase the Authorized Share Capital of the Company.			
6.	Alteration in the Capital Clause of Memorandum of Association.			

Signature of 1st Proxv	Signature of 2 nd Proxy	Signature of 3 rd Proxy	
Signature of Shareholder			Affix Revenue Stamp of Re. 1/-
Signed this	day of	2019	

Notes:

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the ensuing Annual General Meeting.
- 2. *This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 3. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

SOME APPLICATION(S) OF "OUR PRODUCTS"

> ABS – Application















