

# GANESH BENZOPLAST LIMITED

30<sup>th</sup> Annual Report 2016-17



# Chairman's Message

Dear Shareholders,

It gives me immense pleasure to write to you at the end of year, about the growth & progress of your Company throughout FY 2016-17.

Your Company, Ganesh Benzoplast Ltd, reported a net profit of Rs. 148.89 Millions (Before Exceptional items) & net revenue of Rs. 1,181.15 Millions during the year 2016-17. Last year net profit was Rs. 122.56 Millions (Before Exceptional items) & net revenue was Rs. 1194.31 Millions.

During the year, the Company had expanded its storage capacity at JNPT & Cochin terminals, the impact of which on revenue generation of the Company will be reflected in the coming quarters of financial year 2017-18 & the Company is further expected to generate good revenue from the LST division with its maximum capacity utilization & reduction in the finance cost. The Company is also planning to set up a LPG terminal at its GOA facility.

Further, the Company is planning to segregate both the divisions of the Company either by Demerger or Slump Sale as decided by the the Board in its Meeting held on August 18, 2017. As both the divisions has totally different synergies & to ensure greater focus to the operation of each of the divisions & to enhance profitability & generate maximum shareholder value, it will be more beneficial for the Company to segregate its both the divisions.

Under Chemical division also, to improve the revenue & profits, the Company is in process of expanding its product base & increasing the capacity utilization of plants, upgradation of manufacturing facility & adding some more products with greater margins & high demand in chemical segment.

I would like to thank all our customers, employees, suppliers, bankers, Port authorities & statutory bodies who are directly & indirectly associated with the Company for their support & commitment. I would like to thank our shareholders for their trust & encouragement & assure to serve strong, profitable & sustainable growth.

With Warm regards

Rishi Pilani  
Chairman & Managing Director



Mr. Rishi Pilani  
CMD



Mr. Ramakant Pilani  
CEO

## BOARD OF DIRECTORS & MANAGEMENT TEAM

Chairman & Managing Director  
 Director  
 Independent Director  
 Independent Director  
 Independent Director  
 Chief Financial Officer  
 Chief Executive Officer  
 Company Secretary

Mr. Rishi Pilani  
 Mr. Raunak Pilani  
 Mr. Ramesh Punjabi  
 Mr. Naliankshan K  
 Ms. Jagruti Gaikwad  
 Mr. Ramesh Pilani  
 Mr. Ramakant Pilani

Ms. Ekta Dhanda  
 Samria & Company

## STATUTORY AUDITOR

S. K. Agarwal & Associates

## COST AUDITOR

Ashwani Dhatwalia & Co.

## SOLICITORS

## BANKERS

- ◆ Oriental Bank of Commerce
- ◆ Kotak Mahindra Bank Limited
- ◆ Central Bank of India
- ◆ HDFC Bank Limited
- ◆ ICICI Bank Limited
- ◆ IDBI Bank Limited

## REGISTERED OFFICE

Dina Building, First Floor, 53,  
 Maharshi Karve Road,  
 Marine Lines(E),  
 Mumbai- 400 002.  
 Telefax.:022-2200 1928

## CORPORATE OFFICE

- ◆ 912 /B, Bldg No. 9, Solitaire  
 Corporate Park, Andheri –  
 Ghatkopar Link Road,  
 Chakala, Andheri (East),  
 Mumbai - 400 093.  
 Tel. No.:022-6140 6000  
 Fax No.:022-2839 5612
- ◆ A1/A2, Ganesh House, Gurudatt  
 CHS Ltd., Ajit Nagar, Near  
 Jankalyan Bank, J B Nagar,  
 Andheri (E), Mumbai - 400 059.  
 Tel. No. 022-2839 0694

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**30<sup>th</sup> Annual**  
 General Meeting at Vishal  
 Hall, Hotel Highway Inn.,  
 Sir M. V. Road (Andheri  
 Kurla Road), Near  
 Railway Station, Andheri  
 (East), Mumbai-400 059  
 at 11.00 a.m on Tuesday,  
 September 19, 2017

## LST TERMINALS AT

- JNPT TERMINAL  
 Jawarharlal Nehru  
 Port Trust (JNPT)  
 Bulk Road,  
 Nava Seva, Navi  
 Mumbai-400 707.
- COCHIN TERMINAL  
 Plot No. A-1, 2,3.  
 South End,  
 Willington Island,  
 Cochin-682 029.
- GOA TERMINAL  
 Head Land, Sada,  
 Mormugoa,  
 Goa-403 803.

## CHEMICAL FACTORY AT

- D-5/2 & D-21/2/2  
 M.I.D.C.  
 Industrial Area,  
 Tarapur, Dist.  
 Thane-401 505.

## NOTICE

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting of the Members of **Ganesh Benzoplast Limited** (CIN L24200MH1986PLC039836) will be held at **Vishal Hall, Hotel Highway Inn., Sir M. V. Road (Andheri Kurla Road), Near Railway Station, Andheri (East), Mumbai-400 059** on **Tuesday, September 19, 2017 at 11.00 a.m** to transact the following business:

### Ordinary Business:

1. To consider and adopt the Audited Balance Sheet of the Company as at March 31, 2017, the Profit and Loss Account and Cash Flow Statement for the year ended on that date and also the Reports of the Board of Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Rishi Pilani (DIN 00901627), who retires by rotation and being eligible, offers himself for re- appointment.
3. To ratify the appointment of M/s Samria & Co. Chartered Accountants, Mumbai (Registration number 109043W), as Statutory Auditors of the 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, appointment of M/s Samria & Co. Chartered Accountants, Mumbai (Registration number 109043W), as Statutory Auditors of the Company from the conclusion of the 30<sup>th</sup> Annual General Meeting (2016-17) till the conclusion of the 31<sup>st</sup> Annual General Meeting (2017-18) of the Company, be and is hereby ratified for the financial year 2017-18, at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors, based on the recommendation of the Audit Committee, plus applicable taxes and reimbursement of travelling and other incidental expenses to be incurred by them in the course of their audit.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution".

### Special Business:

4. Remuneration to be paid to Mr. Rishi Pilani, Chairman and Managing Director of the Company.

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

**"RESOLVED THAT** further to the Special Resolution passed by the Members of the Company at their 27<sup>th</sup> Annual General Meeting held on September 30, 2014 according their consent to the appointment of Mr. Rishi Pilani (DIN: 00901627) as the Chairman & Managing Director of the Company for a period of 5 years commencing from September 30, 2014 to September 29, 2019 at a remuneration and on the terms & conditions mentioned therein, approval of the Members of the Company be and is hereby accorded pursuant to the provisions of Section 197 read with Section II of Part II of Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and such other approvals as may be necessary in this regard, for the remuneration payable to Mr. Rishi Pilani (DIN: 00901627) as the Chairman & Managing Director for a remaining term of two (2) years from September 30, 2017 to September 29, 2019 on the terms and conditions as set out in the Explanatory Statement annexed to this notice in the event of no profit or inadequacy of profit earned by the Company during the aforesaid tenure of the appointment as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution".

5. Ratification of the remuneration payable to Cost Auditor for the financial year 2017-18.

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 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or



re-enactment(s) thereof for the time being in force), the remuneration of ₹ 1.50 Lacs (plus applicable taxes & reimbursement of out-of-pocket expenses) payable to M/s. S K Agarwal & Associates, Cost Accountants for conducting the audit of the cost accounting records of the Company for the financial year 2017-18, be and is hereby ratified and confirmed.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution”.

**BY ORDER OF THE BOARD OF DIRECTORS**

**Ekta Dhanda**  
**Company Secretary**

**July 27, 2017**

**Registered Office:**

Dina Building, First Floor,  
53, Maharshi Karve Road,  
Marine Lines (E), Mumbai - 400 002.

**CIN:** L24200MH1986PLC039836

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

**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to business under Item No. 4 to 5 set above in this Notice to be transacted at the AGM is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY 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.**

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN TEN (10) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS,

THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Only registered Members of the Company or any proxy appointed by such registered Member may attend and vote at the Meeting as provided under the provisions of the Companies Act, 2013. In case any shareholder has voted electronically, then he/she can participate in the Meeting but not vote.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members/ Proxies/ Authorized Representatives are requested to bring the attendance slip at the Annual General Meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their folio number in the attendance slip. Duplicate attendance Slip and/ or copies of the Annual report shall not be issued/available at the venue of the meeting.
6. The Register of Members and Share Transfer Books of the Company will be closed from **Wednesday, September 13, 2017 to Tuesday, September 19, 2017 (both days inclusive).**
7. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form in their own interest and convenience purpose.
8. As per the provisions of Section 72 of the Companies Act, 2013 read with Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members are advised to make nomination in respect of their shareholding in the Company. Members holding shares in physical form should file their nomination with M/s Bigshare Services Private Limited, Company's Registrar and Share Transfer Agents, whilst those Members holding shares in dematerialized mode should file their nomination with their Depository Participant(s).
9. Members holding shares in physical form are requested to promptly notify in writing any changes in their address/bank account details /e-mail address/mandates/nominations/ power of attorney/ contact numbers etc., to

**M/s. Bigshare Services Pvt. Ltd., 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road Marol, Andheri East Mumbai 400059  
Tel: 022 62638200 Fax : 022 62638299, E-mail: [info@bigshareonline.com](mailto:info@bigshareonline.com).**

10. Members holding shares in electronic form are requested to intimate immediately any changes pertaining to their address/bank account details/ e-mail address/mandates, nominations/power of attorney/contact numbers etc., if any, directly to their Depository Participant(s) with whom they maintain their demat accounts.
11. Brief profile and other relevant information about Directors seeking appointment / re-appointment, in accordance with Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are attached to this Notice forming part of the Annual Report.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the 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 the Company's RTA.
13. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
14. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014 and amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer voting by electronic means to the members to cast their votes electronically on all resolutions set forth in this notice. The detailed instructions for remote e-voting are appended hereto.
15. Electronic copy of the Annual Report for 2016-17 along with the Notice of the 30<sup>th</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of remote e-voting along with Attendance Slip/Proxy Form is being sent to all the members whose email IDs are registered with the Company/RTA/Depository Participant(s) for communication purposes.
16. For members who have not registered their email address, physical copies of the Annual Report along with Notice of the 30<sup>th</sup> Annual General Meeting of the Company *inter alia* indicating the process and manner of remote e-voting along with Attendance Slip/Proxy Form is being sent in the permitted mode. Further, Shareholders who have registered their e-mail addresses and wish to avail physical copies of the Notice/ Annual Report will be provided the same upon request.
17. To support the "Green Initiative" and for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically, Company requests those members who have not yet registered their e-mail address, to register the same along with the contact numbers directly with their DP, in case shares are held in electronic form or with the Company by sending details to [gbljbn@yahoo.com](mailto:gbljbn@yahoo.com) or with M/s. Bigshare Services Pvt. Ltd. at [info@bigshareonline.com](mailto:info@bigshareonline.com).
18. Members may also note that the Notice of the 30<sup>th</sup> Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website [www.gblinfra.com](http://www.gblinfra.com) for their download.
19. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days, up to and including the date of the AGM.
20. **E-voting facility**
  - i. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide to the members, the facility of voting by electronic means in respect of business to be transacted at the Meeting which includes the facility of casting the votes by the Members using an electronic voting system from a place other than venue of the Meeting ("remote e-voting") and the same will be provided by **Central Depository Services (India) Limited (CDSL)**.

- ii. The facility of voting through ballot or polling paper shall also be made available for the members at the Meeting who have not been able to vote electronically and who are attending the Meeting.
- iii. The members who have cast their vote electronically would be entitled to attend the Meeting but would not be permitted to cast their vote again at the Meeting. The facility to vote by electronic voting system will not be provided at the Meeting.
- iv. The remote e-voting period commences on **Saturday, September 16, 2017 (10.00 a.m. IST) and ends on Monday, September 18, 2017 (5.00 p.m. IST)**. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the close of working hours on **Tuesday, September 12, 2017 ('Cut-off date')** may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting on **Monday, September 18, 2017 after 5.00 p.m. IST**. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently.

**1. The instructions for members for voting electronically are as under:**

- i) The Shareholders Should Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- ii) Click on Shareholders
- iii) Now Enter your User ID
  - a) For CDSL: 16 digits beneficiary ID,
  - b) For NSDL: 8 Character DP ID followed by 8 digits Client ID,
  - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - d) Next enter the Image Verification as displayed and Click on Login.
  - e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

- f) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/mail) in the PAN field.</li> </ul>
	<ul style="list-style-type: none"> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.
	<ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details/DOB field as mentioned in instruction (c).</li> </ul>

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field.
- i) Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other

Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- j) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- l) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- n) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- o) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- q) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android**

**based mobiles. The m-Voting app can be downloaded from Google Play Store, Apple and Windows phone. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

s) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- t) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



**2. In case of members receiving the physical copy:**

- a) Please follow all steps from sl. no. (a) to serial no. (s) above to cast vote.

**3. Other Instructions:**

- a) The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on Cut-off Date. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the closing working hours of Cut-off Date and not casting their vote electronically, may cast their vote at the Meeting.
- b) CS Vijay Kumar Mishra (Membership No.5023), Partner of VKM & Associates, Practicing Company Secretary who has consented to act as the scrutinizer, has been appointed as the scrutinizer to scrutinize the remote e-voting process/ ballot/poll in a fair and transparent manner.
- c) The Chairman shall, at the Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot or polling paper for all those Members who are present at the Meeting but have not cast their votes by availing the remote e-voting facility.
- d) The Scrutinizer shall after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- e) The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.gblinfra.com](http://www.gblinfra.com)

and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Bombay Stock Exchange at which the shares of the Company are listed.

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 ANNEXED TO AND FORMING PART OF THE NOTICE**

**ITEM NO. 4**

Mr. Rishi Pilani (DIN 00901627) was re-appointed as the Chairman & Managing Directors of the Company for a period of 5 years commencing from September 30, 2014 to September 29, 2019 by the Board of Directors. The appointment and the remuneration of Mr Rishi Pilani was duly approved by the Members by the Special Resolution at the 27<sup>th</sup> Annual General Meeting of the Company held on September 30, 2014. The profits earned by the Company during the earlier financial years were inadequate for the purpose of managerial remuneration in terms of Section 197 of the Companies Act, 2013. In view of the above, the payment of the managerial remuneration for the said years was falling within the purview of Section II of Part II of Schedule V of the Companies Act, 2013 and the special resolution for remuneration was upto 3 years of appointment.

Due to the past losses and various obligations under BIFR sanctioned scheme, the profits to be earned by the Company during the financial years may become inadequate for the purpose of managerial remuneration in terms of Section 197 of the Companies Act, 2013. The Company has been making necessary efforts to improve its profitability by pursuing and implementing strategies. In view of the above, the payment of the managerial remuneration for the remaining period of appointment may fall within the purview of Section II of Part II of Schedule V of the Companies Act, 2013 which lays down the following limits for payment of managerial remuneration:

Where the effective capital is	Maximum Yearly Permissible Limit of Managerial Remuneration Per Person
100 crores and above but less than 250 crores	120 Lacs

The maximum remuneration payable under Section II of Part II of Schedule V of the Companies Act, 2013 based on effective capital of the Company as on March 31, 2017 is given below:

Effective Capital as on 31 <sup>st</sup> March, 2017	1434.87 Millions
Maximum Managerial Remuneration (a)	120 Lacs

Accordingly, the Board of Directors at its Meeting held on July 27, 2017 felt it prudent to approach the Members of the Company seeking their approval by way of an Ordinary resolution for the remuneration payable to the aforesaid managerial personnel for a period of remaining term of two (2) years i.e. from September 30, 2017 to September 29, 2019 in the event of no

profit or inadequacy of profits earned by the Company during the aforesaid financial years. The details of remuneration of the aforesaid Managerial Personnel is given in Schedule-I and the detailed particulars in respect of the Company and the aforesaid managerial personnel are given in Schedule-II forming part of this Notice.

Having regard to the above, the resolutions set out at item No. 4 have been proposed and the Board of Directors recommend the same for your approval based on the recommendations of the Nomination & Remuneration Committee.

Except, Mr. Rishi Pilani, Mr. Ramesh Pilani, Mr. Raunak Pilani, Mr. Ramakant Pilani none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the above Resolution.

## SCHEDULE - I

The details of remuneration payable to which Mr. Rishi Pilani (DIN: 00901627) for the remaining period of his tenure i.e. from September 30, 2017 to September 29, 2019.

### 1. SALARY PER MONTH:

₹ 6,00,000/- ₹ 10,00,000/- per month

### 2. PERQUISITES:

Gratuity & Leave Encashment as per the rules of the Company.

### 3. Minimum Remuneration:

In the event of no profit or inadequacy of profits in any financial year during the currency of the tenure of the Managing Director, the Company may pay to them such remuneration as minimum remuneration as may be prescribed in Section II of the Part II of the Schedule V of the Companies Act, 2013 from time to time.

### 4. Authority to the Board:

The terms and conditions set out for payment of remuneration herein, may be altered, varied, increased enhanced or widen from time to time by the Board of Directors of the Company at its discretion as it may deem fit upon the recommendation by the Nomination and Remuneration Committee so as not to exceed the limits specified under Schedule V and 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) or any amendments made thereto on and from such date as may be determined by the Board of Directors based on recommendation of the Nomination and Remuneration Committee of the Company.

## SCHEDULE - II

**Statement of information Pursuant to Section II of Part II to Schedule V of the Companies Act, 2013**

### I. GENERAL INFORMATION

1	Nature of Industry	The Company is engaged in the Liquid Storage business and manufacturing of Chemicals.		
2	Date or expected date of commencement of commercial production	Not Applicable, as the Company is already in operations		
3	Financial performance based on given indicators	(₹ in Millions)		
	Particulars	FY 2016-17	FY 2015-16	FY 2014-15
	Gross Revenue	1216.46	1206.09	1226.02
	Profit Before Tax (after Exceptional Items)	127.54	481.61	0.79
	Profit After Tax	127.54	481.61	0.79
	Reserve & Surplus	(290.82)	(418.37)	(899.97)
4	Foreign investments or collaborators, if any	Not applicable		

### II. INFORMATION ABOUT MR RISHI PILANI

1	Background Details	Mr. Rishi Pilani has graduated as a Chemical Engineer from Thadomal Shahani Engineering College, Mumbai and completed his Masters in Industrial Engineering and Masters in Finance from Rensselaer Polytechnic Institute, New York, USA. Mr. Rishi Pilani is having around 11 years rich experience in Technical, Project Management, Leadership and corporate Management.
2	Past Remuneration	The remuneration received by Mr Rishi Pilani during the year ended on March 31, 2017 was ₹ 42.00 Lacs.
3	Recognition or Awards	Nil
4	Job Profile and Suitability	<p>Mr. Rishi Pilani is the Chairman and Managing Director of Ganesh Benzoplast Limited since 2006 and responsible for all day to day operations of the Company. He is playing a pivotal role in the management of the Company. Under his leadership the Infrastructure Division of the Company achieved Sustained growth in terms of revenue and profitability.</p> <p>His past experience in managing infrastructure business as well as his in-depth knowledge, marketing expertise and skills, he is considered as valuable for his responsibilities and the most suitable person for his position.</p>
5	Remuneration Proposed	Details given in Schedule-I
6	Comparative Remuneration profile with respect to Industry, size of the Company, profile of the position and the person	The remuneration proposed is considered to be justified and competitive considering the industry, size of the Company, the responsibilities undertaken and the credentials of the Managing Director.
7	Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:	Except the remuneration and perquisites stated above, Mr. Rishi Pilani holds 7,53,604 Equity Shares of the Company and besides his relationship with Mr. Raunak Pilani, Mr Ramesh Pilani, Mr. Ramakant Pilani, he has no other direct or indirect pecuniary relationship with the Company.

## III. OTHER INFORMATION

1	Reason for Inadequate Profits	The Company is engaged in the business of Liquid Storage and manufacturing of Chemicals. Due to loss in earlier years, net worth of the Company had been fully eroded and registered as a sick Company with BIFR in 2009. Now, after the sanctioning of the Draft Rehabilitation Scheme (DRS) of the Company by Hon'ble High Court of Delhi on December 04, 2015, the Company is under implementation phase of the sanctioned scheme.
2	Steps taken or proposed to be taken for improvement	The Company has been making necessary efforts to improve its profitability by pursuing and implementing strategies.
3	Expected increase in productivity and profitability in measurable terms	In view of various steps taken by the Company to increase in profitability, the Company is expected to perform better in terms of profitability in the years to come.

### ITEM NO. 5

The Board of Directors of the Company, on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. S K Agarwal & Associates, Cost Accountants,(Firm Registration No. 100322) as Cost Auditor to conduct the audit of the cost records of the Company for the financial year 2017-18. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, consent of the Members is sought to ratify the remuneration payable to the Cost Auditors.

Your Directors recommend Resolution No. 5 as an Ordinary Resolution for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the resolution set out at item no. 5.

**BY ORDER OF THE BOARD OF DIRECTORS**

**Ekta Dhandra**  
Company Secretary

**July 27, 2017**

**Registered Office:**

Dina Building, First Floor,  
53, Maharshi Karve Road,  
Marine Lines (E), Mumbai - 400 002.

**CIN:** L24200MH1986PLC039836

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



## ANNEXURE TO NOTICE

**Details of Directors seeking appointment/reappointment as required pursuant to Regulation 36(3) of the Listing Regulations and in terms of Secretarial Standards on General Meetings (SS-2):**

<b>Name of the Director</b>	Mr Rishi Pilani
Category	Chairman & Managing Director
Directors Identification Number (DIN)	00901627
Age	39 years
Date of first Appointment	18.10.2006
Profile	<p>Mr. Rishi Pilani is the Chairman and Managing Director of Ganesh Benzoplast Limited. He has been actively involved in Managing the Corporate affairs and Operational Management of the Company since 2006.</p> <p>Using his post graduate qualification in Industrial Engg and Finance, he gave a new direction to the Infrastructure Division of the Company. His Leadership has been marked by the expansion of the existing Infrastructure Business.</p>
Qualification	<p>B.E (Chemical)</p> <p>Masters in Industrial Engineering and Masters in Finance from Rensselaer Polytechnic Institute, New York, USA.</p>
Expertise in Specific Area	11 years rich experience in Technical, Project Management, Leadership and Corporate Management
List of Directorship held in other Companies	<p>Stolt Rail Logistic Systems Ltd.</p> <p>Futuristic Offshore Services and Chemical Ltd.</p> <p>Ganesh Investment and Financial Technics Pvt. Ltd.</p> <p>Susram Financial Services &amp; Realty Pvt. Ltd.</p> <p>Ganesh Risk Management Pvt. Ltd.</p> <p>Ganesh Vishal Infra Engg. Pvt. Ltd.</p> <p>Poonam Software Solutions Pvt. Ltd.</p> <p>Ganesh Rail Infra Logistic Pvt. Ltd.</p>
Membership/Chairmanships of Committees of the Board of Other Public Companies	Member of Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee of Futuristic Offshore Services & Chemical Ltd.
Number of Shares held in the Company	7,53,604 Equity Shares
Relation with other Directors inter-se	"Cousin" of Mr. Raunak Pilani, Promoter Director

## DIRECTORS' REPORT

The Members,

Your Directors have pleasure in presenting the 30<sup>th</sup> Annual Report of the Company together with the audited financial statements of the Company for the financial year ended March 31, 2017.

### FINANCIAL HIGHLIGHTS

(₹ in Millions)

	2016-17	2015-16
Revenue From Operations	1,181.15	1,194.31
Other Income	35.31	11.78
Profit Before Interest and Depreciation	412.13	386.00
Finance Cost	(153.08)	(156.24)
Depreciation	(110.17)	(107.19)
<b>Net Profit Before tax and Exceptional items</b>	<b>148.89</b>	<b>122.56</b>
Exceptional items (+ or -)	(21.34)	359.05
Net Profit Before Tax (after Exceptional Items)	127.54	481.61
Net Profit for the year after Tax (after Exceptional Items)	127.54	481.61
Earning Per Share (Basic & Diluted) (In ₹) (before Exceptional Items)	2.88	2.37

### BUSINESS OVERVIEW

The Revenue for the year is ₹ 1,181.15 Millions (previous year ₹ 1,194.31 Millions). The Profit before Tax for the year rose to ₹ 148.89 Millions. (previous year ₹ 122.56 Millions) excluding exceptional items, with an increase of 21.48%. The total net profit during the year recorded to ₹ 127.54 Millions.

Basic and diluted Earning per share (EPS) computed in accordance with the accounting Standard was ₹ 2.88 per shares as against ₹ 2.37 per share for the previous year (before Exceptional Items).

### DIVIDEND

Due to negative networth the Company is unable to declare dividend for the year. Once, the networth will become positive then the Company will recommend appropriate dividends.

### TRANSFER TO RESERVE

For the Financial year March 31, 2017 the Company had not transferred any sum to reserves. Therefore,

your Company proposes to transfer the entire amount of profit to profit and loss accounts of the Company.

### BUSINESS OUTLOOK & EXPANSION

The oil, gas and chemical logistics business will continue to show good potential in India due to increase in import and export of oil products, chemicals and LPG.

The Company will take advantage of this growth by maximum Capacity utilization at all the three terminals and operating its newly expanded capacity at JNPT in the Current Financial year 2017-18.

The Company has also received certain Statutory approvals for setting up of LPG storage tanks at its Goa terminal and the Company would actively pursue for the development of LPG storage tanks at its Goa facility in the coming years.

The Company is also getting job contracts or Turnkey contracts for specific projects and presently, the Company is handling job contract at Kandla .

Under Chemical division also the Company is taking various steps to improve the sales along with cost conservation measures to improve profitability.

### SHARE CAPITAL

The paid up Equity Share Capital of the Company as on March 31, 2017 was ₹ 51.78 Millions. During the year under review, the Company has not issued any shares. The Company has not issued shares with differential voting rights. It has neither issued employee stock options nor sweat equity shares.

### SUBSIDIARY COMPANIES

The Company does not have any subsidiary.

### DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

### DIRECTORS

In accordance with the provisions of Section 152 of the Companies Act, 2013 and the Company's Articles of Association, Mr. Rishi Pilani (DIN 00901627) will retire by rotation at the ensuing Annual General Meeting and

being, eligible, has offered himself for re-appointment. The details of the aforesaid Director, his expertise in various functional areas as required to be disclosed under Regulation 36 (3) of the Listing Regulations, form part of the Notice of the ensuing Annual General Meeting.

#### KEY MANAGERIAL PERSONNEL

Mr. Rishi Pilani, Chairman & Managing Director, Mr. Ramesh Pilani, Chief Financial Officer, Mr. Ramakant Pilani, Chief Executive Officer and Ms. Ekta Dhanda, Company Secretary continued to function as Key Managerial Personnel of the Company during the year under review.

#### DECLARATION OF INDEPENDENT DIRECTORS

The Company has received declarations pursuant to Section 149(7) of the Companies Act, 2013, from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 in respect of their position as an "Independent Director" of Company.

#### MEETINGS OF THE BOARD OF DIRECTORS

During the year under review, Ten Board Meetings were held, the details of which are given in the Corporate Governance Report which forms part of this Annual Report. The intervening gap between two consecutive meetings was within the period prescribed under the Companies Act, 2013 and the Listing Regulations, 2015.

#### AUDIT COMMITTEE

The Audit Committee is constituted in line with the regulatory requirements mandated by the Companies Act, 2013 and Listing Regulations, 2015. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report.

#### NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is constituted in line with the regulatory requirements mandated by the Companies Act, 2013 and Listing Regulations, 2015. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report.

#### DIRECTOR'S RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

#### EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9, as required under Section 92 of the Companies Act, 2013, is included in this Report as Annexure –I and forms an integral part of this Report.

#### NOMINATION & REMUNERATION POLICY

The Board has on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and their remuneration including criteria for determining qualifications, positive attributes and other matters provided under Sub Section (3) of Section 178 of the Companies Act, 2013.

The appointment/re-appointment/removal and term/tenure of Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval and the same shall be in accordance with the provisions of the Companies Act, 2013 read with the rules made thereunder and as per the SEBI (LODR) Regulations, 2015.

The Nomination & Remuneration Policy is also available on Company's website [www.gblinfra.com](http://www.gblinfra.com).

## **BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of Committees. The performance of the Board / Committee was evaluated after seeking inputs from all the Directors/Committee members on the basis of the defined criteria. Performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated, on the basis of relevant knowledge, expertise, experience, devotion of time and attention. The Directors expressed their satisfaction with the evaluation process.

## **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The details of loans, guarantees and investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to Financial Statements.

## **RELATED PARTY TRANSACTIONS**

All related party transactions that were entered into during the financial year were on an arm's length basis, in the ordinary course of business and were in compliance with the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Listing Regulations. There were no materially significant Related Party Transactions made by the Company during the year. All Related Party Transactions are placed before the Audit Committee and also the Board for approval.

A statement of all related party transactions is placed before the Audit Committee for its review on quarterly basis, specifying the nature, value and terms and conditions of the transactions. The Company has adopted a Related Party Transactions Policy.

Details of transactions with Related Parties are given in the Notes to the Financial Statements in accordance with the Accounting Standards. There were no transactions during the year which would require to be reported in Form AOC 2.

## **VIGIL MECHANISM / WHISTLE BLOWER POLICY**

The Company has established a Vigil Mechanism / Whistle blower Policy for the employees to report

their genuine concerns or grievances and the same has been posted on Company's website [www.gblinfra.com](http://www.gblinfra.com). The Audit Committee of the Company oversees the Vigil Mechanism.

## **AUDITORS & AUDITORS' REPORT**

M/s Samria & Co., Chartered Accountants, (Registration No. 109043W) have been appointed as the Statutory Auditors of the Company for a period of five (5) years from the conclusion of the 27<sup>th</sup> Annual General Meeting till the conclusion of the 32<sup>nd</sup> Annual General Meeting. The Board now recommends the appointment of M/s Samria & Co. for ratification by the members at the Annual General Meeting for the Financial Year 2017-18.

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and therefore, do not call for any further explanations or comments.

## **SECRETARIAL AUDIT & SECRETARIAL AUDIT REPORT**

During the year under review, M/s VKM & Associates, Practicing Company Secretary who was appointed as the Secretarial Auditor of the Company has issued the audit report in respect of the secretarial audit of the Company for the financial year ended March 31, 2017 and is annexed as Annexure-II to the Director's Report.

The Secretarial Audit Report which forms a part of the Annual Report is self-explanatory and requires no further comments.

## **COST AUDITORS & COST AUDIT REPORT**

In terms of the Section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, the Company is required to maintain cost accounting records and get them audited every year.

The Board had, on the recommendations of audit committee appointed M/s. S K Agarwal, Cost Accountants, as Cost Auditors of the Company for the financial year 2017-18 at a fee of ₹ 1.50 Lacs (Rupees One Lac Fifty Thousand only) plus applicable taxes and out of pocket expenses subject to the ratification of the said fees by the shareholders at the ensuing Annual General Meeting. Accordingly, a resolution seeking shareholders ratification for the remuneration payable to M/s. S K Agarwal, Cost Accountants, is included in the Notice convening the Annual General Meeting.

The Cost audit report for financial year 2016-17 would be filed with the Central Government within prescribed timelines.



### **ENERGY CONSERVATION, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information pursuant to Section 134 (3)(m) of the Companies Act, 2013, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 2014 relating to the foregoing Matters is given in the Annexure-III forming part of this report.

### **PARTICULARS PURSUANT TO SECTION 197(12) AND THE RELEVANT RULES**

The information in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Rule 5 (1) and Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure-IV to the Director's Report.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Pursuant to Section 135 of the Companies Act, 2013 read with rules made thereunder, your Directors have constituted the Corporate Social Responsibility (CSR) Committee. The details of the Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report. The said Committee has been entrusted with the responsibility and recommending to the Board, a Corporate Social Responsibility Policy (CSR Policy) indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities.

As required under Section 135 of the Companies Act, 2013, during the financial year 2016-17, your Company has spent ₹ 23 Lacs towards CSR expenditure. The Annual Report on CSR activities is annexed as Annexure-V to the Director's Report

### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In accordance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made there under, has an internal Policy on Sexual Harassment at Workplace (Prevention, Prohibition and Redressal).

Under the policy, an internal Complaint committee (ICC) has been set up to redress complaints received regarding sexual harassment. The ICC is responsible

for redressal of complaints related to sexual harassment of women at the workplace in accordance with procedures, regulations and guidelines provided in the Policy.

During the year under review, No complaint was received from any employee during F.Y 2016-17 and hence no complaint is outstanding as on March 31, 2017 for redressal.

### **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS**

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexures, together with the Declaration regarding compliance of Code of Conduct by Board Members and Senior Management Personnel & Certificate from the auditors of the Company regarding compliance with the requirements of Corporate Governance as stipulated in the Listing Regulations, 2015.

### **INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has in place adequate internal financial controls with reference to financial statements.

The Internal Auditor evaluates the adequacy of the internal control system in the Company and reports to the Audit committee.

### **LISTING INFORMATION**

The Equity Shares of your Company are listed and actively traded on the Bombay Stock Exchange Limited (BSE).

The Company has paid annual listing fees to the BSE Stock Exchange for the financial year 2017-18.

### **MATERIAL AND SIGNIFICANT ORDERS PASSED BY REGULATORS & COURTS**

There were no significant material orders passed by the Regulators / Courts / Tribunals which would impact the going concern status of the Company and its future operations.

### **BIFR STATUS**

In pursuant to the sanction of draft Rehabilitation Scheme by the Hon'ble High Court of Delhi on December 04, 2015 vide a Judgment order W.P (C) 9320/2015, the Company is in Second year of implementation phase of Sanctioned Scheme. The Company is complying the sanctioned Scheme.

## LEGAL CASES

Company had filed civil and criminal cases against various parties for recovery of dues. As per the legal opinion and management perception Company will recover the substantial amount from the defaulting parties. Some of the parties and suppliers have also filled cases against the Company as briefed in contingent liabilities.

## MATERIAL CHANGES & COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of this report.

## ACKNOWLEDGEMENT

Your Directors would like to express their appreciation for the assistance and co-operation received from the Port authorities and other Government authorities, banks, Customers, business associates and members during the year under review.

Your Directors also wish to place on record their appreciation for the committed services by the executives, staff and workers of the Company.

**For and on behalf of the Board of Directors**

**Rishi Pilani**  
**Chairman & Managing Director**  
**(DIN: 00901627)**

**Mumbai, May 30, 2017**

# ANNEXURE - I TO THE DIRECTORS' REPORT

## EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON MARCH 31, 2017

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014]

### I. REGISTRATION AND OTHER DETAILS

i.	Corporate Identity Number (CIN) of the Company	L24200MH1986PLC039836
ii.	Registration Date	MAY 15, 1986
iii.	Name of the Company	GANESH BENZOPLAST LIMITED
iv.	Category/Sub-Category of the Company	Public Company limited by Shares/Indian Non-Government Company
v.	Address of the Registered office and contact details	Dina Building, First Floor, 53, Maharshi Karve Road, Marine lines (E), Mumbai-400 002. Telefax: 022-22001928
vi.	Whether listed Company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Bigshare Services Pvt Ltd. 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road Marol, Andheri East, Mumbai 400059, Maharashtra Tel: 022 62638200, Fax : 022 62638299 E-mail: info@bigshareonline.com Website: www.bigshareonline.com

### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the Company shall be stated:-

S. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1	Storage facilities and Cargo Handling	52241	61.37%
2	Manufacturing of Organic & Inorganic chemicals	20119	38.63%

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S.No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section of Companies Act, 2013
1	N.A	N.A	N.A	N.A	N.A

### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### 1) Category-wise Shareholding

Category of Shareholders	No of Shares Held on April 1, 2016				No of Shares Held on March 31, 2017				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoter</b>									
<b>1. Indian</b>									
Individual/ HUF	3509430	Nil	3509430	6.78	5753605	Nil	5753605	11.11	4.33
Central Govt/ State Govt.(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Bodies Corporate	15525101	Nil	15525101	29.98	17691768	Nil	17691768	34.17	4.19
Financial Institutions/ Banks	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Any other(specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (A)(1)</b>	<b>19034531</b>	<b>Nil</b>	<b>19034531</b>	<b>36.76</b>	<b>23445373</b>	<b>Nil</b>	<b>23445373</b>	<b>45.28</b>	<b>8.52</b>

Category of Shareholders	No of Shares Held on April 1, 2016				No of Shares Held on March 31, 2017				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>2. Foreign</b>									
Individuals (Non-Resident Individuals/ Foreign Individuals)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Bodies Corporate	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Institutions	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Any other(specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (A)(2)</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)</b>	<b>19034531</b>	<b>Nil</b>	<b>19034531</b>	<b>36.76</b>	<b>23445373</b>	<b>Nil</b>	<b>23445373</b>	<b>45.28</b>	<b>8.52</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
Mutual Funds/UTI	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Financial Institutions/ Banks	2357646	Nil	2357646	4.56	108300	Nil	108300	0.21	(4.35)
Central Govt/ State Govt.(s)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Venture Capital Funds	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Insurance Companies	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Alternate Investment Funds	Nil	Nil	Nil	Nil	767097	Nil	767097	1.48	1.48
FII's	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Foreign Venture Capital Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Foreign Portfolio Investors	Nil	Nil	Nil	Nil	130847	Nil	130847	0.25	0.25
Qualified Foreign Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Any other(specify)	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
<b>Sub-total (B)(1)</b>	<b>2357646</b>	<b>Nil</b>	<b>2357646</b>	<b>4.56</b>	<b>1006244</b>	<b>Nil</b>	<b>1006244</b>	<b>1.94</b>	<b>(2.62)</b>
<b>2. Non-Institutions</b>									
Bodies Corporate	7264878	60655	7325533	14.15	2400387	23900	2424287	4.68	(9.47)
Individuals	11368730	3060572	14429302	27.87	14232129	2984040	17216169	33.25	5.38
i. Individuals shareholders holding nominal share capital upto ₹ 1 lac									
ii. Individuals shareholders holding nominal share capital in excess of ₹ 1 lac	7557509	Nil	7557509	14.59	5464860	Nil	5464860	10.55	(4.04)
Qualified Foreign Investors	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Any other(specify)									
i.NRIs	1012763	Nil	1012763	1.96	1132120	45328	1177448	2.27	0.31
ii clearing Members	54509	Nil	54509	0.10	766653	Nil	766653	1.48	1.38
iii Trusts	8200	Nil	8200	0.015	65009	Nil	65009	0.13	0.115
iv Directors & Relatives	4300	Nil	4300	0.008	4300	Nil	4300	0.008	Nil
v Foreign Portfolio Investor	Nil	Nil	Nil	Nil	210000	Nil	210000	0.41	0.41
vi NBFC Registered with RBI	Nil	Nil	Nil	Nil	3950	Nil	3950	0.01	0.01
<b>Sub-total (B)(2)</b>	<b>27270889</b>	<b>3121227</b>	<b>30392116</b>	<b>58.67</b>	<b>24279408</b>	<b>3053268</b>	<b>27332676</b>	<b>52.78</b>	<b>(5.89)</b>
<b>Total Public Shareholding (B)=(B)(1)+(B)(2)</b>	<b>29628535</b>	<b>3121227</b>	<b>32749762</b>	<b>63.24</b>	<b>25285652</b>	<b>3053268</b>	<b>28338920</b>	<b>54.72</b>	<b>(8.52)</b>
<b>C. Shares held by Custodians for GDR's &amp; ADR's</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>
<b>Grand Total (A)+(B)+(C)</b>	<b>48663066</b>	<b>3121227</b>	<b>51784293</b>	<b>100</b>	<b>48731025</b>	<b>3053268</b>	<b>51784293</b>	<b>100</b>	<b>Nil</b>



## 2) Shareholding of Promoters

S. No.	Shareholder's Name	No of Shares Held on April 1, 2016			No of Shares Held on March 31, 2017			% change in Shareholding during the year
		No of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares % of Total Shares	No of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares % of Total Shares	
1.	Rishi Pilani	176097	0.34	97.67	753604	1.46	75.90	1.12
2.	Ramesh Pilani	1300000	2.51	100	1300000	2.51	100	Nil
3.	Sushiladevi Pilani	333333	0.64	Nil	333333	0.64	Nil	Nil
4.	Ashok Goel	1000000	1.93	Nil	1000000	1.93	Nil	Nil
5.	Gul K Bijlani	Nil	Nil	Nil	833334	1.61	Nil	1.61
6.	Dinesh Thapar	Nil	Nil	Nil	833334	1.61	Nil	1.61
7.	Shankar Bijlani	500000	0.97	Nil	500000	0.97	Nil	Nil
8.	Krishan K Gupta	100000	0.19	Nil	100000	0.19	Nil	Nil
9.	Sukesh Gupta	100000	0.19	Nil	100000	0.19	Nil	Nil
10.	Susram Financial Services & Realty Private Limited	10555555	20.38	83.78	10555555	20.38	99.89	Nil
11.	Tarang Advisory Private Limited	Nil	Nil	Nil	2166667	4.18	Nil	4.18
12.	Ganesh Risk Management Private Limited	4969546	9.60	100	4969546	9.60	100	Nil
	<b>TOTAL</b>	<b>19034531</b>	<b>36.76</b>	<b>80.30</b>	<b>23445373</b>	<b>45.28</b>	<b>74.15</b>	<b>8.52</b>

## 3) Change in Promoters' Shareholding

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
1.	Rishi Pilani				
	At the beginning of the year	176097	0.34	176097	0.34
	16-June-2016	1828	0.003	177925	0.34
	21-July-2016	573679	1.11	751604	1.45
	23-July-2016	2000	0.003	753604	1.46
	At the end of the year	753604	1.46	753604	1.46
2.	Ramesh Pilani				
	At the beginning of the year	1300000	2.51	1300000	2.51
	At the end of the year	1300000	2.51	1300000	2.51
3.	Sushiladevi Pilani				
	At the beginning of the year	333333	0.64	333333	0.64
	At the end of the year	333333	0.64	333333	0.64
4.	Ashok Goel				
	At the beginning of the year	1000000	1.93	1000000	1.93
	At the end of the year	1000000	1.93	1000000	1.93

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
5.	Gul Bijlani				
	At the beginning of the year	Nil	Nil	Nil	Nil
	21-July-2016	833334	1.61	833334	1.61
	At the end of the year	833334	1.61	833334	1.61
6.	Dinesh Thapar				
	At the beginning of the year	Nil	Nil	Nil	Nil
	21-July-2016	833334	1.61	833334	1.61
	At the end of the year	833334	1.61	833334	1.61
7.	Shankar Bijlani				
	At the beginning of the year	500000	0.97	500000	0.97
	At the end of the year	500000	0.97	500000	0.97
8.	Krishan K Gupta				
	At the beginning of the year	100000	0.19	100000	0.19
	At the end of the year	100000	0.19	100000	0.19
9.	Sukesh Gupta				
	At the beginning of the year	100000	0.19	100000	0.19
	At the end of the year	100000	0.19	100000	0.19
10.	Susram Financial Services & Realty Private Limited				
	At the beginning of the year	10555555	20.38	10555555	20.38
	At the end of the year	10555555	20.38	10555555	20.38
11.	Tarang Advisory Private Limited				
	At the beginning of the year	Nil	Nil	Nil	Nil
	21-July-2016	2166667	4.18	2166667	4.18
	At the end of the year	2166667	4.18	2166667	4.18
12.	Ganesh Risk Management Private Limited				
	At the beginning of the year	4969546	9.60	4969546	9.60
	At the end of the year	4969546	9.60	4969546	9.60

#### 4) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Top Ten Shareholder's Name	Shareholding as on April 1, 2016		Shareholding as on March 31, 2017	
	No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
Stress Assets Stabilization Fund	1861111	3.59	Nil	Nil
Mauryan First	Nil	Nil	767097	1.48
Gyan Chordia	1130286	2.18	901320	1.74
Kailash Aggarwal	864900	1.67	864900	1.67
Anish Kishore Modi	733971	1.42	538361	1.03
Shashi Chordia	700193	1.35	470096	0.91
Dalpatraj Jain	650109	1.26	650109	1.26
Rishabh Suitings (P) Ltd	514917	0.99	514917	0.99
Kailash Kedarnath Agarwal	500000	0.97	500000	0.97
Remarkable Fiscal Company Pvt.Ltd	477210	0.92	477210	0.92
Arihant Capital Markets Limited*	4407014	8.51	Nil	Nil
Vijaykumar N Khemani	Nil	Nil	315739	0.61

\*Held only as Escrow Agent for open offer of the Company from December, 2015 to July, 2016.

## 5) Shareholding of Directors and Key Managerial Personnel

S. No.	For Each of Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No of Shares	% of total shares of the Company	No of Shares	% of total shares of the Company
1.	Rishi Pilani-CMD				
	At the beginning of the year	176097	0.34	176097	0.34
	16-June-2016	1828	0.003	177925	0.34
	21-July-2016	573679	1.11	751604	1.45
	23-July-2016	2000	0.003	753604	1.46
	At the end of the year	753604	1.46	753604	1.46
2.	Ramesh Pilani-CFO				
	At the beginning of the year	1300000	2.51	1300000	2.51
	At the end of the year	1300000	2.51	1300000	2.51
3.	Ramesh Punjabi-Independent Director				
	At the beginning of the year	4300	0.008	4300	0.008
	At the end of the year	4300	0.008	4300	0.008

## V. INDEBTEDNESS

(₹ In Lacs)

## Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtness
<b>Indebtedness at the beginning of the financial year</b>				
(i) Principal Amount	15,870.80	1,886.40	-	17,757.20
(ii) Interest due but not paid	20.80	-	-	20.80
(iii) Interest accrued but not due			-	
<b>Total (i+ii+iii)</b>	<b>15,891.60</b>	<b>1,886.40</b>	<b>-</b>	<b>17,778.00</b>
<b>Change in Indebtedness during the financial year</b>				
Addition	-	9,743.00	-	9,743.00
Reduction	10,779.40	-	-	10,779.40
<b>Net Change Indebtedness</b>			-	
<b>At the end of the financial year</b>				
(i) Principal Amount	5,112.10	11,629.40	-	16,741.60
(ii) Interest due but not paid	-	-	-	-
(iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>5,112.10</b>	<b>11,629.40</b>	<b>-</b>	<b>16,741.60</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(₹ In Lacs)

## A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Particulars of Remuneration	Rishi Pilani-CMD	Total Amount
Gross salary		
(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	42.00	42.00
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		
(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	Nil	Nil
Stock Option	Nil	Nil
Sweat Equity	Nil	Nil
Commission		
- as % of profit	Nil	Nil
- others, specify...	Nil	Nil
Others, please specify	Nil	Nil
<b>Total (A)</b>	<b>42.00</b>	<b>42.00</b>

## B. Remuneration to other Directors

(₹ In Lacs)

Particulars of Remuneration	Name of Directors			Total Amount
	Ramesh Punjabi	Nalinakshan K	Jagruti Gaikwad	
Independent Directors				
Fee for attending board / committee meetings	0.27	0.46	0.53	1.26
Commission	Nil	Nil	Nil	Nil
Others, please specify	Nil	Nil	Nil	Nil
<b>Total (B)</b>	<b>0.27</b>	<b>0.46</b>	<b>0.53</b>	<b>1.26</b>
<b>Total Managerial Remuneration(A)+(B)</b>				<b>43.26</b>

## C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(₹ In Lacs)

Particulars of Remuneration	Key Managerial Personnel			Total Amount
	CEO	Company Secretary	CFO	
Gross salary				
(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	28.70	7.27	30.00	65.97
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
Stock Option	Nil	Nil	Nil	Nil
Sweat Equity	Nil	Nil	Nil	Nil
Commission				
- as % of profit	Nil	Nil	Nil	Nil
- others, specify...	Nil	Nil	Nil	Nil
Others, please specify	Nil	Nil	Nil	Nil
<b>Total</b>	<b>28.70</b>	<b>7.27</b>	<b>30.00</b>	<b>65.97</b>

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD /NCLT / COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty					
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					
Punishment					
Compounding					

## ANNEXURE – II TO DIRECTORS' REPORT

### SECRETARIAL AUDIT REPORT FOR FINANCIAL YEAR ENDED ON MARCH 31, 2017

[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]

To,  
The Member,  
Ganesh Benzoplast Limited  
Dina Building, First Floor,  
53, M K Road, Marine Lines,  
Mumbai-400002

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by "Ganesh Benzoplast Limited" (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us 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 authorised 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 on 31<sup>st</sup> March, 2017 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 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 for the financial year ended on 31<sup>st</sup> March, 2017 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts ( Regulation) Act, 1956 (SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India , 1992 (SEBI Act);
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - Not applicable as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review;
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any debt securities which were listed during the year under review;
  - (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993;
  - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable as the Company has not delisted / propose to delist its equity shares from any Stock Exchange during the year under review;
  - (h) The Securities and Exchange Board of India (Buyback of Securities ) Regulations, 1998- Not applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review;



6. Other Laws applicable to the Company;
- i. Bombay Shops and Establishments Act, 1948;
  - ii. Food Safety and Standards Act, 2006;
  - iii. Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975;
  - iv. The Employee Provident Fund and Miscellaneous Provisions Act, 1952.
  - v. The Payment of Gratuity Act, 1972.
  - vi. The Maharashtra Labour Welfare Fund Act, 1953.
  - vii. The Public Liability Insurance Act, 1991
  - viii. The Maharashtra Pollution and Control Board Circulars and its Standing Orders.

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.
- II. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations.

- I. Company has satisfied charges of State Bank of India and IFCI which were created vide Charge Id Y10329736 and Z00580070 on ROC site but has not filled forms for satisfaction of charge to ROC. As per the representations received from the Management the SBI charge satisfaction form is pending due to some reconciliation from the bank side and the IFCI charge form will be filed after redemption of the Zero coupon Bonds issued to IFCI, on September 30, 2018.
- II. During the year the Company has granted Interest Free loans / advances to parties covered in the register maintained under Section 189 of the

Companies Act, 2013('the Act') to the extent of ₹ 5.24 Millions.

- III. Statutory dues outstanding on Company of ₹ 0.94 Millions of Professional Tax and ₹ 1.44 Millions of Provident Fund for the period of 2006-2011 and 2009-2011, which are being paid as per the sanctioned Scheme of BIFR .

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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.
- Decisions at the Board Meetings and Committee Meetings were taken unanimously and are captured and recorded as part of the minutes of the meetings.

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.

**For VKM & Associates  
Practicing Company Secretary**

**(Vijay Kumar Mishra)  
Partner**

**FCS No. 5023  
C P No.: 4279**

**Mumbai, May 30, 2017**

Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

**“ANNEXURE A”**

To,  
The Member,  
Ganesh Benzoplast Limited  
Dina Building, First Floor,  
53, M K Road, Marine Lines,  
Mumbai-400002

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

**Management's Responsibility**

1. It is the Responsibility of Management of the Company to maintain Secretarial records, device proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

**Auditor's Responsibility**

2. 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 the 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.

3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

**Disclaimer**

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For VKM & Associates  
Practicing Company Secretary**

**(Vijay Kumar Mishra)  
Partner**

**FCS No. 5023  
C P No.: 4279**

**Mumbai, May 30, 2017**

## ANNEXURE - III TO THE DIRECTORS' REPORT

Information on conservation of Energy, Technology absorption, Foreign Exchange Earnings and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with companies (Accounts) Rules, 2014 are provided hereunder

### A. CONSERVATION OF ENERGY

The total energy consumption and the energy consumption per unit of production for chemical manufacturing units are as follows:

	2016-17	2015-16
<b>I. POWER AND FUEL CONSUMPTION</b>		
1. (a) Purchased Unit (KWH in Thousands)	<b>2,920.58</b>	2,982.38
Total Amount (₹ in Mns)	<b>25.21</b>	25.96
Rate/Unit (₹)	<b>8.63</b>	8.71
(b) Own Generation		
(i) Through Diesel Generator unit (KLS in Thousands)		
Total Units	<b>0.97</b>	2.45
Total Amount (₹ In Mns)	<b>0.00</b>	0.13
Rate / Unit (₹)	<b>0.00</b>	54.99
2. FURNACE OIL		
Qty. (K.L. in Thousands)	<b>160.74</b>	186.35
Total amount (₹ In Mns)	<b>5.10</b>	5.16
Average rate (RS/KLS)	<b>31.729</b>	27.699
<b>II. CONSUMPTION PER M.T.OF PRODUCTzION</b>		
Electricity	<b>711.78/ KWH</b>	726.84/ KWH
Furnace Oil (KLS)	<b>39.17/ KLS</b>	45.42/ KLS
Diesel/LDO/LSHS (KLS)	<b>0.00/ KLS</b>	0.00/ KLS

- i. Steps taken or impact on conservation of energy: Company ensures that the manufacturing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
- ii. Steps taken for utilizing alternate sources of energy. No alternative source of energy was used during the period under review.
- iii. Capital investment on energy conservation equipment during the year: NIL

### B. TECHNOLOGY ABSORPTION

- i. Company's products are manufactured by using in-house know how and no outside technology is being used for manufacturing activities. Therefore, no technology absorption is required. The Company constantly strives for maintenance and improvement in quality of its products and upgradation of the existing products and entire Research & Development activities are directed to achieve the aforesaid goal.
- ii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-
  - a) the details of technology imported; N.A
  - b) the year of import; N.A
  - c) whether the technology been fully absorbed; N.A
  - d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof and; N.A
- iii. the expenditure incurred on Research and Development.: N.A

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The information in this regards is provided in Notes to Accounts.

For and on behalf of the Board of Directors

**Rishi Pilani**  
 Chairman & Managing Director  
 (DIN: 00901627)

Mumbai, May 30, 2017

## ANNEXURE – IV TO THE DIRECTORS' REPORT

DISCLOSURE UNDER SECTION 197 (12) OF THE COMPANIES ACT, 2013

### PART-(A) Disclosure as required under Rules 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- 1) Ratio of the Remuneration of each Director to the median remuneration of the employees of the Company for the financial year ended 31<sup>st</sup> March, 2017 and the percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary for the financial year ended 31<sup>st</sup> March, 2017:

Name of Director/KMP	Remuneration Received (₹ In Lacs )	% Increase in Remuneration in F.Y 2016-17	Ratio to Median Remuneration
Mr. Rishi Pilani (Chairman & MD)	42.00	0.00%	13:1
Mr Ramesh Pilani (CFO)	30.00	3.33%	N.A.
Mr. Ramakant Pilani (CEO)	28.70	3.49%	N.A.
Ms. Ekta Dhanda (CS)	7.27	13.76%	N.A.

- 2) During the financial year 2016-17, there was an increase of 13 % in the median remuneration of employees.  
 3) There were 154 permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2017.  
 4) There was no increase in Managerial Remuneration for the financial year 2016-17.  
 5) It is affirmed that the remuneration paid is as per remuneration policy of the Company.

### PART-(B) information as per Rules 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- a) Details of every employee, who was employed throughout the financial year, was in receipt of gross remuneration for that year which, in the aggregate, was not less than One Crores Two lakhs rupees;- (Nil) hence, **Not Applicable**.
- b) Details of every employee, who was employed for a part of the financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Eight lakhs fifty thousand rupees per month; (Nil) hence, **Not Applicable**.
- c) Details of every employee, who was employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, Not less than two percent of the equity shares of the Company. (Nil) hence, **Not Applicable**.

For and on behalf of the Board of Directors

Rishi Pilani  
 Chairman & Managing Director  
 (DIN: 00901627)

Mumbai, May 30, 2017

## DECLARATION REGARDING AFFIRMATION OF CODE OF CONDUCT IN TERMS OF REGULATION 17(5) OF THE LISTING REGULATIONS

In terms of Regulation 17(5) of the Listing Regulations, 2015 this is to confirm that all the members of the Board and the Senior Management personnel have affirmed Compliance with the Code of Conduct for the year ended March 31, 2017.

For and on behalf of the Board of Directors

Rishi Pilani  
 Chairman & Managing Director  
 (DIN: 00901627)

Mumbai, May 30, 2017

# ANNEXURE – V TO THE DIRECTORS’ REPORT

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

Rule 8(1) of the Companies (Corporate Social Responsibility) Rules, 2014]

### 1. A BRIEF OUTLINE OF THE COMPANY’S CSR POLICY.

The Company has framed a CSR Policy in compliance with the provisions of the Companies Act, 2013 and Rules made thereunder. The CSR Policy provides for carrying out CSR activities in respect of those areas as provided in Schedule VII of the Companies Act, 2013. The CSR Policy is placed on the Company’s website: [www.gblinfra.com](http://www.gblinfra.com)

### 2. THE COMPOSITION OF THE CSR COMMITTEE

Mr. Ramesh Punjabi - Chairman  
Mr. Rishi Pilani - Member  
Ms. Jagruti Gaikwad – Member

### 3. Average net profit of the Company for last three financial years (FY 2013-14 to FY 2015-16)

Average Net Profit: ₹ 1612.26 Lacs

### 4. Prescribed CSR Expenditure for financial year 2016-17 (two percent of the amount as in item 3 above)

The Company is required to spend ₹ 32.24 Lacs towards CSR.

### 5. Details of CSR spent during the financial year 2016-17

- (a) Total amount to be spent for the financial year is ₹ 44.89 Lacs ( i.e ₹ 6.69 Lacs for FY 2014-15 plus ₹ 5.96 Lacs for FY 2015-16 and ₹ 32.24 Lacs for FY 2016-17).
- (b) Amount Spent for the financial year 2016-17 is ₹ 23.00 Lacs.
- (c) Amount unspent, for the FY 2016-17 if any; ₹ 21.89 Lacs.
- (d) Manner in which the amount spent during the financial year is detailed below:

Sr. No.	CSR project or activity identified	Sector in which the project is covered	Project of program i)Local area, or ii) state and district	Amount outlay (In ₹)	Amount Spent on the project	Cumulative expenditure up-to the reporting period	Amount spent: Direct or through implementing agency
1	Woman Empowerment	Woman Empowerment	Bhubaneswar, Odisha	2.00 Lacs	2.00 Lacs	2.00 Lacs	Bless and Bliss Foundation
2	Promoting Education and imparting Technical Education	Promoting Education& Technical Training	Dhule, Maharashtra	21.00 Lacs	21.00 Lacs	21.00 Lacs	Shirpur Education Society, Dhule, Maharashtra

### 6. THE REASON FOR FALLING SHORT OF THE REQUIRED AMOUNT IN ITS BOARD REPORT

The Company is in process of finding suitable opportunity for CSR spending and is committed to spend the required obligations towards CSR.

### 7. A RESPONSIBILITY STATEMENT OF THE CSR COMMITTEE

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

**For and on behalf of the Board of Directors**

**Rishi Pilani**  
**Chairman & Managing Director**  
**(DIN: 00901627)**

**Mumbai, May 30, 2017**



# CORPORATE GOVERNANCE REPORT

[As required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations)]

Your Company has complied in all material respects with the requirements of the corporate governance provisions as specified in the Listing Regulations. A report on the implementation of the corporate governance provisions of the Listing Regulations by the Company is given below:

## 1. Company's philosophy on Corporate Governance

The Company's philosophy on Corporate Governance is to observe the highest level of ethics in all its dealings, to ensure efficient conduct of the Company and help the Company achieve its goal in maximizing value for all its stakeholders.

## 2. Board of Directors ("Board")

### 2.1 Composition of the Board

As on 31<sup>st</sup> March, 2017, the Company's Board of Directors' comprised of five directors including a Managing Director & Chairman. Of the Five directors, three are non-executive independent directors including an independent woman director. All the Independent Directors of the Company furnish declarations annually that they satisfy the conditions of their being independent. All such declarations are placed before the Board. Further, pursuant to Section 164(2) of Companies Act, 2013, all the Directors have provided declarations annually in Form DIR-8 that they have not been disqualified to act as Director.

The names and categories of the Directors on the Board are given below:

S.No.	Name	DIN	Category
1.	Mr. Rishi Pilani-Chairman & Managing Director	00901627	Promoter Director
2.	Mr. Raunak Pilani	00932269	Promoter Director
3.	Mr. Ramesh Punjabi	03244442	Independent Director
4.	Mr. Nalinakshan K	00006570	Independent Director
5.	Ms. Jagruti Gaikwad	07177542	Independent Director

### 2.2 Meetings of the Board of Directors

The Board meets at least once a quarter to review the quarterly results and other items on the agenda and also on the occasion of the Annual General Meeting of the shareholders. Additional meetings are held, whenever necessary. The Board Meetings are pre-scheduled and a tentative annual calendar of the Board is circulated to the

Directors well in advance to facilitate the Directors to plan their schedules. In case of business exigencies, if any, shorter notice of board meeting is given to directors subject to presence of at least one Independent Director in meeting. Committees of the Board usually meet the same day before the Board meeting, or whenever the need arises for transacting the business. The recommendations of the Committees are placed before the Board for necessary approval.

The Board of Directors of the Company met Ten times during the year 2016-17 i.e. on May 30, 2016, July 29, 2016, August 11, 2016, October 18, 2016, November 14, 2016, November 29, 2016, February 10, 2017, February 17, 2017, March 7, 2017 and March 17, 2017. The gap between two meetings did not exceed one hundred and twenty days.

### 2.3 Attendance of Director at Board Meetings and Annual General Meeting

Attendance of each director at the board meeting and the last Annual General Meeting (AGM) held during the year and the number of directorships and committee memberships/chairpersonships held by them in other Companies is given below:

S.No	Name	No. of Board meetings attended during 2015-16		Whether attended last AGM held on September 20, 2016	No. of Directorships in other companies	No. of Committee positions held in other Companies**	
		Held	Attended			Chairman	Member
1.	Mr. Rishi Pilani	10	10	Yes	8	1	3
2.	Mr. Raunak Pilani	10	8	Yes	5	-	-
3.	Mr. Ramesh Punjabi	10	7	Yes	2	-	-
4.	Mr. Nalinakshan K	10	9	Yes	1	-	-
5.	Ms. Jagruti Gaikwad	10	7	No	-	-	-

None of the directors is a member of more than ten committees nor is a chairperson of more than 5 committees across all the public limited Companies, whether listed or not, in which he/she is a director.

The committees considered for the above purpose are those specified in Regulation 26(1)(b) of the Listing Regulations i.e., the Audit Committee and

the Stakeholders' Relationship Committee.

Mr. Rishi Pilani is the 'Cousin' of Mr. Raunak Pilani. None of the other Directors have any relationships inter-se.

## 2.4 Familiarization Programme for Directors

The Managing Director of the Company provides a brief of the industry and business of the Company to the newly appointed director and also has a discussion to familiarize him/her with the Company's operations. At the time of regularization of the appointment of an Independent Director, the appointment is formalized by issuing a letter to the director, which inter alia explains the role, function, duties and responsibilities expected of him/her as a director of the Company. The Company also from time to time familiarizes the Independent Directors about the Company, its product, business and the ongoing events relating to the Company through presentations.

## 3. Audit Committee

### 3.1 Composition & meetings of Committee

The Audit Committee of the Company is constituted in line with the provisions of Regulation 18(1) of the Listing Regulations read with Section 177 of the Companies Act, 2013.

As on 31<sup>st</sup> March, 2017, the Company's Audit committee comprised of four directors, from which, three are non-executive independent directors and Chairman of the Audit committee is also non-executive independent Director.

The Audit Committee of Board of Directors of the Company met four times during the year 2016-17 i.e. on May 30, 2016, August 11, 2016, November 14, 2016 and February 10, 2017.

Details of meetings attended by the members of the Audit Committee during the financial year 2016-17 are as follows:

S.No.	Name	Category	Status	Committee Meetings	
				Held	Attended
1.	Mr. Nalinakshan K	Independent Director	Chairman	4	4
2.	Ms. Jagruti Gaikwad	Independent Director	Member	4	4
3.	Mr. Ramesh Punjabi	Independent Director	Member	4	2
4.	Mr. Rishi Pilani	Promoter-Managing Director	Member	4	4

The Company Secretary acts as the Secretary of the Committee.

## 3.2 Terms of Reference

The terms of reference of the Audit Committee conform to the guidelines set out in the Regulation 18 of Listing Regulations, 2015 read with Section 177 of the Companies Act, 2013. It includes overseeing the Company's financial reporting process and disclosure of financial information, reviewing with the management the quarterly and annual financial statements before submission to the Board for approval, the performance of Statutory and Internal Auditors and adequacy of internal control systems and all other roles specified under Regulation 18 of Listing regulations and as per Section 177 of the Companies Act, 2013 read with rules framed thereunder.

## 4. Nomination & Remuneration Committee

### 4.1 Composition & meetings of Committee

The constitution and terms of reference of Nomination and Remuneration Committee of the Company is in line with the provisions of Regulation 19 of the Listing Regulations read with Section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee of the Company was constituted to formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board policies relating to the remuneration of the directors, key managerial personnel and other employees and diversity of board of directors, and evaluation of the performance of independent directors and the 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.

The Nomination & Remuneration Committee of the Board comprised of three directors all of whom are non-executive independent directors.

The Nomination & Remuneration Committee of Board of Directors of the Company met One time during the year 2016-17 i.e. on May 30, 2016.

S.No.	Name	Category	Status	Committee Meetings	
				Held	Attended
1.	Mr. Nalinakshan K	Independent Director	Chairman	1	1
2.	Ms. Jagruti Gaikwad	Independent Director	Member	1	1
3.	Mr. Ramesh Punjabi	Independent Director	Member	1	1

## 4.2 Nomination and Remuneration Policy

The remuneration is recommended by the remuneration committee based on criteria such as industry benchmark, the Company's performance vis-a-vis industry, responsibilities shouldered performance / track record and is decided by the Board of Directors. The Board, on the recommendations of the Remuneration Committee, approves the annual increments as stipulated in Section 197 and Schedule V of the Companies act, 2013.

The Company pays remuneration to its Managing Director, Chief Financial Officer and Chief Executive Officer by way of salary, allowance and perquisites. No sitting fee is payable to the Chairman.

The Independent Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board meetings.

An Independent Director shall be entitled to receive sitting fees for each meeting of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013

## 4.3 Details of Remuneration for the year ended on March 31, 2017

Name	Designation	Total Remuneration
Mr. Rishi Pilani	Chairman & Managing Director	₹ 42.00 Lacs

Name	Designation	Total Sitting Fee
Mr. Nalinakshan K	Independent Director	₹ 0.46 Lacs
Mr. Ramesh Punjabi	Independent Director	₹ 0.27 Lacs
Ms. Jagruti Gaikwad	Independent Director	₹ 0.53 Lacs

No commission has been paid to any Independent Directors, Managing Director and other directors for the year ended March 31, 2017.

## 4.4 Equity Shares held by the Directors

S.No.	Name	Category	No of Shares Held
1.	Mr. Nalinakshan K	Independent Director	NIL
2.	Ms. Jagruti Gaikwad	Independent Director	NIL
3.	Mr. Ramesh Punjabi	Independent Director	4,300
4.	Mr. Rishi Pilani	Chairman & Managing Director	7,53,604
5.	Mr. Raunak Pilani	Director	NIL

## 5. Stakeholders' Relationship Committee

### 5.1 Composition & meetings of Committee

Stakeholders' Grievance Committee was constituted to consider and approve the physical transfer/transmission/transposition of shares, issue of new/duplicate share certificates and oversees and reviews all matters connected with securities transfer. The Committee also specifically looks into the redressal of shareholders' and investors' complaints/grievances pertaining to transfer/transmission of shares, non-receipt of share certificates, non-receipt of annual report and non-receipt of dividend warrants etc.

The Committee met four times during the year 2016-17 on May 30, 2016, August 11, 2016, November 14, 2016 and February 10, 2017. Details of meetings attended by the members of the Committee during the financial year 2016-17 are as follows:

S.No.	Name	Category	Status	Committee Meetings	
				Held	Attended
1.	Mr. Nalinakshan K	Independent Director	Chairman	4	4
2.	Mr. Rishi Pilani	Promoter -Managing Director	Member	4	4
3.	Mr. Ramesh Punjabi	Independent Director	Member	4	2
4.	Ms. Jagruti Gaikwad	Independent Director	Member	4	4

### 5.2 Details of Investor Complaints during the year 2016-17

During the year under review, the Company has received 14 complaints and resolved the same. The complaints received were resolved to the satisfaction of the shareholders. No complaints remained pending as on 31<sup>st</sup> March, 2017.

The total numbers of pending share transfers were Nil as on 31<sup>st</sup> March, 2017.

### 5.3 Compliance Officer

Name, designation and address of Compliance Officer under Regulation 6(1) of the SEBI (LODR) Regulation, 2015.

Ekta Dhanda - Company Secretary  
912 /B, Bldg No. 9, Solitaire Corporate Park,  
Andheri – Ghatkopar Link Road  
Chakala, Andheri (East), Mumbai- 400 093.  
Tel. No.:022-6140 6000  
Fax No.:022-2839 5612  
Email: [gbjbn@yahoo.com](mailto:gbjbn@yahoo.com)

## 6. Corporate Social Responsibility (CSR) Committee

In terms of Section 135 of the Companies Act, 2013, the Board has constituted a Corporate Social Responsibility (CSR) Committee to monitor the Corporate Social Responsibility Policy of the Company and the activities included in the policy.

The Corporate Social Responsibility Committee functions in accordance with the terms of reference, which inter alia includes :

- To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;
- To monitor the CSR policy of the Company from time to time;
- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

The CSR Committee of Board of Directors of the Company met two times during the year 2016-17 i.e. on April 29, 2016 and December 30, 2016.

The composition of the Committee and the attendance details of the members are given below:

S.No.	Name	Category	Status	Committee Meetings	
				Held	Attended
1.	Mr. Ramesh D Punjabi	Independent Director	Chairman	2	2
2.	Mr. Rishi Pilani	Promoter –Managing Director	Member	2	2
3.	Ms. Jagruti Gaikwad	Independent Director	Member	2	2

## 7. Independent Directors Meeting

The Independent Directors met on March 17, 2017, inter alia, to discuss:

- review the performance of Non-Independent Directors and the Board as a whole;
- review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-Executive Directors;

- assess 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.

All the independent Directors of the Company were present for this Meeting.

## 8. General Body Meetings and Postal Ballot

### 8.1 Location, date & time of Annual General Meeting (AGM) for the last 3 years are as under:

Year	Location	Date & Time
2014-27th AGM	Shri Rajasthan Recreation Club Plot no. 3, J.B.Nagar, Andheri (E) Mumbai- 400 059.	September 30, 2014 at 10.00 a.m
2015-28th AGM	Shri Rajasthan Recreation Club Plot no. 3, J.B.Nagar, Andheri (E) Mumbai- 400 059.	September 29, 2015 at 10.00 a.m.
2016-29th AGM	SatyanarayanGoyankaBhuvan, 87, J B Nagar, Andheri (E), Mumbai-400 059.	September 20, 2016 at 10.00 a.m.

The following is/are the special resolution(s) passed at the last three AGMs:

AGM held on	Special Resolution passed	Summary
September 30, 2014	YES	i. Re-appointment and payment of remuneration to Mr. Rishi Pilani as Chairman & Managing Director of the Company with effect from September 30, 2014 to September 29, 2019
September 29, 2015	YES	i. Deletion of the Other Objects Clause of the Memorandum of Association ii. To Amend Incidental or Ancillary Objects Clause of The Memorandum of Association (IIIB) iii. Amendment of The Liability Clause of Memorandum of Association iv. To Adopt New Set of Articles of Association of The Company v. Borrowing Powers of the Company vi. Mortgaging/Charging of the Properties of the Company
September 20, 2016	YES	i. To Maintain the Records at the office of Registrar and Share Transfer Agent

### 8.2 Postal Ballot

For the financial year ended 31<sup>st</sup> March, 2017, there has been no ordinary or special resolution passed by the Company's shareholders through postal ballot. At the ensuing Annual General Meeting, there is no resolution proposed to be passed through postal ballot.

## 9. Disclosures

### 9.1 Related Party Transaction

During the year under review, besides the transactions reported in the Annual Report, there were no transactions between the Company and the Promoters, Directors or Management or relatives, etc. that had a potential conflict with the interests of the Company at large.

### 9.2 Statutory Compliance

There were no instances of non-compliance or penalties, strictures imposed on the Company by Stock Exchange or Securities and Exchange Board of India (SEBI) or any other statutory authority, on any matter related to capital markets, during the last three years.

### 9.3 Listing Agreement compliance

The Company confirms that it has complied with all mandatory requirements prescribed in the Listing Regulations and the provisions of non-mandatory requirements are under consideration of the Board of the Company.

### 9.4 Accounting Treatment

The Company had followed the guidelines of accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of financial statements.

### 9.5 Code of Conduct

A Code of Conduct for the Board Members and Senior Management of the Company has been formulated. Requisite annual affirmations of compliance with the code have been made by the Directors and Senior Management of the Company.

### 9.6 CEO/ CFO certification

The MD and CFO Certification of the financial statements for the year, is enclosed at the end of the report.

### 9.7 Whistle Blower Policy

The Company had adopted a Whistle Blower Policy as per the requirements of Listing Agreement providing a mechanism to any of the employees to report genuine concerns or any violation. During the year, no personnel have been denied access to the Audit Committee.

### 9.8 Details of compliance with Corporate Governance requirements

The Company has complied with the Corporate Governance requirements as stipulated in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

## 9.9 Auditors' Certificate on Corporate Governance

As required by the Listing Regulations, 2015 the Compliance Certificate from the Auditors regarding compliance of conditions of Corporate Governance is annexed to the Directors' report.

## 10. Means of Communication

The Quarterly Un-Audited (Provisional) Results and the Annual Audited Financial results of the Company are sent to the Stock Exchange immediately after they are approved by the Board and also published in one vernacular newspaper viz. "Mumbai Lakshdweep" and one English news paper viz. "Business standard". Also, they are uploaded on the Company's website, [www.gblinfra.com](http://www.gblinfra.com). The results are published in accordance with the guidelines of the Stock Exchange.

All price sensitive information and matters which are material and relevant to shareholders are intimated to the Stock Exchange where the securities of the Company are listed. The Company submits to the Bombay Stock Exchange Ltd. (BSE) all compliances, disclosures and communications through BSE's Listing Centre.

No presentations have been made to institutional investors/analysts during the financial year.

The Management Discussion and Analysis report is provided separately as a part of this Annual Report.

## 11. General Shareholder Information

### 11.1 Annual General Meeting

Date & Time	Tuesday, September 19, 2017 at 11.00 a.m
Venue	Vishal Hall, Hotel Highway Inn., Sir M. V. Road (Andheri Kurla Road), Near Railway Station, Andheri (East), Mumbai-400 059
Book Closure Date	Wednesday, September 13, 2017 to Tuesday, September 19, 2017 (both days inclusive).
Listing of Equity Shares	Bombay Stock Exchange (BSE). 25th , Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001 Website: <a href="http://www.bseindia.com">www.bseindia.com</a>
BSE Stock Code	500153
ISIN No	INE388A01029



## 11.2 Financial Year Calendar (2017-18) (Tentative and subject to change)

Results for quarter ending June 30, 2017	By Second week of August, 2017
Results for quarter ending September 30, 2017	By Second week of November, 2017
Results for quarter ending December 31, 2017	By Second week of February, 2018
Results for quarter ending March 31, 2018	By last week of May, 2018
Annual General Meeting for the year ending March 31, 2018	Before September end, 2018

## 11.3 Corporate Identification Number (CIN)

The Company's CIN as allotted by the Ministry of Corporate Affairs is L24200MH1986PLC039836.

## 11.4 Registrar and Share Transfer Agent

M/s Bigshare Services Private Limited  
1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis Makwana Road,  
Marol, Andheri (East), Mumbai-400059  
Tel: 022 6263 8200 Fax : 022 6263 8299  
E-mail: [info@bigshareonline.com](mailto:info@bigshareonline.com).

## 11.5 Share Transfer System

Stakeholders' Relationship Committee is authorized to approve transfer of shares in the physical segment. With a view to expedite the process of share transfers, the Committee has delegated the authority of approving transfer and transmission of Shares to the Compliance Officer or executives of the Secretarial department of the Company. Such transfers take place on fortnightly basis. A summary of all the transfers/transmission etc. so approved by the Compliance Officer/ Executives of the secretarial department of the Company is placed at every committee meeting. All share transfers are completed within statutory time limit from the date of receipt, provided the documents meet the stipulated requirement of statutory provisions in all respects.

As per the requirement of Regulation 40(9) of the Listing Regulations, 2015 the Company has obtained the half yearly certificates from a Company Secretary in Practice for due compliance of share transfer formalities and files a copy of the same with BSE.

## 11.6 Reconciliation of Share Capital Audit

The Company conducts a Reconciliation of Share Capital Audit on a quarterly basis in accordance with the Securities and Exchange Board of India (SEBI) requirements, from a Company Secretary in Practice. The audit reports for the financial year 2016-17 have been filed with the stock exchanges within one month of the end of each quarter and also placed before the Stakeholders' Relationship Committee.

## 11.7 Market Price Data

Monthly high and low quotations as well as the volume of shares traded at the Bombay Stock Exchange for 2016-17 are:

Month	High ₹	Low ₹	Volume (Shares)
April-2016	23.80	17.85	719683
May -2016	25.85	18.65	895888
June-2016	34.50	21.10	2512519
July-2016	35.50	27.50	3297367
Aug-2016	39.45	31.70	3370787
Sept-2016	43.00	33.50	4083667
Oct-2016	41.00	35.10	1969512
Nov-2016	45.45	31.50	3611097
Dec-2016	41.00	31.60	1394167
Jan-2017	37.85	34.10	1238230
Feb-2017	40.00	33.50	1547803
March-2017	41.20	31.95	2444334

## 11.8 Distribution of Shareholding

Distribution Schedule as on March 31, 2017

No. of Equity Shares	No of Shareholders	% of Share holders	No. of Shares	% to total
1-5000	34204	98.37	9372185	18.10
5001-10000	259	0.74	1953579	3.77
10001-20000	148	0.43	2218670	4.29
20001-30000	39	0.12	1021767	1.97
30001-40000	23	0.07	809585	1.56
40001-50000	16	0.04	728117	1.41
50001-100000	40	0.11	2783348	5.37
100001 & Above	41	0.12	32897042	63.53
<b>Total</b>	<b>34770</b>	<b>100.00</b>	<b>51784293</b>	<b>100.00</b>

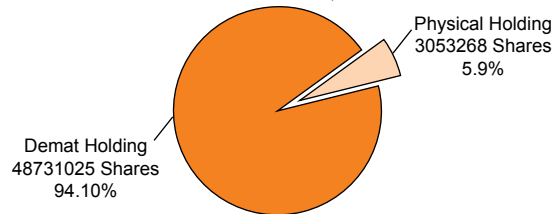
Distribution of Shareholding (Categorywise) as on March 31, 2017

Category	No of Shareholders	No. of Shares	% of Shareholding
Promoters & Promoter Group	12	23445373	45.28
Banks/ Financial Institutions/AIF	5	875397	1.69
Foreign Portfolio Investors	1	130847	0.25
Individuals	34022	22685329	43.80
Domestic Companies	264	2424287	4.68
Clearing Members	84	766653	1.48
NBFC	2	3950	0.01
Trusts	3	65009	0.13
NRIs/ Foreign Portfolio Investor	377	1387448	2.68
TOTAL	34770	51784293	100

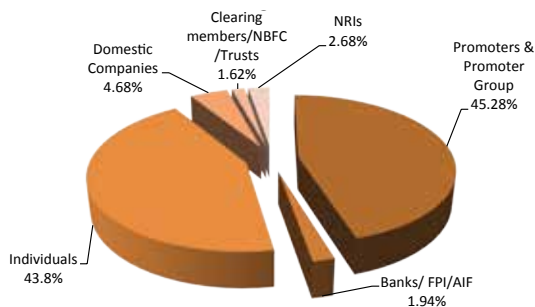
### 11.9 Dematerialization of Shares & Liquidity

As on March 31, 2017, 94.10% of the Company's paid-up capital representing 4,87,31,025 shares were held in dematerialized form as compared to 93.97% of the Company's paid-up capital representing 4,86,63,066 shares as on March 31, 2016.

Share Held in Physical/Demat Form as on March 31, 2017



### Shareholding Pattern as on March 31, 2017



Shareholders who continue to hold shares in physical form are requested to dematerialize their shares at the earliest and avail various benefits of dealing in securities in electronic / dematerialized form. For any clarification, assistance or information, please contact the Registrar and Transfer Agents (RTA) or the Company.

The Company's shares are traded on BSE limited.

### 11.10 Outstanding GDR's/ADR's/Warrant's/ Convertible instruments and their impact on equity.

NIL.

### 11.11 PLANT LOCATION

Chemical Division	LST Division
D-5/2 & D-21/2/2 M.I.D.C. Industrial Area, Tarapur, Dist. Thane-401 505	JNPT Terminal Jawaharlal Nehru Port Trust (J.N.P.T) Bulk Road, Nava Seva, Navi Mumbai – 400 707.
	Cochin Terminal Plot No. A-1, 2,3. South End, Willington Island, Cochin - 682 029.
	Goa Terminal Head Land, sada, Mormugoa – 403 803.

### 11.12 Address for Correspondence

Shareholders may correspond with the Registrar and Transfer Agents on all matters relating to transfer/dematerialization of shares, and any other query relating to Equity Shares of the Company at:

M/s Bigshare Services Private Limited  
1st Floor, Bharat Tin Works Building,  
Opp. Vasant Oasis Makwana Road  
Marol, Andheri East Mumbai 400059 ,  
Tel: 022 62638200 Fax : 022 62638299,  
E-mail: [info@bigshareonline.com](mailto:info@bigshareonline.com).

The Company has as an exclusive email ID [gbljbn@yahoo.com](mailto:gbljbn@yahoo.com) for Investors for the purpose of registering complaints, and the same email ID has been displayed on the Company's website. Shareholders would have to correspond with the respective Depository Participants for shares held in dematerialized form. For all investor related matters, the Company Secretary & Compliance Officer can be contacted at:

912 /B, Bldg No. 9  
Solitaire Corporate Park,  
Andheri – Ghatkopar Link Road  
Chakala, Andheri (East)  
Mumbai- 400 093.  
Tel. No.:022-6140 6000  
Fax No.:022-2839 5612  
Email: [gbljbn@yahoo.com](mailto:gbljbn@yahoo.com)

Shareholders are requested to quote their folio no. / DP ID & Client ID, e-mail address, telephone number and full address while corresponding with the Company and its Registrar and Transfer Agent.

## COMPLIANCE CERTIFICATE UNDER REGULATION 17(8) & AS SPECIFIED IN PART B OF SCHEDULE II OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

We, Mr. Rishi Pilani, Chairman & Managing Director and Mr. Ramesh Pilani, Chief Financial Officer respectively of the Company hereby certify that –

- a) We have reviewed financial statements and the cash flow statement of the Company for the financial year ended March 31, 2017 and that to the best of our knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. 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.
- b) We further state that to the best of our knowledge and belief, no transactions entered into by the Company during the year, which are fraudulent, illegal or violative of 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 internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors 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 auditors and the Audit Committee that there is no:
  - i. Significant changes in internal control over financial reporting during the year;
  - ii. Significant changes in accounting policies during the year requiring disclosure in the notes to the financial statements; and
  - iii. Instances of significant fraud 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.

**Rishi Pilani**  
Chairman & Managing Director

**Ramesh Pilani**  
Chief Financial Officer

**Mumbai, May 30, 2017**

# MANAGEMENT DISCUSSION AND ANALYSIS

## OVERVIEW

The financial year 2016-17 was another challenging and a difficult period for the world economy owing to change in leadership in some of the leading global economies, US presidential elections, missile and nuclear testing by North Korea, tension at Indo-Pak Border resulting in serious impact on Global economy. Global economy growth was 3.1% in 2016 and is expected to grow to 3.4% in 2017 and 3.6% in 2018 as per IMF forecast

The Indian Economy has sustained a macro-economic environment of relatively lower inflation, fiscal discipline and moderate current account deficit coupled with broadly stable rupee-dollar exchange rate. The Demonetization of Indian Currency in November 2016 had an impact in the market and created slump in GDP but the situation has started reversing. The GDP of India is expected to be 7.2% in 2016-17 as against 7.6% in 2015-16. The economic growth is expected to be in the range of 6.75% to 7.25% in the financial year 2017-18 with implementation of GST reforms, growing digitization, the post-demonetization year, good monsoons and other structural reforms

## INDUSTRY STRUCTURE AND DEVELOPMENTS

Your Company operates in two divisions namely, Liquid Storage Terminal and Chemical manufacturing division.

### LIQUID STORAGE TERMINAL DIVISION

Liquid Storage Terminal division provides storage tanks which are leased on rent for storing liquid chemicals, acids, phenol, oil products, petrochemicals, molasses, edible oils etc. The Company provides complete storage and handling solutions at 3 terminals namely JNPT (Nhava Sheva), GOA AND COCHIN, which require specialized infrastructure at terminals such as specialized berths, firefighting equipment, pipelines, transit storage and handling facilities and above all, safe and environmentally responsible handling practices.

In LST division, the Company has a combined storage capacity of more than 3,00,000 KL, for storage of all types of Liquid Products such as 'A', 'B', and 'C' class liquids. Future growth in LST division will come from the new capacity being built at Cochin terminal.

The LST Division of the Company has recently received the approvals for commercial utilisation of newly expanded capacity at JNPT and as per the Management view the impact of this on the revenue generation will be fully reflected from the second quarter of the current financial year.

The Company has also received certain statutory approvals for setting up a LPG terminal at its Goa facility and the Company will pursue for setting up LPG storage tanks in the next two years time.

The Company is continuously upgrading its storage facilities by regular refurbishment of tanks and pipelines.

## CHEMICAL MANUFACTURING DIVISION

Under Chemical Division, the Company is engaged in manufacturing and exporting wide range of food preservatives, lubricant additives, specialty Chemicals. GBL products are used in food & beverage, paints, automobile, pharmaceutical, lubricants industries etc. The Company markets its products through distributors in Africa, North America, North Europe, India, Australia, and the Middle East. GBL is headquartered in Mumbai, Maharashtra, India.

Your Company is the only manufacturer of pure Benzoic Acid & its Derivatives like Sodium Benzoate well known food preservative and Benzoplast a Specialty plasticizer which is a superior plasticizer as compared with other plasticizers. Sodium Benzoate and Benzoic Acid have huge demand in International Markets.

We have been able to achieve nearly 65% share in the Taiwanese market for our Petroleum Sulfonates. This financial year, the Company will be able to capture the 100% of the Taiwanese market for our Sulfonates range. Couple of trail shipments has been done to Puerto Rico, where we are awaiting for Good business. We have also explored the Chinese market and this year we will be able to make roads and start sizeable Business.

We have been continuously working on the profitability. During the year, we have been able to improve the purchase prices, which has resulted in substantial cost reduction, in turn improved the profitability.

## OPPOURTUNITIES AND THREATS

With the growing energy demand in India and increase in the movement of oil, chemicals and petrochemicals, there is therefore a huge potential for the expansion of pipelines, transportation and infrastructure and the Company will get good business opportunities.

The main threat to the port based liquid terminalling business arises from changes to government policies on coastal regulations and inadequate port infrastructure.

During the year 2016-17, the Liquid storage business of the Company performed well to optimum capacity utilization at all the terminals of the Company and this is the main reason behind turnaround in financials. Handling of liquids and chemicals provides an important and stable source of Group profits by way of terminalling fees. The capacity utilization at JNPT Tank Farm is 100 % and at Goa and Cochin capacity utilization is 80% and management expects this pattern to continue in the future.

The Company's products have been enjoying consistently good brand image and loyalty from the consumers for the past several years and the Company enjoys virtual monopoly in Sodium Benzoplast in India. The Company manufactures Benzoic Acid and Sodium Benzoplast in its computerized plant at Tarapur. The markets for products of the Company are well established with a good distribution network for domestic as well as export markets.

The Company does not foresee any major threats to its growth and market share in the coming years. The Company does not foresee any technological obsolescence for its products.

## RESEARCH & DEVELOPMENT

Research and development is an ongoing process at GBL. The Company is continuously innovating and discovering methods and concepts to improve the quality of its product and achieve operational efficiency.

## FINANCIAL REVIEW

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013.

₹ in Millions

	As at March 31, 2017	As at March 31, 2016
Revenue From Operations	1181.15	1194.31
EBIDT	412.14	386.00
Depreciation & Finance Cost	263.25	263.44
Net Profit (before exceptional items)	148.89	122.56
Reserve & Surplus	(290.82)	(418.37)
Earning Per share (before exceptional items)	2.88	2.37

The net cash flow of the Company during the year ended March 31, 2017 is as follows:

₹ in Millions

	As at March 31, 2017	As at March 31, 2016
Cash from operations	388.15	417.92
Cash from/(used in) investing activities	(123.67)	(149.57)
Cash from/(used in) financial activities	(276.25)	(244.41)
Net increase/ (decrease) in Cash	(11.77)	23.95

## INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an effective internal control and risk-mitigation system, which are constantly assessed and strengthened. The Company's internal control system is commensurate with its size, scale and complexities of its operations. The internal audit is entrusted to M/s V K Baheti, Chartered Accountants. The Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same. The Internal Audit is conducted on regular basis and the reports are submitted to the Audit Committee of directors at their quarterly meetings.

## HUMAN RESOURCES

As on 31<sup>st</sup> March, 2017, the Company had 154



employees. The Company has excellent combination of experienced and talented Technical, financial and marketing Managers. The Company's relation with its employees continues to be cordial. The Company always reciprocates commitment to its employees in order to motivate them to perform the best.

#### RISK MANAGEMENT

Risk is inherent in all kinds of business and is integral part of the chemical and liquid storage business. In the normal course of business, a Company is exposed to various risks like credit risk, market risk and operational risk. The time lines for initiation of projects are extended due to the complex process of environmental clearances and getting various Licenses and permits. However, the Company tries to overcome this difficulty and with a view to efficiently manage the risks, the Company has put risk management practices.

#### ENVIRONMENT HEALTH AND SAFETY

Your Company is fully committed to the safety, health and well-being of its employees and to minimizing the environmental impact on its business operations. A safe and healthy environment is maintained and appropriate steps are taken with the object of minimizing the environmental impact on all processes and practices.

#### CAUTIONARY STATEMENT

The statements in the "Management Discussion and Analysis Report" describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

## CS CERTIFICATE ON COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To  
The Members of  
**GANESH BENZOPLAST LIMITED**

We have examined the compliance of conditions of Corporate Governance by **GANESH BENZOPLAST LIMITED** (the "Company"), for the year ended on 31<sup>st</sup> March, 2017 as per Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V of the SEBI (LODR) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. 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 our examination of the relevant records and the explanations 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 the above mentioned SEBI (LODR) Regulations, 2015.

We 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 **VKM & Associates**  
Practicing Company Secretary

**Vijay Kumar Mishra**  
Partner  
FCS No.5023  
C. P No. 4279

Mumbai, May 30, 2017

## INDEPENDENT AUDITOR'S REPORT

To

**The Members Of Ganesh Benzoplast Limited**

**Report on the Financial statements**

We have audited the accompanying financial statements of **GANESH BENZOPLAST LIMITED** ('the Company'), which comprise the balance sheet as at March 31, 2017, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

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 frauds 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 controls, 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.

### **Auditor's responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit in conducting our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10)

of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatements.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2017, and its Profit and its cash flow for the year ended on that date.:

### **Report on other Legal and Regulatory Requirements**

As required by the Companies (Auditor's Report) Order, 2015 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure A**" : a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable:

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 appears from our examination of such books.
  - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of the written representations received from the Directors as on 31<sup>st</sup> March, 2017, taken on record by the Board of Directors, none of the Directors is disqualified as on 31<sup>st</sup> March, 2017, from being appointed as a Director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refers to our separate report in "Annexure B":
  - g) 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 :
    - 1) the Company has no material impact of pending litigations on its financial position in its financial statements
    - 2) The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any on long-term contracts including derivative contracts;
    - 3) The Company has provided requisite disclosures in the financial statements as regards its holding and dealings in Specified Bank Notes as defined in the Notification S.O. 3407(E) dated the 8<sup>th</sup> November, 2016 of the Ministry of Finance, during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016; and such disclosures are in accordance with the books of accounts maintained by the Company (Note no. 36).

**For Samria & Co.**  
Chartered Accountants  
Firm Registration No.: 109043W

**S.R.Rathi**  
Partner  
Membership No.: 112376

**Mumbai, May 30, 2017**

## ANNEXURE A TO INDEPENDENT AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report (point no 1) to the members of the Company on the financial statements for the year ended March 31, 2017,

We report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed Assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year.
- (b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory and no material discrepancies were noticed on physical verification carried out at the end of the year.
- (iii) (a) During the year the Company has granted Interest Free loans / advances to two parties covered in the register maintained under Section 189 of the Companies Act, 2013 ('the Act') to the extent of ₹ 4.74 Millions. The maximum amount involved during the year was ₹ 25.46 Millions and the yearend balance of loans granted to such parties was ₹ 18.00 Millions & during the year the Company has granted Interest bearing loans / advances to one party covered in the register maintained under Section 189 of the Companies Act, 2013 ('the Act') to the extent of ₹ 0.50 Millions. The maximum amount involved during the year was ₹ 168.29 Millions and the yearend balance of loan granted to such party was ₹ 168.29 Millions.
- (b) There is no overdue amount of principal loans/advances and interest, granted to Companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the company and the nature of its business for the purchases of inventory, fixed assets and sales of goods and service. During the course of our audit, we have not observed any continuing failure to correct major weakness in the internal control system.
- (v) The Company has not accepted any deposits from the public.
- (vi) We have broadly reviewed the books of account maintained by the Company pursuant to the rules made by the Central Government for the maintenance of cost records under Section 148 of the Companies Act, 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues pertaining to current year have generally been regularly deposited by the Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of employees' state insurance and duty of excise. According to the information and explanations given to us, undisputed dues in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, service tax, sales-tax, customs duty, excise duty, cess and other statutory dues which were outstanding, at the yearend for a period of more than six months from the date they became payable and pertaining to previous years are as follows:

Name of the statute	Nature of the dues	Amount (₹ in Millions)	Period to which the amount relates	Due Date	Date of Payment
Professional Tax -MLWF	Professional Tax	0.94	2006-2011	Various dates	Not paid
Employees Provident Fund Act	Provident Fund	1.44	2009-2011	Various dates	Not paid

The above outstanding dues of PF and PT are being paid as per the sanctioned scheme of BIFR.

- (b) According to the record of the Company, the dues outstanding of income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty and cess on account of any dispute, are as follows:

Name of the statute	Nature of dues	Amount (in Millions)	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Interest u/s 234A/B/C & 220(2) of the act.	28.21	AY 1999-2000 and A.Y. 2000-01	Company has approached BIFR for waiver of total interest payable u/s 234A/B/C and 220(2) of the Act. In its sanctioned scheme, BIFR has asked Income tax department to consider the said waiver.
Sales tax and MVAT	Sales Tax Dues	50.00	FY 2001-2006	Jt. Commissioner of sales tax (Appeal)

- (c) According to the information and explanations given to us the amounts which were required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 2013 and rules there under, has been transferred to such fund within time.
- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or bank.
- (ix) In our opinion, the term loans raised during the year have been applied for the purpose for which they were raised.
- (x) Based upon the audit procedures performed and information and explanations given to us, we report that 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.

- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid / provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of Companies (Auditor's Report) Order, 2016 are not applicable to the Company.
- (xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with Section 177 and Section 188 of the Act, where applicable and details of such transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and based on 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. Therefore, the provisions of clause 3(xiv) of Companies (Auditor's Report) Order, 2016 are not applicable to the Company.
- (xv) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Therefore, the provisions of clause 3(xv) of Companies (Auditor's Report) Order, 2016 are not applicable to the Company.
- (xvi) 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.

**For Samria & Co.**  
Chartered Accountants  
Firm Registration No.: 109043W

**S.R.Rathi**  
Partner

Mumbai, May 30, 2017

Membership No.: 112376



## ANNEXURE-B TO INDEPENDENT AUDITOR'S REPORT

### 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 internal financial controls over financial reporting of **GANESH BENZOPLAST LIMITED** ("the Company") as of March 31, 2017 in conjunction with our audit of the financial statements of the Company for the year then ended on that date.

### Management's Responsibility for the 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 Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities includes design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of business, including adherence to Company's policies, the safeguarding of the 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 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 deemed to be prescribed under Section 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 ICAI. Those Standards and Guidance Note require that we comply with ethical requirements and plan and perform 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 procedure 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 over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal controls based on the assessed risk. The procedures selected depend on the auditor's judgement, 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 a reasonable assurance regarding the reliability of financial reporting and preparation of financial statements for external purpose 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 transactions and dispositions of the assets of the Company;
2. Provide reasonable assurance that the transactions are recorded as necessary to permit preparation of financial statements in accordance with the generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and
3. Provide reasonable assurance regarding prevention or timely detection of unauthorised 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, projections of any evaluation of the internal financial control 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 aspects, an adequate internal financial control system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over

financial reporting criteria established by the Company considering the essential components of internal control stated in Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Samria & Co.**  
Chartered Accountants  
Firm Registration No.: 109043W

**S.R.Rathi**  
Partner  
Membership No.: 112376

**Mumbai, May 30, 2017**

# AUDITED BALANCE SHEET AS AT 31ST MARCH 2017

	Note	31-Mar-17	₹ in Millions 31-Mar-16
<b>EQUITY AND LIABILITIES</b>			
<b>SHAREHOLDERS' FUNDS</b>			
Share capital	3	57.06	57.06
Reserves and surplus	4	(290.82)	(418.37)
		(233.76)	(361.31)
<b>NON-CURRENT LIABILITIES</b>			
Long-term borrowings	5	1,674.15	1,775.72
Long-term provisions	6	19.22	18.02
		1,693.37	1,793.74
<b>CURRENT LIABILITIES</b>			
Short-term borrowings	8	2.23	2.49
Trade payables	7	526.32	433.32
Other current liabilities	7	255.46	249.34
Short-term provisions	6	5.32	4.08
		789.33	689.24
<b>Total</b>		<b>2,248.94</b>	<b>2,121.66</b>
<b>ASSETS</b>			
<b>NON-CURRENT ASSETS</b>			
Fixed assets			
Tangible assets	9	1,501.68	1,372.40
Capital work-in-progress		28.05	150.92
Non-current investments	10	0.24	0.22
Deferred tax assets (net)	11	-	-
Long-term loans and advances	12	178.99	139.20
Other non current assets	14	29.42	5.30
		1,738.38	1,668.04
<b>CURRENT ASSETS</b>			
Inventories	15	55.79	26.76
Trade receivables	13	212.73	181.35
Cash and bank balances	16	15.94	27.71
Short-term loans and advances	12	224.70	216.24
Other current assets	14	1.39	1.56
		510.56	453.62
<b>Total</b>		<b>2,248.94</b>	<b>2,121.66</b>
See accompanying notes forming part of the financial statements In terms of our report as attached	1-38		

**For Samria & Co.**  
Chartered Accountants  
Firm's Regn. No. 109043W

**S.R. Rathi**  
Partner  
Membership no.: 112376

**Mumbai, May 30, 2017**

**For and on behalf of the Board of Directors**

**Rishi Pilani**  
Chairman & Managing Director  
(DIN 00901627)

**Raunak Pilani**  
Director  
(DIN 00932269)

**Ramesh Pilani**  
Chief Financial Officer

**Ekta Dhanda**  
Company Secretary

# AUDITED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2017

	Note	31-Mar-17	₹ in Millions 31-Mar-16
<b>REVENUE FROM OPERATIONS</b>			
Revenue from operations (gross)	17	1,223.04	1,239.11
Less: excise duty		41.89	44.80
<b>REVENUE FROM OPERATIONS (NET)</b>		<b>1,181.15</b>	<b>1,194.31</b>
Other income	18	35.31	11.78
<b>Total Income (I)</b>		<b>1,216.46</b>	<b>1,206.09</b>
<b>EXPENSES</b>			
Cost of raw material and components consumed	19	349.22	349.31
Changes in inventories of finished goods, work-in-progress and traded goods	20	(9.97)	10.11
Employee benefits expense	21	84.91	74.77
Depreciation and amortization expense	23	110.17	107.19
Finance costs	24	153.08	156.24
Other expenses	22	380.17	385.90
<b>Total Expenses (II)</b>		<b>1,067.58</b>	<b>1,083.53</b>
<b>Profit/(loss) before exceptional and prior period items &amp; tax (I-II)</b>		<b>148.89</b>	<b>122.56</b>
Exceptional and Prior period items	25	(21.34)	359.05
<b>Profit / (loss) before tax</b>		<b>127.54</b>	<b>481.61</b>
<b>TAX EXPENSES</b>			
Current tax		-	-
Deferred tax		-	-
<b>TOTAL TAX EXPENSE</b>		<b>-</b>	<b>-</b>
<b>Profit/(loss) for the year</b>		<b>127.54</b>	<b>481.61</b>
<b>Earnings per Equity Share [before Exceptional items ]</b>	26	<b>2.88</b>	<b>2.37</b>

See accompanying notes forming part of the financial statements  
In terms of our report as attached

1-38

**For Samria & Co.**  
Chartered Accountants  
Firm's Regn. No. 109043W

**S.R. Rathi**  
Partner  
Membership no.: 112376

Mumbai, May 30, 2017

**For and on behalf of the Board of Directors**

**Rishi Pilani**  
Chairman & Managing Director  
(DIN 00901627)

**Raunak Pilani**  
Director  
(DIN 00932269)

**Ramesh Pilani**  
Chief Financial Officer

**Ekta Dhanda**  
Company Secretary

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017

	31-Mar-17	₹ in Millions 31-Mar-16
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Profit before tax from continuing operations</b>	<b>127.54</b>	481.61
Adjustment for		
Depreciation/ amortization on continuing operation	<b>110.17</b>	107.19
Interest expense	<b>153.08</b>	156.24
Interest income	<b>(17.06)</b>	(10.47)
Non cash Income (Profit on OTS-Net)	<b>21.34</b>	(500.00)
<b>Operating profit before working capital changes</b>	<b>395.08</b>	375.53
Movements in working capital :		
Increase/ (decrease) in trade payables	<b>93.00</b>	28.31
Increase / (decrease) in long-term provisions	<b>1.20</b>	2.29
Increase / (decrease) in short-term provisions	<b>1.24</b>	0.95
Increase/ (decrease) in other current liabilities	<b>6.12</b>	(65.68)
Decrease / (increase) in trade receivables	<b>(31.38)</b>	(9.49)
Decrease / (increase) in inventories	<b>(29.03)</b>	23.79
Decrease / (increase) in long-term loans and advances	<b>(39.78)</b>	98.65
Decrease / (increase) in short-term loans and advances	<b>(8.46)</b>	92.42
Decrease / (increase) in other current assets	<b>0.17</b>	12.12
<b>Cash generated from / (used in) operations</b>	<b>(6.93)</b>	183.35
Direct taxes paid (net of refunds)	-	-
<b>NET CASH FLOW FROM/ (USED IN) OPERATING ACTIVITIES (A)</b>	<b>388.15</b>	417.19
<b>B CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets, including CWIP and capital advances	<b>(116.58)</b>	(207.61)
Decrease / (increase) in other non current assets	<b>(24.12)</b>	47.58
Investments in Equity Shares	<b>(0.02)</b>	-
Interest received	<b>17.06</b>	10.47
<b>NET CASH FLOW FROM/ (USED IN) INVESTING ACTIVITIES (B)</b>	<b>(123.66)</b>	(149.57)
<b>C CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Repayment of long-term borrowings	<b>(122.91)</b>	(25.91)
Proceeds from long-term borrowings	-	-
Proceeds from Short-term borrowings	-	-
Repayment of Short-term borrowings	<b>(0.26)</b>	(62.25)
Interest paid	<b>(153.08)</b>	(156.24)
<b>NET CASH FLOW FROM/ (USED IN) IN FINANCING ACTIVITIES (C)</b>	<b>(276.25)</b>	(244.41)



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2017 (Contd.)

	<b>31-Mar-17</b>	₹ in Millions 31-Mar-16
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C)</b>	<b>(11.77)</b>	23.95
Effect of exchange differences on cash & cash equivalents held in foreign currency	-	-
Cash and cash equivalents at the beginning of the year	<b>27.71</b>	3.76
<b>CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>15.94</b>	<u>27.71</u>
<b>Components of cash and cash equivalents</b>		
Cash on hand	<b>1.29</b>	1.24
With banks- on current account	<b>14.65</b>	26.47
<b>Total cash and cash equivalents (Note 16)</b>	<b>15.94</b>	<u>27.71</u>

See accompanying notes forming part of the financial statements 1-38  
In terms of our report as attached

**For Samria & Co.**  
Chartered Accountants  
Firm's Regn. No. 109043W

**S.R. Rathi**  
Partner  
Membership no.: 112376

**Mumbai, May 30, 2017**

**For and on behalf of the Board of Directors**

**Rishi Pilani**  
Chairman & Managing Director  
(DIN 00901627)

**Raunak Pilani**  
Director  
(DIN 00932269)

**Ramesh Pilani**  
Chief Financial Officer

**Ekta Dhanda**  
Company Secretary

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### 1. Corporate Information

The Company is in business of providing conditioned storage facilities for bulk liquids and chemicals at various ports in India and in the business of manufacture, export and import of premium range of specialty chemicals, food preservatives and Industrial lubricants.

### 2. Significant Accounting Policies

#### a) Basis of Accounting & Preparation of Financial statements

These financial statements have been prepared under historical cost convention from books of accounts maintained on an accrual basis (unless otherwise stated hereinafter) in conformity with accounting principles generally accepted in India and comply with the Accounting Standards issued by the Institute of Chartered Accountants of India and referred to Sec 129 & 133 of the Companies Act, 2013. The accounting policies applied by the company are consistent with those used in previous year.

#### b) Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, revenues and expenses and disclosure of contingent liabilities. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. The Differences between the actual results and the estimates are recognized in the period in which the results are Known/Materialize.

#### c) Inventories

- i. Inventories are valued at lower of cost and net realizable value.
- ii. Cost of raw materials comprises all costs of purchases (Net of Cenvat credit) and other costs incurred in bringing the inventories to their present location and condition. Cost is determined by moving weighted average method.

- iii. Cost is arrived at on a moving weighted average method and includes, where appropriate, manufacturing overheads and excise duty.

- iv. While cost of stores and spares is determined on First-in First-out basis.

- v. Finished goods include all direct costs, apportionment of production overheads and Excise duty.

#### d) Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

#### e) Fixed assets(Tangible/ Intangible)

Fixed assets are stated at historical cost (net of CENVAT wherever applicable) less accumulated depreciation / amortization and impairment losses, if any. Cost comprises of direct cost, related taxes, duties, freight and attributable finance costs till such assets are ready for its intended use.

#### f) Capital Work-in-Progress

Projects under commissioning and other Capital Work-in-Progress are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

#### g) Depreciation & amortization

Depreciation is calculated on the basis of remaining useful life of the respective assets. Depreciation is calculated by spreading the allocated written down value as per books to its balance useful life. Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value as per the useful life prescribed in Schedule II to the Companies Act, 2013. Company has followed different useful life/residual value on the basis of detailed technical

analysis done by the Government approved Chartered engineer which is depicted in below mentioned chart.

Sr. No.	Asset Head	Remaining useful life
1	Plant and machineries Chemical Division Unit 1	1 years to 06 years
2	Plant and machineries Chemical Division Unit 2	2 years to 12 years
3	Factory Building Chemical Division Unit 1	31 Years
4	Factory Building Chemical Division Unit 2	29 Years
5	Storage tanks and machineries JNPT	19 to 24 years and 44 years for new ones
6	Storage tanks and machineries Goa	21 to 28 years
7	Storage tanks and machineries Cochin	19 to 26 years

Leasehold land is amortized over the duration of the lease.

#### h) Revenue Recognition

Revenue from sale of goods, net of trade discounts and sales returns, is recognized on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods as per the terms of contracts. Sales include excise duty but exclude sales tax and value added tax.

Revenues from Storage contracts are recognized pro-rata over the period of the contract as and when services are rendered.

Interest income is accounted on accrual basis.

Dividend income is accounted for when the right to receive it is established.

#### i) Foreign Currency Transactions

##### i. Initial recognition:

Foreign currency transactions are recorded in the reporting currency by applying the Monthly/Weekly average exchange rate.

##### ii. Translation:

Foreign currency monetary assets and liabilities reported at the Balance Sheet date are translated using the prevailing exchange rate on the Balance Sheet date. Non-monetary

items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate on date of transaction.

##### iii. Exchange differences:

Exchange differences arising on settlement/ restatement of short-term foreign currency monetary assets and liabilities of the Company are recognized as income or expense in the Statement of Profit and Loss.

#### j) Investments

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments include acquisition charges such as brokerage, fees and duties.

#### k) Employee Benefit

i. A Retirement benefit in the form of Provident Fund is a defined contribution scheme and the contributions are charged to the Profit and Loss Account of the year when the contributions to the respective funds are due. There are no other obligations other than the contribution payable to the Provident Fund authorities.

ii. Gratuity liability is are defined benefit obligations and are provided for on the basis of an actuarial valuation on projected unit credit method made at the end of the financial year.

iii. Short term compensated absences are provided for based on estimates. Long term compensated absences are provided for based on actuarial valuation. The actuarial valuation is done as per projected unit credit method.

iv. Actuarial gains/losses are immediately taken to profit and loss account and are not deferred.

#### l) Borrowing costs

Borrowing costs include interest and ancillary costs incurred. Costs in connection with the borrowing of funds to the extent not directly related to the acquisition of qualifying assets are charged to the Statement of Profit and Loss over the tenure of the loan. Borrowing costs, allocated to

and utilized for qualifying assets, pertaining to the period from commencement of activities relating to construction of the qualifying asset upto the date of capitalization of such asset is added to the cost of the assets.

## **m) Segment Reporting**

The accounting policies used in the preparation of the financial statements of the Company are also applied for Segment Reporting. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities of the segment. Revenue and expenses, which relate to the enterprise as a whole and are not allocable to segments on a reasonable basis, have been included under "Unallocated income/expenses".

## **n) Leases**

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased item, are classified as operating leases. Operating lease payments are recognized as an expense in the Profit and Loss account on a straight-line basis over the lease term.

## **o) Earnings per Share**

Basic and diluted earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The number of equity shares are adjusted for share splits and bonus shares, as appropriate.

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

## **p) Tax on Income**

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax is recognized on timing differences arising between the taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the balance sheet date. Deferred tax assets are recognized for timing differences

of items other than unabsorbed depreciation and carry forward losses only if there is a virtual certainty that they will be realized.

Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their reliability

## **q) Impairment of Assets**

The carrying values of assets / cash generating units are reviewed at each balance sheet date for any indication of impairment based on internal /external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the assets net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.

## **r) Provisions and Contingent Liabilities**

A provision is recognized if, as a result of a past event, the Company has a present obligation that can be estimated reliably, and it is probable (more likely than not) that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the flow of economic benefits required to settle the obligation at the reporting date. Where no reliable estimate can be made, a disclosure is made as contingent liability.

A disclosure for a contingent liability is to be made when there is possible obligation that arises from past events and the existence of which will be confirmed only by occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that may, but probably will not require an outflow of resources or in respect of which the likelihood of outflow of resources is remote.

## **s) Operating cycle**

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realization in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

₹ in Millions

**3. SHARE CAPITAL****AUTHORIZED**

400 Mn (Previous Year: 400 Mn) Equity Shares of ₹1/- each

	31-Mar-17	31-Mar-16
	400.00	400.00
<b>ISSUED, SUBSCRIBED AND FULLY PAID-UP SHARES</b>		
51.78 Mn (Previous Year: 51.78 Mn) equity shares of ₹1/- each	51.78	51.78
Share Forfeiture Account (1.05 Mn. Shares @ ₹ 5/- paid up), (Previous Year: 1.05 Mn. Shares @ ₹ 5/- paid up.)	5.27	5.27
<b>Total issued, subscribed and fully paid-up share capital</b>	<b>57.06</b>	<b>57.06</b>

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

	31-Mar-17		31-Mar-16	
	No. Millions	₹ Millions	No. Millions	₹ Millions
At the beginning of the year	51.78	51.78	51.78	51.78
Issued during the period – Bonus issue	-	-	-	-
Issued during the period – ESOP	-	-	-	-
Outstanding at the end of the year	51.78	51.78	51.78	51.78

**(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.

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

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

Name of the shareholder	31-Mar-17		31-Mar-16	
	No. Millions	% holding in the class	No. Millions	% holding in the class
Equity shares of ₹1/- each fully paid				
Susram Financial Services & Realty Pvt.Ltd.	10.56	20.38%	10.56	20.38%
Ganesh Risk Management Pvt. Ltd.	4.97	9.60%	4.97	9.60%

As per the 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 & beneficial ownership of shares.



₹ in Millions

**4. RESERVES AND SURPLUS**
**CAPITAL RESERVE**

Balance as per last Financial Statement

**31-Mar-17**      31-Mar-16

**432.27**      432.27

**SECURITIES PREMIUM ACCOUNT**

As per last Balance Sheet

**382.50**      382.50

**SURPLUS IN STATEMENT OF PROFIT AND LOSS**

Balance as per last financial statements

**(1,233.14)**      (1,714.74)

Profit for the year

**127.54**      481.61

Less: Appropriations

**-**      -

**Net surplus in the statement of profit and loss**
**(1,105.59)**      (1,233.14)

**Total reserves and surplus**
**(290.82)**      (418.37)

**5. LONG-TERM BORROWINGS**

₹ in Millions

	Non-current portion		Current maturities	
	31-Mar-17	31-Mar-16	31-Mar-17	31-Mar-16
<b>Bonds</b>				
a) 0.49 Millions (Previous Year 0.74 Millions) Zero Coupon Bond(ZCB) having face value of ₹ 100/- each	<b>24.89</b>	49.78	<b>24.89</b>	24.89
<b>Term loans from Banks and Financial Institutions</b>				
b) From Banks	<b>1,347.54</b>	1,432.50	<b>60.00</b>	124.70
c) From Others	<b>96.32</b>	104.80	<b>16.38</b>	13.49
			-	-
<b>Other loans and advances</b>				
d) Loans & Advances			-	-
from Shareholders	<b>189.70</b>	190.30	-	-
from others	<b>15.71</b>	(1.65)	<b>30.00</b>	-
	<b>1,674.15</b>	1,775.72	<b>131.27</b>	163.08
<b>The above amount includes</b>				
Secured borrowings	<b>511.21</b>	1,587.08	<b>101.27</b>	163.08
Unsecured borrowings	<b>1,162.94</b>	188.64	<b>30.00</b>	-
Amount disclosed under the head "other current liabilities"			(131.27)	(163.08)
<b>Net amount</b>	<b>1,674.15</b>	1,775.72	-	-

a) Company had issued 746,630 nos. of Zero coupon Bond (ZCB) having face value of ₹ 100 each for an aggregate of ₹ 74.66 Millions to IFCI. The said ZCB are redeemable at par in remaining two equal installments of ₹ 24.88 Millions each out of three equal annual installments on September 30, 2017 and September 30, 2018. These ZCB are interest free and non transferable.

b) Term Loans from financial institutions include secured loan from Oriental Bank of Commerce and are secured by a first charge/ mortgage of all immovable properties both present and future and by a first charge by way of hypothecation of all movables (save and except book debts) including movable machinery spares, tools and accessories present and future and shall rank pari passu between one another.

- c) Secured loan availed from M/s Golden Agri Resources India Pvt. Ltd. and M/s Resources Pvt. Ltd. against the construction of new storage tanks on the available land with Company to meet increasing demand of storage tanks at JNPT port.
- d) Unsecured borrowings also includes unsecured loan from Kotak Mahindra Bank Limited. Loans and advances from shareholders is from M/s Susram Financial Services & Realty Pvt Ltd., as unsecured long term interest free loan.

**6. PROVISIONS**

	₹ in Millions			
	31-Mar-17	31-Mar-16	31-Mar-17	31-Mar-16
<b>Provision for employee benefits</b>				
Provision for gratuity (Note 30)	14.65	12.62	4.80	3.50
Provision for leave benefits	4.58	5.40	0.52	0.59
	19.22	18.02	5.32	4.08

**7. OTHER CURRENT LIABILITIES**

	₹ in Millions	
	31-Mar-17	31-Mar-16
Trade payables (including acceptances) (Note 31)	526.32	433.32
<b>Other liabilities</b>		
Current maturities of long term borrowings (Note 5)	131.27	163.08
Interest accrued but not due on Secured loan	-	2.08
Advance received from customers	114.96	78.14
Profession tax and MLWF dues	1.00	1.32
Provident fund dues	1.44	1.79
TDS and Income tax dues payable	6.79	2.93
	255.46	249.34
	781.78	682.66

**8. SHORT-TERM BORROWINGS**

	₹ in Millions	
	31-Mar-17	31-Mar-16
a) Bank Overdraft	-	0.06
b) Other loans & advances	2.23	2.43
<b>Total Short term borrowing</b>	2.23	2.49
<b>The above amount includes</b>		
Secured borrowings	-	0.06
Unsecured borrowings	2.23	2.43

(₹ in Millions)

9. TANGIBLE ASSETS

DESCRIPTION OF ASSETS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	AS AT 01.04.2016	ADDITION DURING THE YEAR	DEDUCTIONS DURING THE YEAR	COST AS AT 31.03.2017	AS AT 01.04.2016	FOR THE YEAR	DEDUCTIONS DURING THE YEAR	UPTO 31.03.2017	AS AT 31.03.2017	AS AT 31.03.2016
FREEHOLD LAND	0.22	-	-	0.22	-	-	-	-	0.22	0.22
LEASEHOLD LAND	1.66	-	-	1.66	0.50	0.02	-	0.52	1.14	1.15
BUILDINGS	66.66	-	-	66.66	45.00	0.75	-	45.74	20.92	21.67
PLANT & MACHINERY	1,518.53	45.12	2.72	1,560.93	1,204.88	55.33	-	1,260.21	300.72	313.65
STORAGE TANKS	2,524.32	196.10	-	2,720.43	1,491.39	53.65	-	1,545.04	1,175.38	1,032.93
RESIDENTIAL FLATS	0.97	-	-	0.97	0.46	0.04	-	0.50	0.47	0.51
OFFICE PREMISES	0.27	-	-	0.27	0.17	0.01	-	0.18	0.09	0.10
FURNITURE & FIXTURES	2.17	0.88	-	3.05	1.17	0.02	-	1.19	1.86	1.00
OFFICE EQUIPMENTS	3.58	-	-	3.58	3.04	0.13	-	3.17	0.41	0.54
VEHICLES	0.62	-	-	0.62	0.51	0.01	-	0.52	0.10	0.11
COMPUTER	1.93	0.07	-	2.00	1.41	0.23	-	1.63	0.37	0.53
GRAND TOTAL	4,120.93	242.17	2.72	4,360.38	2,748.53	110.17	-	2,858.70	1,501.68	1,372.40
PREVIOUS YEAR	4,042.88	78.05	-	4,120.93	2,641.34	107.19	-	2,748.53	1,372.40	1,401.54

## 10. NON-CURRENT INVESTMENTS

₹ in Millions  
31-Mar-16**Non-trade investments (valued at cost unless stated otherwise)****Investment in equity instruments (quoted)**

100 (Previous year - NIL) Equity Shares of ₹ 10/- each fully paid-up in Aegis Logistics Limited

31-Mar-17

0.02

-

1500 (Previous year - 1500) Equity Shares of ₹ 10/- each fully paid-up in Emtex Limited

0.02

0.02

Aggregate amount of quoted investments Market value: ₹ 20,360 (31 March 2016: NIL)

0.04

0.02

**Investment in equity instruments (unquoted)**

10,000 (Previous year 10,000) Equity Shares of Jankalyan Sahkari Bank Ltd of ₹ 10/- each

0.10

0.10

40 (Previous year 40) Equity Shares of Punjab &amp; Maharashtra Bank Ltd. of ₹ 10/- each

-

0.001

50 Equity Shares (Zoroastrian Bank Ltd.) (Previous year - NIL)

0.003

-

3,90,000 (Previous year 3,90,000) Equity Shares of M/s Futuristic Offshore Services and Chemical Ltd. of ₹ 10/- each

0.10

0.10

**Aggregate amount of unquoted investments**

0.20

0.20

**Total Non Current Investment**

0.24

0.22

## 11. DEFERRED TAX ASSET (NET)

₹ in Millions  
31-Mar-16

Deferred tax asset recognized for timing differences due to :

a) Gratuity / Leave Encashment

31-Mar-17

0.23

1.00

b) Unabsorbed carried forward Loss

244.96

204.25

**Total (A)**

245.19

205.25

Deferred tax liability recognized for timing differences due to :

a) Depreciation

245.19

205.25

**Total (B)**

-

-

Net deferred tax (A- B)

-

-

## 12. LOANS AND ADVANCES

₹ in Millions  
31-Mar-16

## Capital advances

Unsecured, considered good

31-Mar-17

31-Mar-16

31-Mar-17

31-Mar-16

31.66

23.50

-

-

Provision for doubtful advances

8.19

23.50

-

-

23.47

-

-

-

## Other loans &amp; advances - intercorporate deposits

Unsecured, considered good

40.86

40.86

-

-

Provision for doubtful advances

39.00

40.86

-

-

1.87

-

-

-

## Trade advances given to sundry creditors

Unsecured, considered good

-

-

132.23

127.26

## Security deposit

Unsecured, considered good

-

-

15.79

12.23

1.87

-

148.02

139.49

25.34

-

148.02

139.49

**12. LOANS AND ADVANCES (CONTD.)**

₹ in Millions

	Non- Current		Current	
	31-Mar-17	31-Mar-16	31-Mar-17	31-Mar-16
Loan and advances to related parties (Note 32)				
Unsecured, considered good	180.68	170.32	-	-
Unsecured, considered Doubtful	-	-	-	-
	180.68	170.32	-	-
Provision for doubtful advances	27.03	31.11	-	-
	153.65	139.20	-	-
Other loans and advances				
Loans to employees	-	-	3.95	3.00
Balances with statutory / government authorities	-	-	13.25	16.22
Advance payment of tax (TDS deducted by customers)	-	-	59.48	57.53
	-	-	76.68	76.75
	178.99	139.20	224.70	216.24

**13. TRADE RECEIVABLES**

₹ in Millions

	31-Mar-17	31-Mar-16
<b>Unsecured, considered good unless stated otherwise</b>		
<b>Outstanding for a period exceeding six months from the date they are due for payment</b>		
Unsecured, considered good	33.22	44.78
Unsecured, considered doubtful	30.56	32.06
	63.78	76.84
Provision for doubtful receivables	(30.56)	(32.06)
	33.22	44.78
<b>Other receivables</b>		
<b>Unsecured, considered good</b>	179.51	136.57
<b>Doubtful</b>	179.51	136.57
Provision for doubtful receivables	-	-
	179.51	136.57
<b>Total</b>	212.73	181.35
<b>Trade receivables include:</b>		
Dues from partnership firm (Agarwal Chemicals) in which the company's director's mother is a partner	4.95	4.95
	4.95	4.95

**14. OTHER ASSETS**

₹ in Millions

	Non- Current		Current	
	31-Mar-17	31-Mar-16	31-Mar-17	31-Mar-16
<b>Unsecured, considered good unless stated otherwise</b>				
Interest accrued on fixed deposits	-	-	1.39	1.56
Other bank balances (Note 16)	29.42	5.30	-	-
<b>Total</b>	29.42	5.30	1.39	1.56



15. INVENTORIES (VALUED AT LOWER OF COST AND NET REALIZABLE VALUE)	₹ in Millions	
	31-Mar-17	31-Mar-16
Raw materials and components	29.94	11.14
Work-in-progress (Note 20)	17.73	12.72
Finished goods (Note 20)	6.92	1.95
Stores & spares, Packing material & fuel	1.20	0.94
<b>Total</b>	<b>55.79</b>	<b>26.76</b>

16. CASH AND BANK BALANCES	₹ in Millions			
	Non- Current		Current	
	31-Mar-17	31-Mar-16	31-Mar-17	31-Mar-16
<b>Cash and cash equivalents</b>				
Balances with banks:				
– On current accounts	-	-	14.65	26.47
– Deposits with original maturity of less than three months	-	-	-	-
Cash on hand	-	-	1.29	1.24
	-	-	15.94	27.71
<b>Other bank balances</b>				
– Deposits with original maturity for more than 12 months	29.42	5.30	-	-
– Deposits with original maturity for more than 3 months but less than 12 months	-	-	-	-
– Margin money deposit	-	-	-	-
– Other bank balance on current account	-	-	-	-
	29.42	5.30	-	-
	29.42	5.30	15.94	27.71
Amt disclosed under the head other non current assets (Note 14)	(29.42)	(5.30)	-	-
<b>Net Amount</b>	<b>-</b>	<b>-</b>	<b>15.94</b>	<b>27.71</b>

17. REVENUE FROM OPERATIONS	₹ in Millions	
	31-Mar-17	31-Mar-16
<b>Revenue from operations</b>		
Gross Revenue from operations	1,223.04	1,239.11
Less:- Excise duty (Chemical Division)	41.89	44.80
<b>Net Revenue from operations</b>	<b>1,181.15</b>	<b>1,194.31</b>
Break up of revenue from operations		
Chemical Division (Manufacturing & Trading)	456.31	503.86
LST Division (Service Income)	724.84	690.45
<b>Total</b>	<b>1,181.15</b>	<b>1,194.31</b>

## 18. OTHER INCOME

₹ in Millions

	31-Mar-17	31-Mar-16
Interest income on		
Bank deposits	0.35	10.47
Others	16.71	-
Foreign exchange fluctuation Gain/(Loss)	-	(0.70)
Misc income	18.26	2.01
<b>Total</b>	<b>35.31</b>	<b>11.78</b>

## 19. COST OF RAW MATERIAL AND COMPONENTS CONSUMED

₹ in Millions

	31-Mar-17	31-Mar-16
Inventory at the beginning of the year	11.14	23.63
<b>Add:</b> Purchases	<b>368.03</b>	<b>336.82</b>
<b>Less:</b> Inventory at the end of the year	<b>29.94</b>	<b>11.14</b>
Cost of raw material and components consumed	<b>349.22</b>	<b>349.31</b>

### Details of raw material and components consumed

Activated Carbon	0.49	0.36
Caustic Soda Flakes	1.71	1.76
Caustic Soda Lye	24.64	2.02
Cobalt Cathode/Metal	1.55	0.54
Dicamol Filter Acid	1.15	1.11
Heavy Alkylate	20.09	19.89
Iso Butylene	4.89	8.22
Iso Propyl Alcohol	0.66	1.82
Liquid Sulfamic Acid	1.38	1.03
Magnasium Oxide	8.93	9.52
Maleic Anhydride	1.68	1.80
Methanol	1.94	0.43
Mikrofine Pt	6.02	10.68
N. Butanol	4.45	4.36
Octonol 2Ethyl Hexanol	9.55	6.40
Orthoxylene	1.16	1.52
P P D	2.90	3.88
Poly Iso Butyne	24.76	29.06
Potassium Permanganate	2.16	2.06
SN 150	17.86	14.32
SN 500	5.97	11.33
Tetraethylene Pentamine-C (T.E.P.A.)	2.79	4.42
Toluene	129.82	123.28
Zinc Oxide	6.74	4.80
Others including trading goods	65.92	84.70
<b>Total</b>	<b>349.22</b>	<b>349.31</b>

**20. CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND TRADED GOODS**

	<b>31-Mar-17</b>	31-Mar-16	₹ in Millions (Increase) / decrease Mar-17 Mar-16
Inventories at the end of the year			
Work-in-progress	<b>17.73</b>	12.72	(5.00)
Finished goods	<b>6.92</b>	1.95	(4.97)
	<b>24.65</b>	14.68	(9.97)
Inventories at the beginning of the year			
Work-in-progress	<b>12.72</b>	23.23	10.50
Finished goods	<b>1.95</b>	1.56	(0.39)
	<b>14.68</b>	24.79	10.11
	<b>9.97</b>	(10.11)	
<b>Work-in-Progress</b>			
	<b>31-Mar-17</b>	31-Mar-16	
Benzoic Acid	<b>4.32</b>	6.76	
Sodium petroleum Sulphate	<b>2.23</b>	1.16	
Industrial lubricant	<b>11.18</b>	4.81	
	<b>17.73</b>	12.72	
<b>Finished Goods</b>			
	<b>31-Mar-17</b>	31-Mar-16	
Benzoic Acid	<b>0.60</b>	0.24	
Sodium Benzoate	<b>0.15</b>	0.86	
Sodium petroleum Sulphate	<b>0.00</b>	-	
Others	<b>6.17</b>	0.86	
	<b>6.92</b>	1.95	

**21. EMPLOYEE BENEFITS EXPENSE**

	<b>31-Mar-17</b>	31-Mar-16	₹ in Millions
Salaries, wages and bonus	<b>78.50</b>	67.94	
Contribution to provident and other funds	<b>1.02</b>	0.57	
Gratuity expense (Note 30)	<b>3.75</b>	4.62	
Staff welfare expenses	<b>1.64</b>	1.64	
<b>Total</b>	<b>84.91</b>	74.77	

## 22. OTHER EXPENSES

₹ in Millions

	31-Mar-17	31-Mar-16
Power & Fuel Charges	75.06	72.18
Water Charges	4.97	5.39
Stores, Spares and Packing Material Consumed	32.98	40.10
Labour/Service charges, Freight, Warehousing and Handling charges etc.	89.74	100.74
Insurance	4.00	0.66
Repairs & Maintenance (Machinery)	14.91	14.17
Travelling & Conveyance expenses	4.93	5.76
Motor car expenses	2.64	3.43
Printing & Stationary	1.23	1.33
Postage, Telephone and Airfreight	2.35	2.26
Rent	40.73	46.31
Rates & taxes	0.10	0.09
Legal, Professional, Consultancy and Service chgs.	53.07	54.60
Licence & Application fee	5.31	0.21
Directors sitting fees	0.13	0.04
Stock exchange listing fees	0.40	0.20
Auditors remuneration (Note 22.1)	0.83	0.83
Donation	0.12	0.05
General expenses	4.03	5.75
Profit/(Loss) On Exchange Flu. -Mfg-Export	0.04	-
Bad and doubtful debts written off	9.82	3.23
Membership, Subscription & Periodicals	0.60	2.02
Sales Promotion and Other Marketing expenses	9.14	6.91
Advertisement expenses	1.30	0.74
Distribution expenses	3.87	10.45
Brokerage & commission	6.47	1.68
Discount given	7.40	3.56
Sundry balances w/off	0.52	0.22
Loss on Sale of Machinery	0.32	-
CSR Contribution Expenditure	2.30	-
Service Tax (CENVAT) Expense Out	0.88	3.00
<b>Sub Total (C)</b>	<b>380.17</b>	<b>385.90</b>

### 22.1 PAYMENT TO AUDITOR

	30-Jun-17	31-Mar-16
As auditor:		
Audit fee (Excluding Service tax)	0.83	0.83
Reimbursement of expenses	-	-
<b>Total</b>	<b>0.83</b>	<b>0.83</b>

**23. DEPRECIATION AND AMORTIZATION EXPENSE**

	31-Mar-17	31-Mar-16
Depreciation of tangible assets	110.17	107.19
Amortization of intangible assets	-	-
Depreciation of investment property	-	-
	<b>110.17</b>	<b>107.19</b>
Less: recoupment from revaluation reserve	-	-
	<b>110.17</b>	<b>107.19</b>

**24. FINANCE COSTS**

	31-Mar-17	31-Mar-16
Interest on Term Loan to banks	106.98	143.79
Interest paid to others including/bank charges and commission	46.10	12.45
	<b>153.08</b>	<b>156.24</b>

**25. EXCEPTIONAL & PRIOR PERIOD INCOME/(EXPENSES)**

	31-Mar-17	31-Mar-16
Prior Period Expenses	(21.34)	(3.85)
Deposits W/Off	-	(137.10)
Profit on OTS	-	500.00
	<b>(21.34)</b>	<b>359.05</b>

**Prior Period Expenses comprises**

Advertising Charges	-	0.07
Brokerage & Commission	-	0.03
Carriage Outward	-	0.10
Container Freight Charges	0.19	0.30
Discount Given	5.73	0.33
Freight Expenses	0.10	0.15
Legal & Professional fees	4.66	0.90
Printing & Stationary	0.05	0.01
Rate Differance	0.10	(0.29)
Raw Material	0.34	0.75
Repairs & Maintenance	0.31	0.19
Service Tax payment under VCES,2013	8.99	0.15
Stores & Spares	0.68	0.39
Tank cleaning Charges	-	0.32
Transportation Expenses	0.18	0.44
<b>Total</b>	<b>21.34</b>	<b>3.85</b>

## 26. EARNINGS PER SHARE (EPS)

₹ in Millions

The following reflects the profit and share data used in the basic and diluted EPS computations:

	31-Mar-17	31-Mar-16
<b>Total operations for the year</b>		
Profit/ (loss) after tax (before Exceptional items)	<b>148.89</b>	122.56
	<b>No. Millions</b>	No. Millions
Weighted average number of equity shares in calculating basic EPS	<b>51.78</b>	51.78
<b>Effect of dilution:</b>		
Convertible preference shares	-	-
Convertible bonds	-	-
Stock options granted under ESOP	-	-
<b>Weighted average number of equity shares in calculating diluted EPS</b>	<b>51.78</b>	51.78
Earning per share (₹) Basic	<b>2.88</b>	2.37
Earning per share (₹) Diluted	<b>2.88</b>	2.37

## 27. CONTINGENT LIABILITIES AND LEGAL CASES

₹ in Millions

Particulars	31-Mar-17	31-Mar-16
Claims filed by Sixteen parties before different courts against company not acknowledge as Debt including the claim partly acknowledged.	<b>91.82</b>	94.88
Claim for delayed interest (disputed) made by three parties.	<b>9.44</b>	9.44
Claim by one co-op bank by filing recovery suits in respect of guarantees alleged to have been issued by company	<b>11.01</b>	22.32
Claim of The State Trading Corporation Ltd in respect of unrealized exports bills of The State Trading Corporation Ltd	<b>113.50</b>	113.50
Claim of Jawaharlal Nehru Port Trust (Under Arbitration) & Marmugao Port Trust in legal dispute.	<b>Amount indeterminate</b>	Amount indeterminate
Income Tax demand (Pertains to interest charged u/s 234A/B/C and 220(2) of I.T. Act 1961) in respect of Assessment Year 1999-00 and 2000-01. In this respect the company has approached to BIFR for waiver of overall interest and looking in to company's financial crisis our request will likely to be accepted.	<b>28.21</b>	28.21
Sales tax contingent demand is in appeal before Joint Commissioner of Sales tax	<b>50.00</b>	50.00

## 28. CAPITAL COMMITMENTS

Estimated amount of contract remaining to be executed on capital account, net of advances is ₹ 28.05 Millions (Previous year ₹ 150.92 Millions).

29. In pursuant to the sanction of draft Rehabilitation Scheme by the Hon'ble High Court of Delhi on December 04, 2015 vide a Judgment order W.P (C) 9320/2015, the Company is in Second year of implementation phase of Sanctioned Scheme.



### 30. GRATUITY AND OTHER POST-EMPLOYMENT BENEFIT PLANS

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of service gets a gratuity on departure at 15 days salary (last drawn salary) for each completed year of service. The scheme is non-funded.

The following tables summaries the components of net benefit expense recognized in the profit and loss account and amounts recognized in the balance sheet for the respective plans.

#### Statement of profit and loss account

Net employee benefit expense recognized in the employee cost

	Gratuity (₹ in Millions)	
	31-Mar-17	31-Mar-16
Current service cost	1.35	1.25
Interest cost on benefit obligation	1.12	0.89
Expected return on plan assets	-	-
Net actuarial( gain)/ loss recognized in the year	1.13	0.74
Past service cost	-	-
Net benefit expense	3.60	2.88
Actual return on plan assets	-	-

#### Balance Sheet

##### Provisions of gratuity

	Gratuity (₹ in Millions)	
	31-Mar-17	31-Mar-16
Defined benefit obligation	19.44	16.12
Fair value of plan assets	-	-
	19.44	16.12
Less: Unrecognized past service cost	-	-
<b>Plan asset / (liability)</b>	<b>19.44</b>	<b>16.12</b>

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

	Gratuity (₹ in Millions)	
	31-Mar-17	31-Mar-16
Opening defined benefit obligation	16.12	12.64
Interest cost	1.12	0.89
Current service cost	1.35	1.25
Benefits paid	(0.28)	(0.48)
Actuarial (gains) / losses on obligation	1.13	0.74
Prior Year Charge	-	1.07
Closing defined benefit obligation	19.44	16.12

The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

	Gratuity (%)	
	31-Mar-17	31-Mar-16
Discount Rate	7.15%	7.80%
Employee turnover		
- Younger Ages	5%	5%
- Older Ages	1%	1%
Salary increase rate	6%	6%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

31. There are no dues to Micro, Small and Medium Enterprises as defined under “The Micro, Small and Medium Enterprises Development Act, 2006 as at 31 March 2017. This information has been determined to the extent; such parties have been identified on the basis of the information available with the Company.

## 32. RELATED PARTY DISCLOSURE

a) Names of related parties and related party relationship

<b>Related parties where control exists</b> irrespective of whether transactions have occurred or not	Nil
<b>Related parties with whom transactions have taken place during the year</b>	
Key Management Personnel	Mr.Rishi Pilani/Raunak Pilani (Promoter Directors)
	Mr. Ramesh Pilani (CFO)
	Mr. Ramakant Pilani (CEO)
Relatives of key management personnel	Poonam Pilani (Wife of Rishi Pilani)
	Manjudevi Pilani (Wife of Ramakant Pilani)
	Sushiladevi Pilani (Wife of Ramesh Pilani)
<b>Enterprises owned or significantly influenced by key management personnel or their relatives</b>	Futuristic Offshore Services and Chemical Ltd. (Rockford Structures Pvt. Ltd.)
	Agarwal Chemicals
	Ganesh Investment and Financial Technics Pvt. Ltd.
	Ganesh Vishal Infra Engineering Pvt Ltd.
	Stolt Rail Logistic Systems Ltd (Formerly Infrastructure Logistic Systems Ltd)
	Susram Financial Services and Realty Pvt. Ltd.
	Agarwal Bulkactives Pvt.Ltd.

## b) Related Party Disclosure- Disclosure in respect of transactions with related parties

₹ in Millions

Name of related party/ Nature of Transaction	Sale Of Goods	Purchase Of Goods	Services provided	Services obtained	Salary Paid	Interest provision	Loans/ Advances Given to	Loans / Advances recovered from old Balances	Loans / Advances repaid to	Provision for doubtful debts	Closing Balance (Dr)	Closing Balance (Cr)
Futuristic Offshore Services And Chemical Ltd (Rockford Structures Pvt. Ltd)	-	-	-	-	-	12.47	0.50	-	-	-	168.29	-
	-	-	-	-	-	-	(1.14)	-	-	-	(155.32)	-
Agarwal Chemicals	-	-	-	-	-	-	-	-	-	-	4.95	-
	-	-	-	-	-	-	0.04	-	-	-	4.95	-
Ganesh Investment and Financial Technics Pvt. Ltd.	-	-	-	0.68	-	-	2.73	-	-	-	15.31	-
	-	-	-	-	-	-	-	(5.66)	-	-	(13.26)	-
Ganesh Vishal Infra Engineering Pvt Ltd.	-	-	-	-	-	-	2.68	-	-	-	2.68	-
	-	-	-	-	-	-	-	-	-	-	-	-
Stolt Rail Logistic Systems Ltd.	-	-	67.59	-	-	3.11	-	28.51	-	-	45.10	-
	-	-	-	-	-	-	-	(57.17)	-	-	(2.91)	-
Susram Financial Services and Realty Pvt Ltd.	-	-	-	0.32	-	-	-	-	0.92	-	-	189.69
	-	-	-	-	-	-	-	-	(0.02)	-	-	(190.30)
Agarwal Bulkactives Pvt.Ltd.	2.36	-	-	-	-	-	-	(4.79)	-	-	-	0.78
	(11.95)	-	-	-	-	-	-	-	4.28	-	(1.65)	-
Manjudevi Pilani	-	-	-	-	1.60	-	-	-	-	-	-	-
	-	-	-	-	(1.24)	-	-	-	-	-	-	-
Ramakant Pilani	-	-	-	-	2.87	-	-	-	-	-	-	-
	-	-	-	-	(2.04)	-	-	-	-	-	-	-
Ramesh Pilani	-	-	-	-	3.00	-	-	-	-	-	-	-
	-	-	-	-	(2.64)	-	-	-	-	-	-	-
Sushiladevi Pilani	-	-	-	-	1.93	-	-	-	-	-	-	-
	-	-	-	-	(1.64)	-	-	-	-	-	-	-
Rishi Pilani	-	-	-	-	4.20	-	-	-	-	-	-	-
	-	-	-	-	(4.20)	-	-	-	-	-	-	-
Poonam Pilani	-	-	-	-	1.00	-	-	-	-	-	-	-
	-	-	-	-	-	-	-	-	-	-	-	-

Note: Figures in brackets indicate previous year balance.

## 33. UNHEDGED FOREIGN CURRENCY EXPOSURE

Particulars of unhedged foreign currency exposure at the reporting date

₹ in Millions

Particulars	31-Mar-2017		31-Mar-2016	
	USD	INR	USD	INR
<b>Export trade receivable</b>				
Al Bader Est	0.03	1.63	0.03	1.63
Brenntag Mid-South Inc	0.04	2.27	-	-
Bycosin AB	0.00	0.10	-	0.10
Jasmore & Co. S.A	0.01	0.46	-	-
Levent Oral	0.01	0.53	0.01	0.53
Octane Incorporated Fzc.	0.02	1.05	0.02	1.05
Prochemie Ltd	0.02	1.29	-	-
Silannhor S.A.	0.02	1.58	0.03	1.58
<b>Advance received from customers</b>				
Dar Al Turbinat	0.18	11.87	0.19	11.87
Marbar Srl	0.01	0.58	0.01	0.58
Universal Lubricants Factory (Zinol) Llc	0.02	1.13	0.02	1.13

## 34. Value of imports calculated on CIF basis

₹ in Millions

Particulars	31-Mar-17	31-Mar-16
Capital goods	-	2.32

## 35. Earnings in foreign currency (Accrual basis)

₹ in Millions

Particulars	31-Mar-17	31-Mar-16
Exports at F.O.B. Value	31.50	49.63

36. In exercise of powers conferred by sub-section (1) of Section 467 of Companies Act, 2013 (18 of 2013), the Central Government has amended Schedule III to the Companies Act, requiring to disclose the details of Specified Bank Notes (SBN) held and transacted during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016. The details are furnished below:

₹ in Millions

Particulars	Specified Bank Notes (₹ 1000 & ₹ 500)	Other Denomination Notes	Total
Closing cash in hand as on 8 <sup>th</sup> November, 2016	1.55	0.49	2.04
<b>Add:</b> Permitted receipts	0.15	0.03	0.18
<b>Less:</b> Permitted payments	1.26	0.08	1.34
<b>Add:</b> Amount Withdrawn from Banks	0.41	0.06	0.47
<b>Less:</b> Amount deposited in Banks	0.85	-	0.85
Closing cash in hand as on 30 <sup>th</sup> December, 2016	0.00	0.50	0.50

### 37. CSR

- a) Amount required to be spent by the Company during the year ₹ 4.49 Millions including amount of ₹ 0.67 Millions of FY 2014-15 and ₹ 0.60 Millions of FY 2015-16.
- b) Amount spent during the year:

₹ in Millions

	For the year ended on March 31, 2017	In cash	Yet to be paid in Cash	Total
(i)	Construction /Acquisition of any asset	-	-	-
(ii)	On purpose of other than (i) above	2.30	-	2.30

## 38. Segment information

### Business segments-Primary Segment

Year ended 31<sup>st</sup> March 2017

(₹ in Millions)

Particulars	Chemical Division		LST Division		Total C.Y.	Total P.Y.
	CY	PY	CY	PY		
<b>Revenue</b>						
External sales	456.31	503.86	724.84	690.45	1,181.15	1,194.31
Inter segment sales	-	-	-	-	-	-
<b>Total revenue</b>	<b>456.31</b>	<b>503.86</b>	<b>724.84</b>	<b>690.45</b>	<b>1,181.15</b>	<b>1,194.31</b>
<b>Results</b>						
Segment results	(86.33)	(62.05)	352.98	329.07	266.65	267.02
Unallocated Corporate Income/(Expenses)	-	-	-	-	35.31	11.78
<b>Operating profit</b>					<b>301.96</b>	<b>278.80</b>
Finance costs					(153.08)	(156.24)
Exceptional and Prior period Income/(Expenses)					(21.34)	359.05
<b>Profit before tax</b>					<b>127.54</b>	<b>481.61</b>
Income taxes					-	-
<b>Net profit</b>					<b>127.54</b>	<b>481.61</b>
Segment assets	364.18	311.60	1,461.19	1,380.76	1,825.37	1,692.36
Unallocated assets(Including -ve reserves)	-	-	-	-	423.57	429.30
<b>Total assets</b>	<b>364.18</b>	<b>311.60</b>	<b>1,461.19</b>	<b>1,380.76</b>	<b>2,248.94</b>	<b>2,121.66</b>
Segment liabilities	357.89	301.44	168.43	131.89	526.32	433.33
Unallocated liabilities	-	-	-	-	1,722.62	1,688.33
<b>Total liabilities</b>	<b>357.89</b>	<b>301.44</b>	<b>168.43</b>	<b>131.89</b>	<b>2,248.94</b>	<b>2,121.66</b>
<b>Other segment information</b>						
Capital expenditure: Tangible seats	1.20	3.52	115.38	204.09	116.58	207.61
Depreciation	49.78	50.68	60.39	56.51	110.17	107.19
Other non-cash expenses	-	-	-	-	-	-

**For Samria & Co.**  
Chartered Accountants  
Firm's Regn. No. 109043W

**S.R. Rathi**  
Partner  
Membership no.: 112376

**Mumbai, May 30, 2017**

**For and on behalf of the Board of Directors**

**Rishi Pilani**  
Chairman & Managing Director  
(DIN 00901627)

**Raunak Pilani**  
Director  
(DIN 00932269)

**Ramesh Pilani**  
Chief Financial Officer

**Ekta Dhanda**  
Company Secretary





# GANESH BENZOPLAST LIMITED

(CIN L24200MH1986PLC039836)

Regd Office: Dina Building, First Floor, 53, Maharshi Karve Road, Marine Lines, Mumbai-400 002.

Phone: +91-022-2200 1928/6140 6000, Fax No. +91-022-2839 5612

Email id: gbljbn@yahoo.com, Website: www.gblinfra.com

## ATTENDANCE SLIP

Folio No./DP ID/ Client ID#	
No. of Equity Shares Held	

I/We hereby record my/our presence at the 30th Annual General Meeting of the Company being held at Vishal Hall, Hotel Highway Inn., Sir M. V. Road (Andheri Kurla Road), Near Railway Station, Andheri (East), Mumbai-400 059 on Tuesday, September 19, 2017 at 11.00 a.m.

Name of Shareholder (In Block letter)	
Name of proxy/ Authorized Representatives attending* (In Block letter)	

\* Strike out whichever is not applicable

# Applicable for Shareholders holding Shares in Dematerialized Form.

Signature of the  
attending Shareholder/  
Proxy/Authorized  
Representative\*

\*Note: Please fill attendance slip and hand it over at the entrance of the meeting hall.

## Form No. MGT-11 Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies  
(Management & Administration) Rules, 2014]

**CIN:** L24200MH1986PLC039836

**Name of the Company:** GANESH BENZOPLAST LTD

**Registered Office:** Dina Building, First Floor, 53, Maharshi Karve Road, Marine Lines, Mumbai-400 002.

Name of the member (s)	
Registered Address	
Email Id	
Folio No/Client Id	
DP ID	

I/We being the Member (s) of the above named Company, hereby appoint:

1. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ **or failing him**

2. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ **or failing him**

3. Name: \_\_\_\_\_ Address: \_\_\_\_\_  
E-mail Id: \_\_\_\_\_ Signature: \_\_\_\_\_ **As my/our**

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held at Vishal Hall, Hotel Highway Inn., Sir M. V. Road (Andheri Kurla Road), Near Railway Station, Andheri (East), Mumbai-400 059 on Tuesday, September 19, 2017 at 11.00 a.m and at any adjournment thereof in respect of such resolutions as are indicated below:

No.	Resolution
<b>Ordinary Business</b>	
1	Ordinary Resolution for Adoption of financial statements for the year ended 31st March, 2017 and the Directors' and Auditors' Reports thereon
2	Ordinary Resolution for Re-appointment of Mr. Rishi Pilani, who retires by rotation
3	Ordinary Resolution for Ratification of Appointment of M/s Samria & Co., Chartered Accountants, as Statutory Auditors
<b>Special Business</b>	
4	Ordinary Resolution for Remuneration to be paid to Mr Rishi Pilani, Chairman and Managing Director of the Company
5	Ordinary Resolution for Ratification of the remuneration payable to Cost Auditor for the Financial year 2017-18

Signed this.....day of ....., 2017

Signature of Shareholder .....

Signature of Proxy holder(s) .....

Note:

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 Meeting.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of the 30th Annual General Meeting.

Affix ₹ 1/-  
Revenue Stamp

# FINANCIAL SNAPSHOT

PARTICULARS	F.Y 2016-17	F.Y 2015-16	F.Y 2014-15	F.Y 2013-14	F.Y 2012-13
₹ in Millions					
<b>OPERATING RESULTS</b>					
LST DIVISION	724.84	690.45	658.67	596.18	626.00
CHEMICAL DIVISION	456.31	503.86	563.99	557.63	557.89
TURNOVER	1,181.15	1,194.31	1,222.66	1,153.82	1,183.89
EARNING BEFORE DEPRECIATION, INTEREST & TAX (EBDIT)	412.14	386.00	234.42	392.61	420.18
FINANCE COST	153.08	156.24	147.21	135.17	142.85
DEPRECIATION	110.17	107.19	190.16	186.61	180.93
PROFIT BEFORE TAX & EXCEPTIONAL ITEMS	148.89	122.56	(102.95)	70.83	96.40
<b>FINANCIAL POSITION</b>					
PAID-UP EQUITY SHARE CAPITAL	51.78	51.78	51.78	51.78	51.78
RESERVES & SURPLUS	(290.82)	(418.37)	(899.97)	(899.38)	(900.66)
NET WORTH	(233.76)	(361.31)	(842.92)	(842.32)	(843.60)
LONG TERM BORROWINGS	1674.15	1775.72	2301.62	2546.33	2601.49
TOTAL CAPITAL EMPLOYED	1459.37	1432.21	1474.22	1710.3	1769.68
NET FIXED ASSETS	1501.68	1,372.40	1,401.54	1,517.18	1,579.82
NON -CURRENT INVESTMENTS	0.24	0.22	0.22	0.22	0.22
EPS (BEFORE EXCEPTIONAL ITEMS)	2.88	2.37	(1.99)	1.37	1.69



**GANESH BENZOPLAST LIMITED**

**Registered Office :**

Dina Building, 1st Floor,  
53, Maharshi Karve Road,  
Marine Lines, Mumbai - 400 002.

[www.gblinfra.com](http://www.gblinfra.com)

CIN No. L24200MH1986PLC039836