

NOTICE

Notice is hereby given that the 30th 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 30th Annual General Meeting (2016-17) till the conclusion of the 31st 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 27th 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

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.**

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 30th 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 30th 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 or with M/s. Bigshare Services Pvt. Ltd. at info@bigshareonline.com.
18. Members may also note that the Notice of the 30th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website 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
- 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 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:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	<ul style="list-style-type: none"> • 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.
	<ul style="list-style-type: none"> • 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.
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"> • 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).

- 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 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.
- 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 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, under help section or write an email to 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

and on the website of CDSL 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 27th 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 st 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	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. 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.
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 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

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):

Name of the Director	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 & 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



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 Kuria 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
Ordinary Business	
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
Special Business	
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