



## **NOTICE**

**NOTICE** is hereby given that the Thirty Second Annual General Meeting (AGM) of the Members of **Bhansali Engineering Polymers Limited** will be held on Saturday, 24<sup>th</sup> September, 2016 at 11:00 A.M. at Walchand Hirachand Hall, 4th Floor, Indian Merchants' Chamber, Veer Nariman Road, Churchgate, Mumbai – 400 020 to transact the following businesses:

### **ORDINARY BUSINESS:**

#### **1. ADOPTION OF ACCOUNTS:**

- (i) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 together with the Report of the Board of Directors and the Auditors thereon.
- (ii) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 together with the Report of the Auditors thereon.

#### **2. DECLARATION OF DIVIDEND:**

To declare dividend on Equity Shares of the Company for the financial year ended 31<sup>st</sup> March, 2016.

#### **3. APPOINTMENT OF MR. BABULAL M. BHANSALI, THE RETIRING DIRECTOR:**

To appoint a Director in place of Mr. Babulal M. Bhansali (DIN: 00102930), who retires by rotation and being eligible, offers himself for re-appointment.

#### **4. APPOINTMENT OF AUDITORS:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s B. L. Dasharda & Associates, Chartered Accountants, Mumbai, (Firm Registration No. 112615W), the retiring Auditors, be and are hereby re-appointed as the Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and the Board of Directors of the Company be and is hereby authorized to fix their remuneration for the said period, post recommendation by the Audit Committee and on mutually agreed terms and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties."

### **SPECIAL BUSINESS:**

#### **5. RE-APPOINTMENT OF MR. BABULAL M. BHANSALI AS MANAGING DIRECTOR OF COMPANY:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197 and 203 of Companies Act, 2013 read with Schedule V thereto, Articles of Association of Company and other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the requisite approval of the Central Government, if required, the approval of shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Babulal M. Bhansali (DIN 00102930) as the Managing Director of Company; being liable to retire by rotation, for a period of three years w.e.f. 1<sup>st</sup> April, 2016 i.e. upto 31<sup>st</sup> March, 2019 for a gross remuneration/CTC of ₹ 60 Lacs per annum viz. ₹ 5 Lacs per month, as per the details mentioned hereinbelow, with further liberty to the Board of Directors of the Company to alter and vary the terms and conditions of said employment of Mr. Babulal M. Bhansali, on the recommendations made by the Nomination and Remuneration Committee from time to time and as may be deemed fit & suitable, without further reference to the shareholders of the Company, in such manner as may be agreed to between the Board of Directors and Mr. Babulal M. Bhansali, however subject to the applicable provisions and limits contained in Schedule V to the Companies Act, 2013:

(Amount in ₹)

Particulars	Remuneration (per month)
Basic	2,50,000
HRA	1,10,000
Medical Allowance	1,250
TPT Allowance	1,600
Special Allowance	1,37,150
<b>Total Monthly Remuneration</b>	<b>5,00,000</b>

**RESOLVED FURTHER THAT** other statutory payments like Leave encashment at the end of tenure, contribution to annuity and gratuity etc. due and payable to Mr. Babulal M. Bhansali for his aforesaid employment with company will be payable as per provisions of respective enactment(s), as may prevail from time to time.

**RESOLVED FURTHER THAT** in the event of inadequacy of net profit or in case of loss in any financial year, Mr. Babulal M. Bhansali, Managing Director shall be paid Remuneration at the same substantive level as specified hereinabove and the same shall be treated as the minimum remuneration payable to him.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as in their absolute discretion they may consider necessary, expedient or desirable and to settle any question or doubt that may arise in relation thereto in order to give effect to this resolution or otherwise considered by them in the best interest of the Company."

#### 6. RATIFICATION OF REMUNERATION OF COST AUDITORS:

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), post recommendation of Audit Committee, the remuneration payable to M/s Joshi Apte & Associates, Cost Accountants [having Firm Registration No. 000240] appointed by the Board of Directors of the Company as its Cost Auditors, for conducting audit of the cost records of the Company for the financial year 2016-17, for an annual audit fee/ remuneration of ₹ 75,000/- (Seventy Five Thousand Only) plus applicable Government Taxes and reimbursement of travelling and actual out of pocket expenses incurred in relation to performance of their duties, be and is hereby ratified and approved.

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

#### 7. ALTERATION OF ARTICLE 98(iv) OF THE ARTICLES OF ASSOCIATION OF COMPANY:

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

**"RESOLVED THAT** pursuant to the provisions of Section 5 and Section 14 of the Companies Act, 2013 (read with Schedule I thereto), the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members be and is hereby accorded for substitution/ replacement of the Article 98(iv) of the Articles of Association of the Company and the same be substituted/ replaced with the paragraph/ Article as stated hereunder:



98(iv) If the Company is willing to use its Common Seal on any document(s), it shall not be affixed to any instrument except by the authority of a resolution of the Board or of respective committee(s) of the Board authorised by it in that behalf, and except in the presence of at least two directors or one Director and the Company Secretary of the Company or such one other person as the Board may authorize or appoint for the purpose and such persons, not less than two persons in any case, shall sign every instrument, to which the common seal of the company is so affixed in their presence, for witnessing the same.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid alteration of the Article 98(iv) of the Articles of Association of Company and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

## 8. ALTERATION OF ARTICLE 3 OF THE ARTICLES OF ASSOCIATION OF COMPANY:

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

**"RESOLVED THAT** pursuant to the provisions of Section 5 and Section 14 of the Companies Act, 2013 (read with Schedule I thereto), the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members be and is hereby accorded to insert a new Article after Article 3(i) in the existing Articles of Association of the Company viz 3(i)(a), as stated hereunder:

3(i)(a) Notwithstanding above, the Company Management is at liberty to grant waiver of newspaper publication for issue of Duplicate Share Certificate(s), for any suitable reason whatsoever, if the total face value of such shares do not exceed Rs. 10,000/- or as may be prescribed by SEBI Regulations or other respective enactments/regulations as may be applicable from time to time in this regard.

**RESOLVED FURTHER THAT** the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to take all such steps and actions for the purposes of making all such filings and registrations as may be required in relation to the aforesaid alteration of the Article 3 of the Articles of Association of Company and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

**By Order of the Board of Directors**

**Place :** Mumbai  
**Date :** 28<sup>th</sup> May, 2016

**Registered Office Address:**  
Bhansali House,  
A-5, Off Veera Desai Road,  
Andheri (West),  
Mumbai – 400 053.

**Jayesh B. Bhansali**  
Executive Director & CFO  
(DIN: 01062853)

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL, 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 of the total share capital of the Company carrying Voting Rights. A member holding more than ten percent of the total share capital of the Company carrying Voting Rights may appoint a single person as proxy for his entire shareholding and such person cannot act as a proxy for any other person or shareholder. If a person is appointed as proxy for more than fifty Members, then such proxy should choose any fifty Members out of total such members who have given him proxy and confirm the same to company before commencement of specified period for inspection. Proxies in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Meeting i.e. on or before 11:00 A.M on 22<sup>nd</sup> September, 2016. A Proxy Form (viz. Form MGT-11) is attached 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.

2. Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, concerning the Special Businesses in the Notice of this Annual General Meeting is annexed hereto and forms part of this Notice.
3. Statement giving details of the Directors seeking appointment/ re-appointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule V to the Companies Act, 2013.
4. Corporate Members intending to send their authorised representatives to attend the Annual General Meeting pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company a certified copy of the relevant Board Resolution together with their respective specimen signature(s) duly attested and authorizing their representative(s) to attend and vote on their behalf at the Meeting.
5. In case of Joint holders attending the Meeting, only such Joint holder who is higher in the order of names shall be entitled to vote.
6. 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 duly signed attendance slip at the entrance of the meeting hall.
7. The Register of Directors and Key Managerial personnel (KMPs) 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 Companies Act, 2013 shall be available for inspection by the Members at the Annual General Meeting (AGM).
8. Members may also note that the Notice of the Thirty Second Annual General Meeting and the Company's Annual Report 2015-16 will be available on the Company's website, [www.bhansaliabs.com](http://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 during its business hours on all working days up to the date of AGM.
9. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 17th September, 2016 to Saturday, 24<sup>th</sup> September, 2016 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and also as per the provisions of Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for determining the names of members/ shareholders eligible for dividend on Equity Shares, if declared at the Meeting.
10. Pursuant to the Provisions of Companies Act, 2013, every holder of shares of the Company, may at any time nominate in the prescribed manner, a person to whom his / her shares in the Company shall vest, in the event of his / her death. Members are advised to avail this facility, and fill the prescribed Nomination Form and forward the same to Registrar and Share Transfer Agent of the Company M/s Link Intime India Private Limited. In case of shares held in dematerialized form, the nomination has to be lodged with the Depository Participant (DP) with whom the member is maintaining their demat account.



## BHANSALI ENGINEERING POLYMERS LIMITED

11. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant of securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrar and Share Transfer Agent, M/s Link Intime India Private Limited.
12. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made from 29<sup>th</sup> September, 2016 onwards :-
  - i. to all the beneficial owners in respect of shares held in dematerialized form as per the data as may be made available by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on Friday, 16<sup>th</sup> September, 2016;
  - ii. to all the members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the company or its Registrar and Share Transfer Agent, M/s Link Intime India Private Limited on or before the close of business hours on Friday, 16<sup>th</sup> September, 2016.
13. Member(s) are requested to encash their Dividend Warrant(s) immediately on their receipt, as dividends remaining unclaimed for seven years from the date of transfer to the company's Unpaid Dividend Account, will be transferred to the 'Investor Education and Protection Fund' established by the Central Government, as per Section 205C of the Companies Act, 1956 (which are still applicable as the relevant provisions under the Companies Act, 2013 are yet to be notified). The shareholders are requested to kindly check their dividend entitlement and those who have not yet encashed/claimed their dividend, may write to the Company or to its Registrar and Share Transfer Agent, M/s Link Intime India Private Limited for same.
14. Members desirous of obtaining any information concerning the accounts and operations of the Company, are requested to send their written queries to the Statutory and Legal Department of Company, so as to reach its Registered Office at least seven working days before the date of the meeting, to enable the Company officials to prepare and make available the required information at the meeting, to the extent practicable.
15. Pursuant to the provisions of the Companies Act, 2013, those Members who are desirous to receive Annual Report, Notice and service of other documents through electronic mode are requested to register their e-mail address with the Company's Registrar and Share Transfer Agent M/s Link Intime India Private Limited by writing them at their address viz. C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (West), Mumbai - 400 078 with copy marked to the Company.
16. Members, who hold share in multiple folios in same name(s) or in joint holding but in same order of names, are requested to send the relevant share certificate(s) to M/s Link Intime India Private Limited for consolidating their holdings into one single folio. M/s Link Intime India Private Limited will return the share certificate(s) to the holder after consolidation.
17. Members holding shares in electronic form are requested to notify immediately any change in their address/bank mandate etc. to their respective Depository Participant (DP) quoting Client ID No. with whom they are maintaining their Demat Account(s) and Members holding shares in physical form should notify immediately to the Company's Registrar and Share Transfer Agent M/s Link Intime India Private Limited, at the aforesaid address quoting their Folio Number.
18. Members are advised to avail the facility for receipt of future dividends through Electronic Clearing Service (ECS). The ECS facility is available at the locations identified by Reserve Bank of India and State Bank of India from time to time, which covers most of the cities and towns. Members holding shares in dematerialized form are requested to contact their respective Depository Participant (DP) for availing ECS facility. Members holding shares in physical form and who have not submitted the ECS details are requested to send to the Company or to M/s Link Intime India Private Limited their details such as: the name of the Shareholder, Bank Name through which account held, Bank Account number, Branch address, IFSC and MICR code immediately and the request shall be acceded to as much as possible on basis of provided details. In terms of Regulation 12 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/MRD/DP/10/2013 dated 21<sup>st</sup> March, 2013, it is mandatory to use electronic payment modes like NEFT, ECS, RTGS for making payments to investors. The Physical payment instruments are valid only for usage when the electronic payment mode is not feasible/ failed or rejected or not available.

**19. Voting through electronic means (e-voting):**

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote at its 32<sup>nd</sup> AGM by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL) to be dealt through our Registrar and Share Transfer Agent, M/s Link Intime India Private Limited. The voting by electronic means includes remote e-voting.

The term "remote e-voting" means voting electronically from a place other than the venue of AGM.

The ballot voting means Ballot Paper(s)/ Poll Paper(s) circulated to the members for voting at the venue of AGM. The members present at AGM venue, if have not cast their votes earlier by way of remote e-voting, shall be entitled to exercise their right to vote by filling up the aforesaid Ballot Paper(s) and putting same into Ballot Box kept at the venue of AGM after casting their votes 'in favor' and/or 'against' or as the case may be, for the proposed resolution(s).

**Please note that the members who have cast their vote by way of remote e-voting prior to the meeting, may also attend the meeting; however they shall not be entitled to cast their vote again.**

For all above mentioned purposes, Mr. Himanshu Kamdar, Partner of M/s Rathi & Associates, Practicing Company Secretaries, Mumbai (Membership No. FCS-5171, C.P. No. 3030) has been appointed by the Board of Directors as Scrutinizer to scrutinize the entire voting process of Company as aforesaid, in a fair and transparent manner and submit a consolidated Scrutinizer's Report for the total vote(s) cast in respect to the proposed resolution(s), to the Chairman or a person authorized by him in writing within a period not exceeding three days from the conclusion of the voting at AGM. The scrutinizer will unblock the votes in the presence of at least two witnesses not in the employment of company and make a Scrutinizer's Report of the votes cast in favour or against, or as the case may be, for submitting to the Chairman of the Company as aforesaid.

The stepwise procedure with respect to remote e-voting is provided below:

(A) In case of Members receiving AGM notice by e-mail from NSDL:

- i. Open e-mail and open the attached PDF file viz. "BEPL.e-voting.pdf" with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the said password is an initial password.
- ii. Open the internet browser by typing the URL: <https://www.evoting.nsdl.com>.
- iii. Click on "Shareholder-Login".
- iv. Insert your user ID and password as initial password/ PIN as stated/noted in step (i) above and then Click Login.
- v. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. However, if you are already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.
- vi. Home page of e-voting opens. Click on "e-voting: Active Voting Cycles".
- vii. Select "E Voting Event Number (EVEN)" of Bhansali Engineering Polymers Limited for casting your vote.
- viii. Now you are ready for e-voting as "Cast Vote" page opens.
- ix. Cast your vote by selecting appropriate option and click on: "Submit" and also "Confirm" when prompted. Upon confirmation, the message "vote cast successfully" will be displayed.
- x. Once you have voted on the resolution, you will not be allowed to modify your vote.





- xi. Institutional Shareholders and bodies corporate (i.e. other than individuals, HUF, NRI, etc.) are required to upload the scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, on aforesaid e-voting platform and should also send mail to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) with a copy marked to [supriya.yerondkar@linkintime.co.in](mailto:supriya.yerondkar@linkintime.co.in) and [hsk@rathiandassociates.com](mailto:hsk@rathiandassociates.com).
  - xii. In case of any queries related to e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User Manual – Shareholder, available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800-222-990.
- (B) In case of members receiving physical copy of Notice of Annual General Meeting by post (for members whose email addresses are not registered with the Company/ Depository):
- i. Initial password is provided at the bottom of the Attendance Slip for AGM.
  - ii. Please follow all steps from Sr. No. (ii) to Sr. No. (xii) mentioned in Section (A) above, to cast your votes.

#### Other Instructions:

- I. The remote e-voting period commences on 19<sup>th</sup> September, 2016 at 9.00 a.m. and ends on 23<sup>rd</sup> September, 2016 at 5.00 p.m. During this period, Member(s) of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 16<sup>th</sup> September, 2016 may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting after 5.00 p.m. on 23<sup>rd</sup> September, 2016 and thereafter remote e-voting shall not be permissible.
- II. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 16<sup>th</sup> September, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) with copy marked to [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) and [supriya.yerondkar@linkintime.co.in](mailto:supriya.yerondkar@linkintime.co.in).
- III. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date viz. 16<sup>th</sup> September, 2016. In case of joint holders, only one of them may cast their vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. Only those persons, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date viz. 16<sup>th</sup> September, 2016 shall be entitled to avail the facility of remote e-voting or voting at the AGM venue through ballot paper(s).
- VI. The Chairman shall, at the AGM, at the end of discussion on the resolutions allow voting with the assistance of scrutinizer, by use of Ballot Paper(s) for all those members who are present at the AGM venue but have not cast their vote(s) earlier by availing the remote e-voting facility.
- VII. The Results of the e-voting will be declared on or before 27<sup>th</sup> September, 2016. The declared voting results along with the Scrutinizer's Report will be available on the Company's website at [www.bhansaliabs.com](http://www.bhansaliabs.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and will also be forwarded to the Stock Exchange(s) where the Company's shares are listed. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.
- VIII. In case of any grievances or requirement of any instant support related to electronic voting or AGM related matter(s), the member(s) may contact Mr. Amit Pandey at his e-mail Id - [amit@bhansaliabs.com](mailto:amit@bhansaliabs.com) or can contact him on Phone No. 022 – 26731779 – 84.

**A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot Paper. If a Member casts votes by both modes, then voting done through e-voting shall prevail and by Ballot Paper shall be treated as invalid.**

**Annexure to AGM Notice:-****EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:-****Item No. 5:**

Mr. Babulal M. Bhansali was appointed as Managing Director of the Company for a period of Three (3) years commencing from 01<sup>st</sup> April, 2013, hence his tenure came to an end on 31<sup>st</sup> March, 2016. Considering his contribution to the overall growth and progress of the Company, the Board of Directors in their meeting held on 14<sup>th</sup> February, 2016, based on the recommendation of Nomination and Remuneration Committee and subject to approval of members, have approved his re-appointment as the Managing Director liable to retire by rotation for a further period of Three (3) years with effect from 1<sup>st</sup> April, 2016 i.e. upto 31<sup>st</sup> March, 2019, for a Gross remuneration/CTC of ₹ 60 Lacs per annum (viz. ₹ 5 Lacs per month) and 5% commission subject to the profitability in Company and limits as specified in Schedule V of Companies Act, 2013.

The brief particulars/ resume and other information of Mr. Babulal M. Bhansali as per Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the respective provisions of Companies Act, 2013 are provided as hereinbelow:

<b>Particulars</b>	<b>Mr. Babulal M. Bhansali</b>
<b>Date of Birth (Age)</b>	05/03/1954 (62 Years)
<b>Nationality</b>	Indian
<b>Date of first appointment on Company's Board</b>	08/09/1984
<b>No. of Equity shares held as on 31<sup>st</sup> March, 2016</b>	16384887 shares
<b>Qualifications and Experience</b>	Non-Matriculate
<b>Nature of expertise in specific functional areas</b>	Mr. Babulal M. Bhansali has dealt in steel industry for about 15 years and thereafter he entered in the ABS & SAN manufacturing business since 1986 by way of setting up and running Bhansali Engineering Polymers Limited as its main Promoter and Managing Director. He is pivotal to the entire operations of the Company and has successfully spearheading almost all the kind of activities of the Company including Marketing, Finance, Administration, Production, Expansion etc.
<b>Terms and conditions of appointment or re-appointment</b>	As per Employment Agreement
<b>List of other Companies in which Directorship is held as on 31<sup>st</sup> March, 2016</b>	1. Bentley Commercial Enterprises Limited 2. Speedage Commercials Limited 3. Sheraton Properties & Finance Limited 4. Bhansali Industrial Investment & Finance Private Limited 5. Bhansali Engineering Industries Private Limited 6. Bhansali Innovative Finance Private Limited 7. Bhansali International Private Limited 8. Bhansali Nippon A&L Private Limited
<b>Number of meetings of Board attended during the year</b>	Attended 4 Board Meetings out of total 5 Board Meetings held in F.Y. 2015-16
<b>Chairman/ Member of the Committee(s) of the Board in which he is a director also as on 31<sup>st</sup> March, 2016</b>	<b>Bhansali Engineering Polymers Ltd:</b> 1. Stakeholders Relationship Committee – Member. 2. Corporate Social Responsibility Committee – Member.
<b>Relationship, if any, with other Directors, Managers and Key Managerial Personnel</b>	Father of the Executive Director and CFO of Company viz Mr. Jayesh B. Bhansali (KMP).





# BHANSALI ENGINEERING POLYMERS LIMITED

## INFORMATION AS PER PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013:

### I. General Information

1	Nature of Industry	:	The Company is engaged in Manufacturing of ABS and SAN Resins/polymers.	
2	Date or expected date of commencement of commercial production	:	Since 22-01-1990	
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	:	N.A.	
4	Financial performance of F.Y. 2015-16 based on given indicators	:	<b>Particulars</b>	<b>Amount</b> (₹ In Crore)
			1. Total Turnover	594.25
			2. Profit Before Tax	23.39
			3. Profit After Tax	16.69
			4. Gross Block	182.48
			5. Net Block	81.85
			6. Paid-up Capital	16.59
			7. Reserves and Surplus	111.05
5	Foreign investments or Collaborations, if any	:	Company had entered into a Joint Venture (JV) agreement with M/s Nippon A&L, INC, Japan in May 2013 and formed a JV company with them viz. Bhansali Nippon A&L Private Limited which extends its sales and technical support to company pertaining to the licensed products.	

### II. Information about the Appointee:

1	Background details	:	Mr. Babulal M. Bhansali is associated with the Company since incorporation and has been involved in multi-facet affairs of Company and various expansions etc. He has always been a leading member of its Senior Management core team. He has focussed on overall management as well as day to day affairs of Company and has made valuable contributions to the whole business/organization during his long stint with the Company.
2	Past Remuneration	:	He was paid gross salary/remuneration including commission amounting to ₹ 117.28 Lacs during F.Y. 2015-16.
3	Recognition or Awards	:	Mr. Babulal M. Bhansali was accredited 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.

4	Job Profile and his suitability :	<p>Mr. Babulal M. Bhansali, Promoter and MD of the Company, is a first generation entrepreneur and a visionary leader in the business arena of ABS &amp; SAN Polymers/ Resins. He has dealt into the Steel Industry for about 15 years and thereafter he entered into ABS manufacturing business since 1986 by way of setting up and running Bhansali Engineering Polymers Limited which is the second largest producer of ABS and SAN in India. He is pivotal to the entire operations of the Company and has been successfully spearheading almost all the fields of activities of the Company including Finance, Administration, Management, Productions, Expansion etc.</p> <p>Mr. Babulal M. Bhansali is a philanthropist and has been continuously contributing towards the development of society. Establishment of Bhansali Vidya Mandir Public School (BVMPS), just nearby the plant of Company in Satnoor, Madhya Pradesh is one of such landmark initiatives taken by him to educate the educationally backward and poor sections of the people in which total 953 students were enrolled for academic session 2015-16 and out of these, only 46 students belongs to the company's employees, so the local inhabitants get amply benefited by way of availing good education for their children. His immense contribution to Indian ABS/SAN polymer business has established him as an inspirational business leader and an iconic corporate citizen.</p>
5	Remuneration proposed :	Gross Remuneration/CTC of ₹ 60 lacs per annum (viz. ₹ 5 Lacs per month) and other Statutory payments etc., as may be applicable and 5% commission on profit, subject to the profitability in company and threshold limits as specified in Schedule V to the Companies Act, 2013.
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (In case of expatriates, the relevant details would be w.r.t. the country of his origin).	The proposed remuneration is as per current Industry norms and compares favorably with that being offered to similarly experienced persons in same kind of industry with an entrepreneurial background. The remuneration being proposed is considered to be appropriate, having regard to the factors such as his leadership, past enriched vast experience, versatility, KRAs, overall contribution to the Company's growth and merits of the appointee. In his stewardship, the Company has been able to upsurge its net profit after tax by 209.08 % in current fiscal (viz profit of ₹ 16.69 Crore as against Profit of ₹ 5.40 Crore during last fiscal).
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any.	The appointee is the father of Mr. Jayesh B. Bhansali, Executive Director cum CFO of the Company (KMP).

### III. Other Information:

1.	<b>Reasons of loss or Inadequate profits</b>	: N.A. (Currently Company has adequate Profit to pay remuneration to its Managerial Personnel pursuant to Part II (Section I) of Schedule V to the Companies Act, 2013)
2.	<b>Steps taken or proposed to be taken for improvement</b>	: N.A.
3.	<b>Expected increase in productivity and profits in measurable terms.</b>	: The First Phase of expansion for enhancing the installed capacity of Company from existing 51 KTPA to 80 KTPA (post merging of earlier two proposed phases of expansions i.e. 51 KTPA to 67 KTPA and 67 KTPA to 85 KTPA) has been achieved/ completed on 31st March, 2016 which is likely to boost the productions of Company translating into proportionate increase in its revenue.



#### IV. Disclosures:

The other required disclosures have been stated in the "Corporate Governance Report", which is annexed herewith and forms part of this Annual Report.

The Employment Agreement entered into between the Company and Mr. Babulal M. Bhansali and as referred in the resolution under Item No. 5 of the AGM Notice shall remain open for inspection by the members at the Registered Office of the Company on any working day during its business hours upto the date of AGM.

The members are hereby informed that the proposed remuneration of Mr. Babulal M. Bhansali is within the limits specified under the Companies Act, 2013 and Schedule V thereto.

Brief resume of Mr. Babulal M. Bhansali, nature of his expertise in specific functional areas and names of companies in which he holds directorship and memberships/ chairmanships of Board Committees, shareholding and relationships between Directors inter-se, pursuant to the provisions of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been stated hereinbefore in the Explanatory Statement to the AGM Notice forming part of this Annual Report.

The Board recommends this resolution; hence it is placed for seeking approval of members by way of Ordinary Resolution.

Except Mr. Jayesh B. Bhansali and Mr. B. M. Bhansali, none of the other Director(s)/ Key Managerial Personnel of the Company and/ or their relative(s) is concerned or interested financially or otherwise in this Resolution.

#### Item No. 6:

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Joshi Apte & Associates, Cost Accountant (Firm Registration No. 000240) as the Cost Auditors for conducting audit of Cost Record(s) of company for the Financial Year 2016-17 for Annual Remuneration/Audit fee of ₹ 75,000/- (Rupees Seventy Five Thousand Only) plus applicable Government taxes and reimbursement of travelling and actual out of pocket expenses incurred in relation to performance of their duties.

It is notable that the Cost Auditors have agreed to render their services without any increase in their past remuneration of F.Y. 2015-16.

In accordance with the provision of Section 148 of the Act read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the audit fee/ remuneration payable to the Cost Auditors is required to be ratified by the shareholders of the Company. Accordingly, consent of the members is being sought for passing an Ordinary Resolution in this regard viz. for ratification of the remuneration/ audit fee of ₹ 75,000/- payable to the Cost Auditors for financial year 2016-17.

The Board recommends this resolution; hence it is placed for seeking the approval of members by way of Ordinary Resolution.

None of the Director(s)/ Key Managerial Personnel of the Company and/ or their relative(s) is concerned or interested financially or otherwise in this Resolution.

#### Item No. 7:

The Article 98(iv) of the existing Articles of Association ("AOA") of the Company requires that if the Company is willing to use the Common Seal on any document(s), it shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee of the Board authorised by it in that behalf, and except in the presence of at least two directors and of the secretary or such other person as the Board may appoint for the purpose; and those two directors and the secretary or other aforesaid person shall sign every instrument to which the seal of the company is so affixed in their presence.

Many a times, it becomes difficult to find three persons available at a time viz. two Directors and the Secretary or authorised person to sign various instruments to which the seal of the company is to be affixed in their presence leading to inconvenience in dealing with the operational activities of Company.

Hence, considering the practical difficulty faced by Company as aforesaid, it is considered expedient to alter the Article 98(iv) of the existing Articles of Association of Company by way of substitution/ replacement thereof suitably to facilitate the business operations of Company without aforesaid hindrances.

The proposed draft for aforesaid changes in AOA related to the Article 98(iv) is available for inspection to the shareholders/members of Company at the registered office of company on all working days (during its business hours) upto the date of AGM.

The Board has recommended this resolution; hence it is placed for seeking approval of members by way of Special Resolution.

None of the Director(s)/ Key Managerial Personnel of the Company and/ or their relative(s) is concerned or interested financially or otherwise in this Resolution.

**Item No. 8**

Considering the leeway granted by SEBI that Company may grant waiver of newspaper publication for issuing duplicate share certificate(s) if their face value do not exceed Rs. 10,000/- in aggregate provided that the Articles of Association of Company permits so, it becomes imperative to alter the Articles of Association of Company to facilitate the members of Company in requisite cases.

Hence, considering above, it is considered expedient to alter Article 3 of the existing Articles of Association of Company suitably to facilitate its members.

The proposed draft of changes in AOA related to Article 3(i)(a) of the Articles of Association as aforesaid, is available for inspection to the shareholders/members of Company at the registered office of company on all working days (during its business hours) upto the date of AGM.

The Board has recommended this resolution; hence it is placed for seeking approval of members by way of Special Resolution.

None of the Director(s)/ Key Managerial Personnel of the Company and/ or their relative(s) is concerned or interested financially or otherwise in this Resolution.

**By Order of the Board of Directors**

**Jayesh B. Bhansali**  
Executive Director & CFO  
(DIN: 01062853)

**Place :** Mumbai  
**Date :** 28<sup>th</sup> May, 2016

**Registered Office Address:**

Bhansali House, A-5,  
Off Veera Desai Road,  
Andheri (West),  
Mumbai – 400 053.