



# BHANSALI ENGINEERING POLYMERS LIMITED

CIN : L27100MH1984PLC032637

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

Tel. : (91-22) 2673 1779 - 84 • Fax : (91-22) 2673 1796

E-mail : abstron@bhansaliabs.com • Website : www.bhansaliabs.com

Date: 28<sup>th</sup> September, 2015

**Corporate Relationship Department**  
**BSE Limited**

1<sup>st</sup> Floor, P.J. Towers, Dalal Street,  
Mumbai 400001

BSE-Scrip Code: 500052

**The Listing Department**

**National Stock Exchange of India Limited**

Exchange Plaza, Bandra Kurla Complex,  
Bandra (E), Mumbai 400051

NSE-Scrip Symbol: BEPL(EQ)

**Sub:** Submission of Voting Result as declared/ announced by the Chairman of the Company Mr. M. C. Gupta with regard to 8 (Eight) Resolutions proposed at the 31<sup>st</sup> Annual General Meeting of Company held on Saturday, 26<sup>th</sup> September, 2015 at 11.45 a.m. at Indian Merchants' Chamber, Mumbai.

Dear Sir(s),

Pursuant to the provisions of Listing Agreement, please find herewith attached following documents related to the 31<sup>st</sup> Annual General Meeting of Company held on Saturday, 26<sup>th</sup> September, 2015 at 11.45 a.m. at Walchand Hirachand Hall, 4<sup>th</sup> Floor, Indian Merchants' Chamber, Veer Nariman Road, Churchgate, Mumbai - 400020:

1. Details regarding voting result in prescribed format pursuant to Clause-35A (**Annexure-A**).
2. The declaration/ announcement dated 28<sup>th</sup> September, 2015 made by the Chairman of the Company, Mr. M. C. Gupta pertaining to proposed 8 (Eight) Resolutions (**Annexure-B**).
3. The report of Scrutinizer Mr. Himanshu Kamdar of M/s Rathi & Associates, Practicing Company Secretaries dated 28<sup>th</sup> September, 2015 for ballot voting and e-voting results (**Annexure-C**).

We would like to inform further that all 8 (Eight) Resolutions have been duly passed with requisite majority.

Kindly take note of above.

Thanking You,

Yours' faithfully,

For Bhansali Engineering Polymers Limited

D.N. Mishra

Company Secretary & Compliance Officer

[FCS No. 5506]

C/O: BHANSALI HOUSE, A-5, OFF VEERA DESAI ROAD,  
ANDHERI (WEST), MUMBAI - 400 053

Encl: as above



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

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

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

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

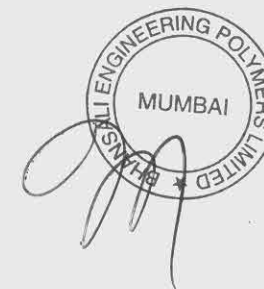
## ANNEXURE A

## CLAUSE 35A

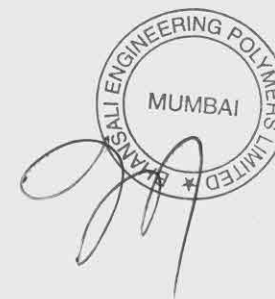
|                                                                                 |                                            |
|---------------------------------------------------------------------------------|--------------------------------------------|
| Date of AGM                                                                     | Saturday, 26 <sup>th</sup> September, 2015 |
| Total number of shareholders on record date                                     | 12595                                      |
| Number of shareholders present in the meeting either in person or through proxy |                                            |
| Promoters and Promoter Group:                                                   | 16                                         |
| Public:                                                                         | 204                                        |
| Number of shareholders attended the meeting through Video Conferencing          |                                            |
| Promoters and Promoter Group:                                                   | NIL                                        |
| Public:                                                                         | NIL                                        |



| Bhansali Engineering Polymers Limited                                                                                                                                                                                                         |                  |                 |                                         |                           |                         |                                      |                                    |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------|-----------------------------------------|---------------------------|-------------------------|--------------------------------------|------------------------------------|
| Promoter /Public                                                                                                                                                                                                                              | Number of Shares | Number of Votes | % of Votes polled on Outstanding shares | Number of Votes in favour | Number of Votes Against | % of Votes in favour on Votes polled | % of Votes Against on Votes polled |
| Resolution No:1 To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31stMarch, 2015 together with the Report of the Board of Directors and the Auditors thereon(Ordinary Resolution). |                  |                 |                                         |                           |                         |                                      |                                    |
| Mode of Voting: (E-voting)                                                                                                                                                                                                                    |                  |                 |                                         |                           |                         |                                      |                                    |
| Promoter and Promoter Group                                                                                                                                                                                                                   | 85596625         | 85190690        | 99.5258                                 | 85190690                  | 0                       | 100.0000                             | 0.0000                             |
| Public Institutional Holders                                                                                                                                                                                                                  | 45000            | 0               | 0.0000                                  | 0                         | 0                       | 0.0000                               | 0.0000                             |
| Public-Others                                                                                                                                                                                                                                 | 80264015         | 19231           | 0.0240                                  | 18231                     | 1000                    | 94.8001                              | 5.1999                             |
| <b>Total(A)</b>                                                                                                                                                                                                                               | <b>165905640</b> | <b>85209921</b> | <b>51.3605</b>                          | <b>85208921</b>           | <b>1000</b>             | <b>99.9988</b>                       | <b>0.0012</b>                      |
| Mode of Voting: (Poll)                                                                                                                                                                                                                        |                  |                 |                                         |                           |                         |                                      |                                    |
| Promoter and Promoter Group                                                                                                                                                                                                                   | 85596625         | 311547          | 0.3640                                  | 311547                    | 0                       | 100.0000                             | 0.0000                             |
| Public Institutional Holders                                                                                                                                                                                                                  | 45000            | 0               | 0.0000                                  | 0                         | 0                       | 0.0000                               | 0.0000                             |
| Public-Others                                                                                                                                                                                                                                 | 80264015         | 13845731        | 17.2502                                 | 13845731                  | 0                       | 100.0000                             | 0.0000                             |
| <b>Total(B)</b>                                                                                                                                                                                                                               | <b>165905640</b> | <b>14157278</b> | <b>8.5333</b>                           | <b>14157278</b>           | <b>0</b>                | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Result (A+B)</b>                                                                                                                                                                                                                           | <b>165905640</b> | <b>99367199</b> | <b>59.8938</b>                          | <b>99366199</b>           | <b>1000</b>             | <b>99.9990</b>                       | <b>0.0010</b>                      |



| Bhansali Engineering Polymers Limited                                                                                                   |                  |                 |                                         |                           |                         |                                      |                                    |
|-----------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------|-----------------------------------------|---------------------------|-------------------------|--------------------------------------|------------------------------------|
| Promoter /Public                                                                                                                        | Number of Shares | Number of Votes | % of Votes polled on Outstanding shares | Number of Votes in favour | Number of Votes Against | % of Votes in favour on Votes polled | % of Votes Against on Votes polled |
| Resolution No:2 To declare dividend on Equity Shares of the Company for the financial year ended 31stMarch, 2015 (Ordinary Resolution). |                  |                 |                                         |                           |                         |                                      |                                    |
| Mode of Voting: (E-voting)                                                                                                              |                  |                 |                                         |                           |                         |                                      |                                    |
| Promoter and Promoter Group                                                                                                             | 85596625         | 85190690        | 99.5258                                 | 85190690                  | 0                       | 100.0000                             | 0.0000                             |
| Public Institutional Holders                                                                                                            | 45000            | 0               | 0.0000                                  | 0                         | 0                       | 0.0000                               | 0.0000                             |
| Public-Others                                                                                                                           | 80264015         | 19231           | 0.0240                                  | 19231                     | 0                       | 100.0000                             | 0.0000                             |
| <b>Total(A)</b>                                                                                                                         | <b>165905640</b> | <b>85209921</b> | <b>51.3605</b>                          | <b>85209921</b>           | <b>0</b>                | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Mode of Voting: (Poll)                                                                                                                  |                  |                 |                                         |                           |                         |                                      |                                    |
| Promoter and Promoter Group                                                                                                             | 85596625         | 311547          | 0.3640                                  | 311547                    | 0                       | 100.0000                             | 0.0000                             |
| Public Institutional Holders                                                                                                            | 45000            | 0               | 0.0000                                  | 0                         | 0                       | 0.0000                               | 0.0000                             |
| Public-Others                                                                                                                           | 80264015         | 13845731        | 17.2502                                 | 13845731                  | 0                       | 100.0000                             | 0.0000                             |
| <b>Total(B)</b>                                                                                                                         | <b>165905640</b> | <b>14157278</b> | <b>8.5333</b>                           | <b>14157278</b>           | <b>0</b>                | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Result (A+B)</b>                                                                                                                     | <b>165905640</b> | <b>99367199</b> | <b>59.8938</b>                          | <b>99367199</b>           | <b>0</b>                | <b>100.0000</b>                      | <b>0.0000</b>                      |



| Bhansali Engineering Polymers Limited                                                                                                                                                          |                  |                 |                                         |                           |                         |                                      |                                    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------|-----------------------------------------|---------------------------|-------------------------|--------------------------------------|------------------------------------|
| Promoter /Public                                                                                                                                                                               | Number of Shares | Number of Votes | % of Votes polled on Outstanding shares | Number of Votes in favour | Number of Votes Against | % of Votes in favour on Votes polled | % of Votes Against on Votes polled |
| Resolution No:3 To appoint a Director in place of Mr. Jayesh B. Bhansali (DIN: 01062853), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution). |                  |                 |                                         |                           |                         |                                      |                                    |
| Mode of Voting: (E-voting)                                                                                                                                                                     |                  |                 |                                         |                           |                         |                                      |                                    |
| Promoter and Promoter Group                                                                                                                                                                    | 85596625         | 85190690        | 99.5258                                 | 85190690                  | 0                       | 100.0000                             | 0.0000                             |
| Public Institutional Holders                                                                                                                                                                   | 45000            | 0               | 0.0000                                  | 0                         | 0                       | 0.0000                               | 0.0000                             |
| Public-Others                                                                                                                                                                                  | 80264015         | 19231           | 0.0240                                  | 18223                     | 1008                    | 94.7585                              | 5.2415                             |
| <b>Total(A)</b>                                                                                                                                                                                | <b>165905640</b> | <b>85209921</b> | <b>51.3605</b>                          | <b>85208913</b>           | <b>1008</b>             | <b>99.9988</b>                       | <b>0.0012</b>                      |
| Mode of Voting: (Poll)                                                                                                                                                                         |                  |                 |                                         |                           |                         |                                      |                                    |
| Promoter and Promoter Group                                                                                                                                                                    | 85596625         | 311547          | 0.3640                                  | 311547                    | 0                       | 100.0000                             | 0.0000                             |
| Public Institutional Holders                                                                                                                                                                   | 45000            | 0               | 0.0000                                  | 0                         | 0                       | 0.0000                               | 0.0000                             |
| Public-Others                                                                                                                                                                                  | 80264015         | 13845731        | 17.2502                                 | 13845731                  | 0                       | 100.0000                             | 0.0000                             |
| <b>Total(B)</b>                                                                                                                                                                                | <b>165905640</b> | <b>14157278</b> | <b>8.5333</b>                           | <b>14157278</b>           | <b>0</b>                | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Result (A+B)</b>                                                                                                                                                                            | <b>165905640</b> | <b>99367199</b> | <b>59.8938</b>                          | <b>99366191</b>           | <b>1008</b>             | <b>99.9990</b>                       | <b>0.0010</b>                      |



| Bhansali Engineering Polymers Limited                                                                                                                                                                                                                                                                              |                  |                 |                                         |                           |                         |                                      |                                    |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------|-----------------------------------------|---------------------------|-------------------------|--------------------------------------|------------------------------------|
| Promoter /Public                                                                                                                                                                                                                                                                                                   | Number of Shares | Number of Votes | % of Votes polled on Outstanding shares | Number of Votes in favour | Number of Votes Against | % of Votes in favour on Votes polled | % of Votes Against on Votes polled |
| Resolution No:4 Appointment of M/s B. L. Dasharda & Associates, Chartered Accountants (Firm Registration No. 112615W) as the Statutory Auditors to hold office from the conclusion of this AGM till the conclusion of next AGM of Company and authorise the Board to fix their remuneration (Ordinary Resolution). |                  |                 |                                         |                           |                         |                                      |                                    |
| Mode of Voting: (E-voting)                                                                                                                                                                                                                                                                                         |                  |                 |                                         |                           |                         |                                      |                                    |
| Promoter and Promoter Group                                                                                                                                                                                                                                                                                        | 85596625         | 85190690        | 99.5258                                 | 85190690                  | 0                       | 100.0000                             | 0.0000                             |
| Public Institutional Holders                                                                                                                                                                                                                                                                                       | 45000            | 0               | 0.0000                                  | 0                         | 0                       | 0.0000                               | 0.0000                             |
| Public-Others                                                                                                                                                                                                                                                                                                      | 80264015         | 18931           | 0.0236                                  | 18931                     | 0                       | 100.0000                             | 0.0000                             |
| <b>Total(A)</b>                                                                                                                                                                                                                                                                                                    | <b>165905640</b> | <b>85209621</b> | <b>51.3603</b>                          | <b>85209621</b>           | <b>0</b>                | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Mode of Voting: (Poll)                                                                                                                                                                                                                                                                                             |                  |                 |                                         |                           |                         |                                      |                                    |
| Promoter and Promoter Group                                                                                                                                                                                                                                                                                        | 85596625         | 311547          | 0.3640                                  | 311547                    | 0                       | 100.0000                             | 0.0000                             |
| Public Institutional Holders                                                                                                                                                                                                                                                                                       | 45000            | 0               | 0.0000                                  | 0                         | 0                       | 0.0000                               | 0.0000                             |
| Public-Others                                                                                                                                                                                                                                                                                                      | 80264015         | 13845731        | 17.2502                                 | 13845731                  | 0                       | 100.0000                             | 0.0000                             |
| <b>Total(B)</b>                                                                                                                                                                                                                                                                                                    | <b>165905640</b> | <b>14157278</b> | <b>8.5333</b>                           | <b>14157278</b>           | <b>0</b>                | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Result (A+B)</b>                                                                                                                                                                                                                                                                                                | <b>165905640</b> | <b>99366899</b> | <b>59.8936</b>                          | <b>99366899</b>           | <b>0</b>                | <b>100.0000</b>                      | <b>0.0000</b>                      |



| Bhansali Engineering Polymers Limited                                                                                                                                                                                                                                                    |                  |                 |                                         |                           |                         |                                      |                                    |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------|-----------------------------------------|---------------------------|-------------------------|--------------------------------------|------------------------------------|
| Promoter /Public                                                                                                                                                                                                                                                                         | Number of Shares | Number of Votes | % of Votes polled on Outstanding shares | Number of Votes in favour | Number of Votes Against | % of Votes in favour on Votes polled | % of Votes Against on Votes polled |
| Resolution No:5 Re-appointment of Mr. Jayesh B. Bhansali (DIN: 01062853) as Executive Director & CFO of Company for a period of 3 years w.e.f 1st April, 2015 viz. upto 31st March, 2018 for a CTC/ Remuneration of ₹ 60 Lacs per annum (i.e. ₹ 5 Lacs per month) (Ordinary Resolution). |                  |                 |                                         |                           |                         |                                      |                                    |
| Mode of Voting: (E-voting)                                                                                                                                                                                                                                                               |                  |                 |                                         |                           |                         |                                      |                                    |
| Promoter and Promoter Group                                                                                                                                                                                                                                                              | 85596625         | 85190690        | 99.5258                                 | 85190690                  | 0                       | 100.0000                             | 0.0000                             |
| Public Institutional Holders                                                                                                                                                                                                                                                             | 45000            | 0               | 0.0000                                  | 0                         | 0                       | 0.0000                               | 0.0000                             |
| Public-Others                                                                                                                                                                                                                                                                            | 80264015         | 18931           | 0.0236                                  | 18923                     | 8                       | 99.9577                              | 0.0423                             |
| <b>Total(A)</b>                                                                                                                                                                                                                                                                          | <b>165905640</b> | <b>85209621</b> | <b>51.3603</b>                          | <b>85209613</b>           | <b>8</b>                | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Mode of Voting: (Poll)                                                                                                                                                                                                                                                                   |                  |                 |                                         |                           |                         |                                      |                                    |
| Promoter and Promoter Group                                                                                                                                                                                                                                                              | 85596625         | 311547          | 0.3640                                  | 311547                    | 0                       | 100.0000                             | 0.0000                             |
| Public Institutional Holders                                                                                                                                                                                                                                                             | 45000            | 0               | 0.0000                                  | 0                         | 0                       | 0.0000                               | 0.0000                             |
| Public-Others                                                                                                                                                                                                                                                                            | 80264015         | 13845731        | 17.2502                                 | 13845731                  | 0                       | 100.0000                             | 0.0000                             |
| <b>Total(B)</b>                                                                                                                                                                                                                                                                          | <b>165905640</b> | <b>14157278</b> | <b>8.5333</b>                           | <b>14157278</b>           | <b>0</b>                | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Result (A+B)</b>                                                                                                                                                                                                                                                                      | <b>165905640</b> | <b>99366899</b> | <b>59.8936</b>                          | <b>99366891</b>           | <b>8</b>                | <b>100.0000</b>                      | <b>0.0000</b>                      |



| Bhansali Engineering Polymers Limited                                                                                                 |                  |                 |                                         |                           |                         |                                      |                                    |
|---------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------|-----------------------------------------|---------------------------|-------------------------|--------------------------------------|------------------------------------|
| Promoter /Public                                                                                                                      | Number of Shares | Number of Votes | % of Votes polled on Outstanding shares | Number of Votes in favour | Number of Votes Against | % of Votes in favour on Votes polled | % of Votes Against on Votes polled |
| Resolution No:6 Appointment of Ms. Jasmine F. Batliwalla (DIN: 00340273) as an Independent Director of Company (Ordinary Resolution). |                  |                 |                                         |                           |                         |                                      |                                    |
| Mode of Voting: (E-voting)                                                                                                            |                  |                 |                                         |                           |                         |                                      |                                    |
| Promoter and Promoter Group                                                                                                           | 85596625         | 85190690        | 99.5258                                 | 85190690                  | 0                       | 100.0000                             | 0.0000                             |
| Public Institutional Holders                                                                                                          | 45000            | 0               | 0.0000                                  | 0                         | 0                       | 0.0000                               | 0.0000                             |
| Public-Others                                                                                                                         | 80264015         | 19231           | 0.0240                                  | 19223                     | 8                       | 99.9584                              | 0.0416                             |
| <b>Total(A)</b>                                                                                                                       | <b>165905640</b> | <b>85209921</b> | <b>51.3605</b>                          | <b>85209913</b>           | <b>8</b>                | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Mode of Voting: (Poll)                                                                                                                |                  |                 |                                         |                           |                         |                                      |                                    |
| Promoter and Promoter Group                                                                                                           | 85596625         | 311547          | 0.3640                                  | 311547                    | 0                       | 100.0000                             | 0.0000                             |
| Public Institutional Holders                                                                                                          | 45000            | 0               | 0.0000                                  | 0                         | 0                       | 0.0000                               | 0.0000                             |
| Public-Others                                                                                                                         | 80264015         | 13845731        | 17.2502                                 | 13845731                  | 0                       | 100.0000                             | 0.0000                             |
| <b>Total(B)</b>                                                                                                                       | <b>165905640</b> | <b>14157278</b> | <b>8.5333</b>                           | <b>14157278</b>           | <b>0</b>                | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Result (A+B)</b>                                                                                                                   | <b>165905640</b> | <b>99367199</b> | <b>59.8938</b>                          | <b>99367191</b>           | <b>8</b>                | <b>100.0000</b>                      | <b>0.0000</b>                      |



| Bhansali Engineering Polymers Limited                                                                                                      |                  |                 |                                         |                           |                         |                                      |                                    |
|--------------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------|-----------------------------------------|---------------------------|-------------------------|--------------------------------------|------------------------------------|
| Promoter /Public                                                                                                                           | Number of Shares | Number of Votes | % of Votes polled on Outstanding shares | Number of Votes in favour | Number of Votes Against | % of Votes in favour on Votes polled | % of Votes Against on Votes polled |
| Resolution No:7 Adoption of new set of Articles of Association of Company in conformity with the Companies Act, 2013 (Special Resolution). |                  |                 |                                         |                           |                         |                                      |                                    |
| Mode of Voting: (E-voting)                                                                                                                 |                  |                 |                                         |                           |                         |                                      |                                    |
| Promoter and Promoter Group                                                                                                                | 85596625         | 85190690        | 99.5258                                 | 85190690                  | 0                       | 100.0000                             | 0.0000                             |
| Public Institutional Holders                                                                                                               | 45000            | 0               | 0.0000                                  | 0                         | 0                       | 0.0000                               | 0.0000                             |
| Public-Others                                                                                                                              | 80264015         | 19231           | 0.0240                                  | 19231                     | 0                       | 100.0000                             | 0.0000                             |
| <b>Total(A)</b>                                                                                                                            | <b>165905640</b> | <b>85209921</b> | <b>51.3605</b>                          | <b>85209921</b>           | <b>0</b>                | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Mode of Voting: (Poll)                                                                                                                     |                  |                 |                                         |                           |                         |                                      |                                    |
| Promoter and Promoter Group                                                                                                                | 85596625         | 311547          | 0.3640                                  | 311547                    | 0                       | 100.0000                             | 0.0000                             |
| Public Institutional Holders                                                                                                               | 45000            | 0               | 0.0000                                  | 0                         | 0                       | 0.0000                               | 0.0000                             |
| Public-Others                                                                                                                              | 80264015         | 13845731        | 17.2502                                 | 13845731                  | 0                       | 100.0000                             | 0.0000                             |
| <b>Total(B)</b>                                                                                                                            | <b>165905640</b> | <b>14157278</b> | <b>8.5333</b>                           | <b>14157278</b>           | <b>0</b>                | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Result (A+B)</b>                                                                                                                        | <b>165905640</b> | <b>99367199</b> | <b>59.8938</b>                          | <b>99367199</b>           | <b>0</b>                | <b>100.0000</b>                      | <b>0.0000</b>                      |



| Bhansali Engineering Polymers Limited                                                                                                                         |                  |                 |                                         |                           |                         |                                      |                                    |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------|-----------------------------------------|---------------------------|-------------------------|--------------------------------------|------------------------------------|
| Promoter /Public                                                                                                                                              | Number of Shares | Number of Votes | % of Votes polled on Outstanding shares | Number of Votes in favour | Number of Votes Against | % of Votes in favour on Votes polled | % of Votes Against on Votes polled |
| Resolution No:8 Ratification of remuneration payable to M/s. Joshi Apte & Associates, Cost Auditors of the Company for the F.Y.2015-16 (Ordinary Resolution). |                  |                 |                                         |                           |                         |                                      |                                    |
| Mode of Voting: (E-voting)                                                                                                                                    |                  |                 |                                         |                           |                         |                                      |                                    |
| Promoter and Promoter Group                                                                                                                                   | 85596625         | 85190690        | 99.5258                                 | 85190690                  | 0                       | 100.0000                             | 0.0000                             |
| Public Institutional Holders                                                                                                                                  | 45000            | 0               | 0.0000                                  | 0                         | 0                       | 0.0000                               | 0.0000                             |
| Public-Others                                                                                                                                                 | 80264015         | 19081           | 0.0238                                  | 19081                     | 0                       | 100.0000                             | 0.0000                             |
| <b>Total(A)</b>                                                                                                                                               | <b>165905640</b> | <b>85209771</b> | <b>51.3604</b>                          | <b>85209771</b>           | <b>0</b>                | <b>100.0000</b>                      | <b>0.0000</b>                      |
| Mode of Voting: (Poll)                                                                                                                                        |                  |                 |                                         |                           |                         |                                      |                                    |
| Promoter and Promoter Group                                                                                                                                   | 85596625         | 311547          | 0.3640                                  | 311547                    | 0                       | 100.0000                             | 0.0000                             |
| Public Institutional Holders                                                                                                                                  | 45000            | 0               | 0.0000                                  | 0                         | 0                       | 0.0000                               | 0.0000                             |
| Public-Others                                                                                                                                                 | 80264015         | 13845731        | 17.2502                                 | 13845731                  | 0                       | 100.0000                             | 0.0000                             |
| <b>Total(B)</b>                                                                                                                                               | <b>165905640</b> | <b>14157278</b> | <b>8.5333</b>                           | <b>14157278</b>           | <b>0</b>                | <b>100.0000</b>                      | <b>0.0000</b>                      |
| <b>Result (A+B)</b>                                                                                                                                           | <b>165905640</b> | <b>99367049</b> | <b>59.8937</b>                          | <b>99367049</b>           | <b>0</b>                | <b>100.0000</b>                      | <b>0.0000</b>                      |





TM



ANNEXURE - B

# BHANSALI ENGINEERING POLYMERS LIMITED

CIN : L27100MH1984PLC032637

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

Tel. : (91-22) 2673 1779 - 84 • Fax : (91-22) 2673 1796

E-mail : abstron@bhansaliabs.com • Website : www.bhansaliabs.com

28<sup>th</sup> September, 2015

To,  
The Members,  
Bhansali Engineering Polymers Limited,  
Bhansali House, A-5,  
Off Veera Desai Road,  
Andheri (West),  
Mumbai - 400 053

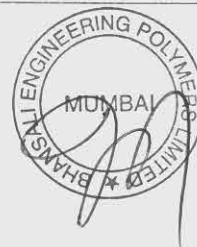
**Sub: Declaration of Voting Result related to 8 (Eight) Resolutions placed before Members at 31<sup>st</sup> Annual General Meeting of the Company**

Dear Sir(s),

I am pleased to declare/ announce that the following Resolutions has been passed with requisite majority as stated in front of each of them, on the basis of report of Mr. Himanshu Kamdar of M/s Rathi & Associates, Practicing Company Secretaries, dated 28<sup>th</sup> September, 2015 (viz. the Scrutinizer appointed by the Board of Directors of Company to deal with the entire voting process of Members through E-voting and Ballot papers).

In view of above, I hereby announce and declare the resolutions, as mentioned hereunder, duly passed with the requisite majority.

| Sr No | Particulars                                                                                                                                                                                                           | Resolution          | Votes Cast in Favor/<br>Against<br>(No. of Shares) | Votes Cast in Favor/<br>Against<br>(%) |
|-------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|----------------------------------------------------|----------------------------------------|
| 1.    | To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2015 together with the Report of the Board of Directors and the Auditors thereon. | Ordinary Resolution | Favor : 99,366,199<br>Against : 1000               | Favor : *100<br>Against : 0            |
| 2.    | To declare dividend on Equity Shares of the Company for the financial year ended 31 <sup>st</sup> March, 2015.                                                                                                        | Ordinary Resolution | Favor : 99,367,199<br>Against : NIL                | Favor : 100<br>Against : NIL           |
| 3.    | To appoint a Director in place of Mr. Jayesh B. Bhansali (DIN: 01062853), who retires by rotation and being eligible, offers himself for re-appointment.                                                              | Ordinary Resolution | Favor : 99,366,191<br>Against : 1008               | Favor : *100<br>Against : 0            |



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

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

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

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



TM



# BHANSALI ENGINEERING POLYMERS LIMITED

CIN : L27100MH1984PLC032637

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

Tel. : (91-22) 2673 1779 - 84 • Fax : (91-22) 2673 1796

E-mail : abstron@bhansallabs.com • Website : www.bhansallabs.com

|    |                                                                                                                                                                                                                                                                              |                     |                                     |                               |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------|-------------------------------------|-------------------------------|
| 4. | Appointment of M/s B. L. Dasharda & Associates, Chartered Accountants (Firm Registration No. 112615W) as the Statutory Auditors to hold office from the conclusion of this AGM till the conclusion of next AGM of Company and authorise the Board to fix their remuneration. | Ordinary Resolution | Favor : 99,366,899<br>Against : NIL | Favor : 100<br>Against : NIL  |
| 5. | Re-appointment of Mr. Jayesh B. Bhansali (DIN: 01062853) as Executive Director & CFO of Company for a period of 3 years w.e.f 1 <sup>st</sup> April, 2015 viz. upto 31 <sup>st</sup> March, 2018 for a CTC/ Remuneration of ₹ 60 Lacs per annum (i.e. ₹ 5 Lacs per month)    | Ordinary Resolution | Favor : 99,366,891<br>Against : 8   | Favor : *100<br>Against : NIL |
| 6. | Appointment of Ms. Jasmine F. Batliwalla (DIN: 00340273) as an Independent Director of Company                                                                                                                                                                               | Ordinary Resolution | Favor : 99,367,191<br>Against : 8   | Favor : *100<br>Against : NIL |
| 7. | Adoption of new set of Articles of Association of Company in conformity with the Companies Act, 2013                                                                                                                                                                         | Special Resolution  | Favor : 99,367,199<br>Against : NIL | Favor : 100<br>Against : NIL  |
| 8. | Ratification of remuneration payable to M/s. Joshi Apte & Associates, Cost Auditors of the Company for the F.Y. 2015-16                                                                                                                                                      | Ordinary Resolution | Favor : 99,367,049<br>Against : NIL | Favor : 100<br>Against : NIL  |

\* Rounded off to the nearest number

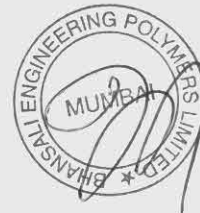
Kindly take note of above.

Thanking You,

Yours' faithfully,

For Bhansali Engineering Polymers Limited

M. C. Gupta  
(Chairman)  
DIN: 01362556



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

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

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

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

# Rathi & Associates

## COMPANY SECRETARIES

ANNEXURE - C

A-303, Prathamesh, 3rd Floor, Raghuvanshi Mills Compound, 11-12, Senapati Bapat Marg, Lower Parel (W), Mumbai - 400 013.  
Tel : 4076 4444 / 2491 1222 • Fax : 4076 4466 • E-mail : associates.rathi8@gmail.com

28<sup>th</sup> September, 2015

To,  
The Chairman,  
**Bhansali Engineering Polymers Limited**  
Bhansali House, A-5,  
Off. Veera Desai Road,  
Andheri (West),  
Mumbai – 400 053

Dear Sir,

Sub: Scrutinizer's Report on the remote e-voting and physical voting through ballots at 31<sup>st</sup> Annual General Meeting of the members of Bhansali Engineering Polymers Limited

Bhansali Engineering Polymers Limited ("the Company") at their Board meeting held on 30<sup>th</sup> May, 2015 appointed the undersigned as the Scrutinizer to ensure that the process of remote e-voting and physical voting through ballots as prescribed under Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of the Companies Act, 2013 ("the Act") as amended from time to time and Clause 35B of the Listing Agreement, at the 31<sup>st</sup> Annual General Meeting ("31<sup>st</sup> AGM") on the resolutions contained in the Notice dated 30<sup>th</sup> May 2015 for 31<sup>st</sup> AGM, placed for the approval of members of the Company, be carried out in a fair and transparent manner.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and rules made thereunder and the applicable provisions of the Listing Agreement, relating to remote e-voting and physical ballot on the resolutions as contained in the aforesaid notice. My responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting and physical ballot is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of National Securities Depository Limited and of voting through ballot as provided by Link Intime India Private Limited, the agency engaged by the Company to provide e-voting facilities.

As required under Section 101 of the Act, a notice along with explanatory statement under Section 102 of the Act for the 31<sup>st</sup> AGM was sent to the Members by permitted means, for seeking approval of members on following resolutions:



1. **Resolution No. 1** as an Ordinary Resolution for consideration and adoption of the Audited Financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2015 together with the Reports of the Board of Directors and the Auditors thereon;
2. **Resolution No. 2** as an Ordinary Resolution to declare dividend on Equity shares of the Company for the financial year ended 31<sup>st</sup> March, 2015;
3. **Resolution No. 3** as an Ordinary Resolution to appoint a director in place of Mr. Jayesh B. Bhansali (DIN: 01062853), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment;
4. **Resolution No. 4** as an Ordinary Resolution for appointment of M/s B. L. Dasharda & Associates, Chartered Accountants (Firm Registration No. 112615W) as the Statutory Auditors of the Company, from conclusion of this Annual General Meeting until the Conclusion of next Annual General Meeting of the Company and to authorise Audit Committee to fix their remuneration;
5. **Resolution No. 5** as an Ordinary Resolution for re-appointment of Mr. Jayesh B. Bhansali (DIN: 01062853) as Executive Director and CFO of the Company pursuant to provisions of section 196, 197 and 203 of Companies Act, 2013;
6. **Resolution No. 6** as an Ordinary Resolution for appointment of Ms. Jasmine F. Batliwalla as an Independent Director of Company pursuant to the provisions of Section 149, 150, and 152 of the Companies Act, 2013 and Clause 49 of the listing agreement;
7. **Resolution No. 7** as a Special Resolution for adoption of new set of Articles of Association of Company pursuant to the provisions of Section 5 and Section 14 of the Companies Act, 2013;
8. **Resolution No. 8** as an Ordinary Resolution for ratification of remuneration payable to M/s. Joshi Apte & Associates, Cost Accountants (Firm Registration No. 000240) for conducting the audit of the cost records of the Company for the financial year 2015-16;

The Company provided the remote e-Voting facility offered by National Securities Depository Limited to cast votes on aforesaid resolutions by the members of the Company.

Remote e-voting facilities were made available to Shareholders of the Company to exercise their voting rights from 9.00 a.m. of Monday, 21<sup>st</sup> September, 2015 upto 5.00 p.m. of Friday, 25<sup>th</sup> September, 2015. Accordingly, e-votes casted upto 5.00 p.m. of Friday, 25<sup>th</sup> September, 2015 have been considered for my scrutiny.

After the conclusion of the 31<sup>st</sup> AGM, first the voting conducted through physical ballots at the meeting, and thereafter through remote e-voting had been unblocked in the presence of two

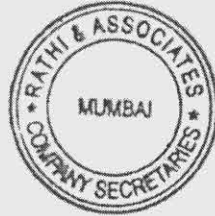


witnesses not in employment of the Company, namely Mr. Prashant Kirtikar and Mr. Mahesh Yadav. A summary of the votes cast by shareholders through remote e-voting and physical ballots at the Annual General Meeting with their pattern of voting is as per Annexure annexed to this Report.

The results of the voting by members through remote e-voting and physical ballots at the 31<sup>st</sup> Annual General Meeting in respect of the above mentioned resolutions may accordingly be declared by the Chairman of the Company who has also countersigned this report.

Thanking you,

Yours sincerely,  
For RATHI & ASSOCIATES  
COMPANY SECRETARIES



  
HIMANSHU S. KAMDAR  
PARTNER  
FCS NO. 5171  
COP NO. 3030

COUNTERSIGNED BY  
FOR BHANSALI ENGINEERING POLYMERS LIMITED

A handwritten signature in black ink.

M. C. Gupta  
Chairman



**ANNEXURE**

The summary of the votes cast through e-Voting and physical ballots received for each of the resolutions is given below:

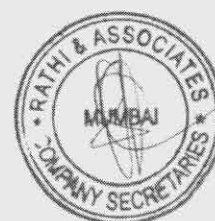
**For Resolution No. 1:**

| Sr. No.             | Particulars                                                                  | Resolution 1                     |                     |
|---------------------|------------------------------------------------------------------------------|----------------------------------|---------------------|
|                     |                                                                              | No. of Ballots / Remote E-Voting | No. of Shares voted |
| a.                  | Votes cast through physical ballot                                           | 167                              | 14,157,325          |
| b.                  | Remote e-Voting Confirmations received                                       | 35                               | 85,209,921          |
|                     | <b>Total</b>                                                                 | <b>202</b>                       | <b>99,367,246</b>   |
| c.                  | Less: Invalid Ballot / Remote e-Voting confirmations                         | 4                                | 47                  |
| d.                  | <b>Net Valid Physical Ballot Forms / Remote e-Voting</b>                     | <b>198</b>                       | <b>99,367,199</b>   |
|                     | (i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution   | 197                              | 99,366,199          |
| <b>% of Assent</b>  |                                                                              |                                  | <b>*100%</b>        |
|                     | (ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution | 1                                | 1,000               |
| <b>% of Dissent</b> |                                                                              |                                  | <b>0%</b>           |

\* Rounded off to the nearest number

**For Resolution No.2:**

| Sr. No.             | Particulars                                                                  | Resolution 2                     |                     |
|---------------------|------------------------------------------------------------------------------|----------------------------------|---------------------|
|                     |                                                                              | No. of Ballots / Remote E-Voting | No. of Shares voted |
| a.                  | Votes cast through physical ballot                                           | 167                              | 14,157,325          |
| b.                  | Remote e-Voting Confirmations received                                       | 35                               | 85,209,921          |
|                     | <b>Total</b>                                                                 | <b>202</b>                       | <b>99,367,246</b>   |
| c.                  | Less: Invalid Ballot / Remote e-Voting confirmations                         | 4                                | 47                  |
| d.                  | <b>Net Valid Physical Ballot Forms / Remote e-Voting</b>                     | <b>198</b>                       | <b>99,367,199</b>   |
|                     | (i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution   | 198                              | 99,367,199          |
| <b>% of Assent</b>  |                                                                              |                                  | <b>100%</b>         |
|                     | (ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution | -                                | -                   |
| <b>% of Dissent</b> |                                                                              |                                  | <b>-</b>            |



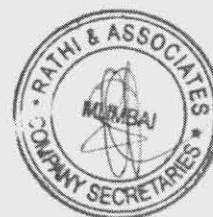
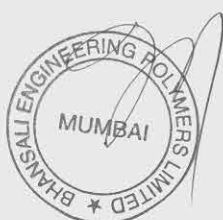
**For Resolution No. 3:**

| Sr. No.             | Particulars                                                                  | Resolution 3                     |                     |
|---------------------|------------------------------------------------------------------------------|----------------------------------|---------------------|
|                     |                                                                              | No. of Ballots / Remote E-Voting | No. of Shares voted |
| a.                  | Votes cast through physical ballot                                           | 167                              | 14,157,325          |
| b.                  | Remote e-Voting Confirmations received                                       | 35                               | 85,209,921          |
|                     | <b>Total</b>                                                                 | <b>202</b>                       | <b>99,367,246</b>   |
| c.                  | Less: Invalid Ballot / Remote e-Voting confirmations                         | 4                                | 47                  |
| d.                  | <b>Net Valid Physical Ballot Forms / Remote e-Voting</b>                     | <b>198</b>                       | <b>99,367,199</b>   |
|                     | (i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution   | 196                              | 99,366,191          |
| <b>% of Assent</b>  |                                                                              |                                  | <b>*100%</b>        |
|                     | (ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution | 2                                | 1,008               |
| <b>% of Dissent</b> |                                                                              |                                  | <b>0%</b>           |

\* Rounded off to the nearest number

**For Resolution No. 4:**

| Sr. No.             | Particulars                                                                  | Resolution 4                     |                     |
|---------------------|------------------------------------------------------------------------------|----------------------------------|---------------------|
|                     |                                                                              | No. of Ballots / Remote E-Voting | No. of Shares voted |
| a.                  | Votes cast through physical ballot                                           | 167                              | 14,157,325          |
| b.                  | Remote e-Voting Confirmations received                                       | 34                               | 85,209,621          |
|                     | <b>Total</b>                                                                 | <b>201</b>                       | <b>99,366,946</b>   |
| c.                  | Less: Invalid Ballot / Remote e-Voting confirmations                         | 4                                | 47                  |
| d.                  | <b>Net Valid Physical Ballot Forms / Remote e-Voting</b>                     | <b>197</b>                       | <b>99,366,899</b>   |
|                     | (i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution   | 197                              | 99,366,899          |
| <b>% of Assent</b>  |                                                                              |                                  | <b>100%</b>         |
|                     | (ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution | -                                | -                   |
| <b>% of Dissent</b> |                                                                              |                                  | <b>-</b>            |



**For Resolution No. 5:**

| Sr. No.             | Particulars                                                                  | Resolution 5                     |                     |
|---------------------|------------------------------------------------------------------------------|----------------------------------|---------------------|
|                     |                                                                              | No. of Ballots / Remote E-Voting | No. of Shares voted |
| a.                  | Votes cast through physical ballot                                           | 167                              | 14,157,325          |
| b.                  | Remote e-Voting Confirmations received                                       | 34                               | 85,209,621          |
|                     | <b>Total</b>                                                                 | <b>201</b>                       | <b>99,366,946</b>   |
| c.                  | Less: Invalid Ballot / Remote e-Voting confirmations                         | 4                                | 47                  |
| d.                  | <b>Net Valid Physical Ballot Forms / Remote e-Voting</b>                     | <b>197</b>                       | <b>99,366,899</b>   |
|                     | (i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution   | 196                              | 99,366,891          |
| <b>% of Assent</b>  |                                                                              |                                  | <b>*100%</b>        |
|                     | (ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution | 1                                | 8                   |
| <b>% of Dissent</b> |                                                                              |                                  | <b>0%</b>           |

\* Rounded off to the nearest number

**For Resolution No. 6:**

| Sr. No.             | Particulars                                                                  | Resolution 6                     |                     |
|---------------------|------------------------------------------------------------------------------|----------------------------------|---------------------|
|                     |                                                                              | No. of Ballots / Remote E-Voting | No. of Shares voted |
| a.                  | Votes cast through physical ballot                                           | 167                              | 14,157,325          |
| b.                  | Remote e-Voting Confirmations received                                       | 35                               | 85,209,921          |
|                     | <b>Total</b>                                                                 | <b>202</b>                       | <b>99,367,246</b>   |
| c.                  | Less: Invalid Ballot / Remote e-Voting confirmations                         | 4                                | 47                  |
| d.                  | <b>Net Valid Physical Ballot Forms / Remote e-Voting</b>                     | <b>198</b>                       | <b>99,367,199</b>   |
|                     | (i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution   | 197                              | 99,367,191          |
| <b>% of Assent</b>  |                                                                              |                                  | <b>*100%</b>        |
|                     | (ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution | 1                                | 8                   |
| <b>% of Dissent</b> |                                                                              |                                  | <b>0%</b>           |

\* Rounded off to the nearest number



**For Resolution No. 7:**

| Sr. No.             | Particulars                                                                  | Resolution 7                     |                     |
|---------------------|------------------------------------------------------------------------------|----------------------------------|---------------------|
|                     |                                                                              | No. of Ballots / Remote E-Voting | No. of Shares voted |
| a.                  | Votes cast through physical ballot                                           | 167                              | 14,157,325          |
| b.                  | Remote e-Voting Confirmations received                                       | 35                               | 85,209,921          |
|                     | <b>Total</b>                                                                 | <b>202</b>                       | <b>99,367,246</b>   |
| c.                  | Less: Invalid Ballot / Remote e-Voting confirmations                         | 4                                | 47                  |
| d.                  | <b>Net Valid Physical Ballot Forms / Remote e-Voting</b>                     | <b>198</b>                       | <b>99,367,199</b>   |
|                     | (i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution   | 198                              | 99,367,199          |
| <b>% of Assent</b>  |                                                                              |                                  | <b>100%</b>         |
|                     | (ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution | -                                | -                   |
| <b>% of Dissent</b> |                                                                              |                                  | <b>-</b>            |

**For Resolution No. 8:**

| Sr. No.             | Particulars                                                                  | Resolution 8                     |                     |
|---------------------|------------------------------------------------------------------------------|----------------------------------|---------------------|
|                     |                                                                              | No. of Ballots / Remote E-Voting | No. of Shares voted |
| a.                  | Votes cast through physical ballot                                           | 167                              | 14,157,325          |
| b.                  | Remote e-Voting Confirmations received                                       | 35                               | 85,209,771          |
|                     | <b>Total</b>                                                                 | <b>202</b>                       | <b>99,367,096</b>   |
| c.                  | Less: Invalid Ballot / Remote e-Voting confirmations                         | 4                                | 47                  |
| d.                  | <b>Net Valid Physical Ballot Forms / Remote e-Voting</b>                     | <b>198</b>                       | <b>99,367,049</b>   |
|                     | (i) Physical Ballot Forms / Remote e-Voting with assent for the Resolution   | 198                              | 99,367,049          |
| <b>% of Assent</b>  |                                                                              |                                  | <b>100%</b>         |
|                     | (ii) Physical Ballot Forms / Remote e-Voting with dissent for the Resolution | -                                | -                   |
| <b>% of Dissent</b> |                                                                              |                                  | <b>-</b>            |

