



# GANESH BENZOPLAST LTD.

CIN:L24200MH1986PLC039836

Corp. Office :- "Ganesh House" Gr. Floor, A-1/A-2 Gurudutt Co-op. Hsg. Society Ltd., Near Jankalyan Bank,  
J.B. Nagar, Andheri (E), Mumbai - 400 059. • Tel. : (91) (22) - 2839 0694 • Fax : 2839 0715  
Email : info@ganeshgroup.com • Website : http://www.ganeshgroup.com

October 1, 2015

To,  
The Secretary  
The Stock Exchange Mumbai  
Department of Corporate Services,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001.

Dear Sir,

**Ref: BSE CODE 500153**

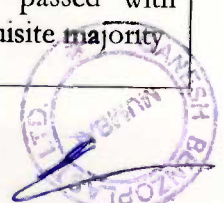
**Sub: Voting Result under Clause 35A of the Listing Agreement**

In compliance with Clause 35A of Listing Agreement details regarding voting results of the business transacted at the 28<sup>th</sup> Annual General Meeting of the members of the Company held on September 29, 2015 are as follows:

Date of AGM	September 29, 2015
Book Closure Date	Friday September. 25, 2015 to Tuesday September 29, 2015
Total No. of Shareholders as on Cut off Date i.e September 22, 2015	33,798
No. of shareholders present in the meeting either in person or through <ul style="list-style-type: none"><li>• Promoters &amp; Promoter Group</li><li>• Public</li></ul>	4 35
No. of shareholders attended the meeting through Video Conferencing <ul style="list-style-type: none"><li>• Promoters &amp; Promoter Group</li><li>• Public</li></ul>	Not Applicable

- E-voting conducted between September 26, 2015 to September 28, 2015.
- Ballot Paper/ Poll (Physical Voting) conducted at the AGM.

Item No.	Details of Agenda	Type of resolution	Mode of Voting	Remarks
1	Adoption of financial statements for the year ended 31st March, 2015 and the Directors' and Auditors' Reports thereon	Ordinary Resolutions	E-voting /Ballot	The resolution was passed with requisite majority





2	Re-appointment of Mr. Rishi Pilani, who retires by rotation	Ordinary Resolutions	E-voting /Ballot	The resolution was passed with requisite majority
3	Ratification of Appointment of M/s Samria & Co., Chartered Accountants, as Statutory Auditors	Ordinary Resolutions	E-voting /Ballot	The resolution was passed with requisite majority
4	Appointment of Ms. Jagruti Gaikwad as an Independent Director	Ordinary Resolutions	E-voting /Ballot	The resolution was passed with requisite majority
5	Appointment of Mr. Nalinakshan K as an Independent Director	Ordinary Resolutions	E-voting /Ballot	The resolution was passed with requisite majority
6	Ratification of the remuneration payable to Cost Auditor for the financial year 2015-16	Ordinary Resolutions	E-voting /Ballot	The resolution was passed with requisite majority
7	Deletion of the other objects clause of the Memorandum of Association	Special Resolutions	E-voting /Ballot	The resolution was passed with requisite majority
8	Amendment of incidental or ancillary objects clause of the Memorandum of Association	Special Resolutions	E-voting /Ballot	The resolution was passed with requisite majority
9	Amendment of the liability clause of Memorandum of Association	Special Resolutions	E-voting /Ballot	The resolution was passed with requisite majority
10	Adoption of new set of Articles of Association of the Company	Special Resolutions	E-voting /Ballot	The resolution was passed with requisite majority
11	Borrowing powers of the Company under Section 180(1) (c) of the Companies Act, 2013 upto 1000 Crores	Special Resolutions	E-voting /Ballot	The resolution was passed with requisite majority
12	Mortgaging/Charging of the properties of the Company under Section 180(1)(a) of the Companies Act, 2013 upto 1000 Crores.	Special Resolutions	E-voting /Ballot	The resolution was passed with requisite majority

This is for your information and records.

Thanking you,  
Yours Faithfully,  
For Ganesh Benzoplast Ltd.

  
**RISHI PILANI**  
**CHAIRMAN & MANAGING DIRECTOR**

Enclosed: Agenda wise Voting details under Clause 35A



Agenda-wise

The mode of voting for all the resolutions was E-voting/ Ballot Paper Poll (Physical Voting) conducted at the AGM.

Resolution No. 1

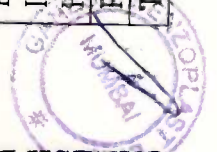
Adoption of financial statements for the year ended 31st March, 2015 and the Directors' and Auditors' Reports thereon (Ordinary Resolution)

Promoters/Public	No. of Shares Held	No. of votes Polled (E-voting & Poll)	% of Votes Polled on Outstanding Shares	No of votes in favour	No of Votes Against	% of Votes in favour on votes Polled	% of Votes in against on votes Polled
Promoter & Promoter Group	1,69,97,101	1,69,97,101	100.00	1,69,97,101	0	100.00	0.00
Public - Institutional Holders	23,57,646	0	0.00	0	0	0.00	0.00
Public-others	3,24,29,546	1,21,60,968	37.50	1,21,59,968	1000	99.99	0.01
TOTAL	5,17,84,293	2,91,58,069	56.31	2,91,57,069	1000	99.99	0.01

Resolution No. 2

Re-appointment of Mr. Rishi Pilani, who retires by rotation (Ordinary Resolution)

Promoters/Public	No. of Shares Held	No. of votes Polled (E-voting & Poll)	% of Votes Polled on Outstanding Shares	No of votes in favour	No of Votes Against	% of Votes in favour on votes Polled	% of Votes in against on votes Polled
Promoter & Promoter Group	1,69,97,101	1,69,97,101	100.00	1,69,97,101	0	100.00	0.00
Public - Institutional Holders	23,57,646	0	0.00	0	0	0.00	0.00
Public-others	3,24,29,546	1,21,60,968	37.50	1,21,60,968	0	100.00	0.00
TOTAL	5,17,84,293	2,91,58,069	56.31	2,91,58,069	0	100.00	0.00



Resolution No. 3

Ratification of Appointment of M/s Samria & Co., Chartered Accountants, as Statutory Auditors (Ordinary Resolution)

Promoters/Public	No. of Shares Held	No. of votes Polled (E-voting & Poll)	% of Votes Polled on Outstanding Shares	No of votes in favour	No of Votes Against	% of Votes in favour on votes Polled	% of Votes in against on votes Polled
Promoter & Promoter Group	1,69,97,101	1,69,97,101	100.00	1,69,97,101	0	100.00	0.00
Public - Institutional Holders	23,57,646	0	0.00	0	0	0.00	0.00
Public-others	3,24,29,546	1,21,60,968	37.50	1,21,60,968	0	100.00	0.00
TOTAL	5,17,84,293	2,91,58,069	56.31	2,91,58,069	0	100.00	0.00

Resolution No. 4

Appointment of Ms. Jagruti Gaikwad as an Independent Director (Ordinary Resolution)

Promoters/Public	No. of Shares Held	No. of votes Polled (E-voting & Poll)	% of Votes Polled on Outstanding Shares	No of votes in favour	No of Votes Against	% of Votes in favour on votes Polled	% of Votes in against on votes Polled
Promoter & Promoter Group	1,69,97,101	1,69,97,101	100.00	1,69,97,101	0	100.00	0.00
Public - Institutional Holders	23,57,646	0	0.00	0	0	0.00	0.00
Public-others	3,24,29,546	1,21,60,968	37.50	1,21,60,968	0	100.00	0.00
TOTAL	5,17,84,293	2,91,58,069	56.31	2,91,58,069	0	100.00	0.00



**GANESH BENZOPLAST LIMITED**



Resolution No. 5

Appointment of Mr. Nalinakshan K as an Independent Director (Ordinary Resolution)

Promoters/Public	No. of Shares Held	No. of votes Polled (E-voting & Poll)	% of Votes Polled on Outstanding Shares	No of votes in favour	No of Votes Against	% of Votes in favour on votes Polled	% of Votes in against on votes Polled
Promoter & Promoter Group	1,69,97,101	1,69,97,101	100.00	1,69,97,101	0	100.00	0.00
Public - Institutional Holders	23,57,646	0	0.00	0	0	0.00	0.00
Public-others	3,24,29,546	1,21,60,968	37.50	1,21,60,968	0	100.00	0.00
<b>TOTAL</b>	<b>5,17,84,293</b>	<b>2,91,58,069</b>	<b>56.31</b>	<b>2,91,58,069</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Resolution No. 6

Ratification of the remuneration payable to Cost Auditor for the financial year 2015-16(Ordinary Resolution)

Promoters/Public	No. of Shares Held	No. of votes Polled (E-voting & Poll)	% of Votes Polled on Outstanding Shares	No of votes in favour	No of Votes Against	% of Votes in favour on votes Polled	% of Votes in against on votes Polled
Promoter & Promoter Group	1,69,97,101	1,69,97,101	100.00	1,69,97,101	0	100.00	0.00
Public - Institutional Holders	23,57,646	0	0.00	0	0	0.00	0.00
Public-others	3,24,29,546	1,21,60,968	37.50	1,21,60,968	0	100.00	0.00
<b>TOTAL</b>	<b>5,17,84,293</b>	<b>2,91,58,069</b>	<b>56.31</b>	<b>2,91,58,069</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

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Resolution No. 7

Deletion of the other objects clause of the Memorandum of Association (Special Resolution)

Promoters/Public	No. of Shares Held	No. of votes Polled (E-voting & Poll)	% of Votes Polled on Outstanding Shares	No of votes in favour	No of Votes Against	% of Votes in favour on votes Polled	% of Votes in against on votes Polled
Promoter & Promoter Group	1,69,97,101	1,69,97,101	100.00	1,69,97,101	0	100.00	0.00
Public - Institutional Holders	23,57,646	0	0.00	0	0	0.00	0.00
Public-others	3,24,29,546	1,21,60,968	37.50	1,21,60,968	0	100.00	0.00
<b>TOTAL</b>	<b>5,17,84,293</b>	<b>2,91,58,069</b>	<b>56.31</b>	<b>2,91,58,069</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Resolution No. 8

Amendment of incidental or ancillary objects clause of the Memorandum of Association (Special Resolution)

Promoters/Public	No. of Shares Held	No. of votes Polled (E-voting & Poll)	% of Votes Polled on Outstanding Shares	No of votes in favour	No of Votes Against	% of Votes in favour on votes Polled	% of Votes in against on votes Polled
Promoter & Promoter Group	1,69,97,101	1,69,97,101	100.00	1,69,97,101	0	100.00	0.00
Public - Institutional Holders	23,57,646	0	0.00	0	0	0.00	0.00
Public-others	3,24,29,546	1,21,60,968	37.50	1,21,60,968	0	100.00	0.00
<b>TOTAL</b>	<b>5,17,84,293</b>	<b>2,91,58,069</b>	<b>56.31</b>	<b>2,91,58,069</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>



Resolution No. 9

Amendment of the liability clause of Memorandum of Association (Special Resolution)

Promoters/Public	No. of Shares Held	No. of votes Polled (E-voting & Poll)	% of Votes Polled on Outstanding Shares	No of votes in favour	No of Votes Against	% of Votes in favour on votes Polled	% of Votes in against on votes Polled
Promoter & Promoter Group	1,69,97,101	1,69,97,101	100.00	1,69,97,101	0	100.00	0.00
Public - Institutional Holders	23,57,646	0	0.00	0	0	0.00	0.00
Public-others	3,24,29,546	1,21,60,968	37.50	1,21,60,968	0	100.00	0.00
<b>TOTAL</b>	<b>5,17,84,293</b>	<b>2,91,58,069</b>	<b>56.31</b>	<b>2,91,58,069</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

Resolution No. 10

Adoption of new set of Articles of Association of the Company (Special Resolution)

Promoters/Public	No. of Shares Held	No. of votes Polled (E-voting & Poll)	% of Votes Polled on Outstanding Shares	No of votes in favour	No of Votes Against	% of Votes in favour on votes Polled	% of Votes in against on votes Polled
Promoter & Promoter Group	1,69,97,101	1,69,97,101	100.00	1,69,97,101	0	100.00	0.00
Public - Institutional Holders	23,57,646	0	0.00	0	0	0.00	0.00
Public-others	3,24,29,546	1,21,60,968	37.50	1,21,60,968	0	100.00	0.00
<b>TOTAL</b>	<b>5,17,84,293</b>	<b>2,91,58,069</b>	<b>56.31</b>	<b>2,91,58,069</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>

GANESH BENZOPLAST LIMITED



**Resolution No. 11**

**Borrowing powers of the Company under Section 180(1) (c) of the Companies Act, 2013 upto 1000 Crores (Special Resolution)**

Promoters/Public	No. of Shares Held	No. of votes Polled (E-voting & Poll)	% of Votes Polled on Outstanding Shares	No of votes in favour	No of Votes Against	% of Votes in favour on votes Polled	% of Votes in against on votes Polled
Promoter & Promoter Group	1,69,97,101	1,69,97,101	100.00	1,69,97,101	0	100.00	0.00
Public - Institutional Holders	23,57,646	0	0.00	0	0	0.00	0.00
Public-others	3,24,29,546	1,21,60,968	37.50	1,21,51,968	9000	99.92	0.08
<b>TOTAL</b>	<b>5,17,84,293</b>	<b>2,91,58,069</b>	<b>56.31</b>	<b>2,91,49,069</b>	<b>9000</b>	<b>99.97</b>	<b>0.03</b>

**Resolution No. 12**



**Mortgaging/Charging of the properties of the Company under Section 180(1)(a) of the Companies Act, 2013 upto 1000 Crores. (Special Resolution)**

Promoters/Public	No. of Shares Held	No. of votes Polled (E-voting & Poll)	% of Votes Polled on Outstanding Shares	No of votes in favour	No of Votes Against	% of Votes in favour on votes Polled	% of Votes in against on votes Polled
Promoter & Promoter Group	1,69,97,101	1,69,97,101	100.00	1,69,97,101	0	100.00	0.00
Public - Institutional Holders	23,57,646	0	0.00	0	0	0.00	0.00
Public-others	3,24,29,546	1,21,60,968	37.50	1,21,51,968	9000	99.92	0.08
<b>TOTAL</b>	<b>5,17,84,293</b>	<b>2,91,58,069</b>	<b>56.31</b>	<b>2,91,49,069</b>	<b>9000</b>	<b>99.97</b>	<b>0.03</b>

**For Ganesh Benzoplast Ltd.**



**RISHI PILLANI**  
**CHAIRMAN & MANAGING DIRECTOR**  
**Date: October 1, 2015**

**GANESH BENZOPLAST LIMITED**



**VIJAY KUMAR MISHRA**  
B. Com. (Hons.), A.C.A., F.C.S.  
**PARESH D PANDYA**  
B. Com., A.C.S.

## **VKM & ASSOCIATES**

### **PRACTISING COMPANY SECRETARIES**

116, Trinity Building, 1st Floor, 227, Dr. C. H. Street,  
Behind Parsi Dairy, Marine Lines (E), Mumbai - 2.  
Tel. : 2207 7267 ♦ Fax : 2207 7542  
Mob.: 93229 77388 ♦ E-mail : vkmassociates@yahoo.com

### **FORM NO. MGT -13**

#### **COMBINED SCRUTINIZER REPORT (E-VOTING & POLL) FOR GANESH BENZOPLAST LIMITED**

**(Pursuant to Rule Section 109 of the Companies Act, 2013 and Rule 21  
(2) of Companies (Management and Administration) Rule, 2014)**

**To,**

**The Chairman,**

**GANESH BENZOPLAST LIMITED**

**Dina Building, First Floor 53,**

**Maharshi Karve Road,**

**Marine Lines, Mumbai- 400 002.**

**Sub: Passing of resolution through electronic and poll conducted at the  
Annual General Meeting of GANESH BENZOPLAST LIMITED (The  
Company) held on 29th September, 2015.**

The Board of the Company at its meetings held on 14th August, 2015 has appointed us as a Scrutinizer for the e-voting held between Saturday, September 26, 2015 at 10.00 a.m. and ends on Monday, September 28, 2015 at 5.00 p.m. and the Chairman of the company has appointed me a Scrutinizer for the poll held at the AGM of the Company on 29th September, 2015.

The Company has appointed Central Depository Services Limited (CDSL) as the service provider, for extending the facilities of E-voting to the shareholder of the Company from Saturday, September 26, 2015 at 10.00 a.m. and ends on Monday, September 28, 2015 at 5.00 p.m. The E-voting results were unblocked by me on 30th September, 2015 in the presence of two witnesses. For further details kindly refer my scrutinizer report dated 30th September, 2015 attached herewith.



At the Annual General Meeting of the Company held on 29th September, 2015, the Chairman of the Company has *suo motto* called for a poll to facilitates the member present in the meetings who could not participate in the e-voting to record their votes through the poll process. The chairman of the Annual General Meeting had appointed me as a Scrutinizer for the same. For further details please refer my Scrutinizer report in Form MGT-13 dated 30th September, 2015.

The result of e-voting along with that of the Poll is as under:

Agenda Item No. of Notice	Particulars of Business	Votes in Favor of the Resolutions		Votes Against the Resolutions		Invalid Votes
		Nos.	% age	Nos.	% age	
Item No.1 of To adopt the financial statement for the year ended 31 <sup>st</sup> March, 2014.	E-voting	21,449,975	100%	0	0	0
	Poll	7,707,094	99.987%	1,000	0.013%	0
	Total	29,157,069	99.997%	1,000	0.003%	0
Item No.2 To appoint Mr. Rishi Pilan who retires by rotation and offer himself for re-appointment.	E-voting	21,449,975	100%	0	0	0
	Poll	7,708,094	100%	0	0	0
	Total	29,158,069	100%	0	0	0
Item No.3 of To ratify the appoint of M/s Samria & Co., Chartered Accountants auditors of the Company	E-voting	21,449,975	100%	0	0	0
	Poll	7,708,094	100%	0	0	0
	Total	29,158,069	100%	0	0	0



Item No.4 of To appoint Ms. Jagruti Galkwad as an Independent director of the company for five consecutive years	E-voting	21,449,975	100%	0	0	0
	Poll	7,708,094	100%	0	0	0
	Total	29,158,069	100%	0	0	0
Item No.5 of To appoint Mr. Nalinakshan Kolangaradath as an Independent director of the company for five consecutive years	E-voting	21,449,975	100%	0	0	0
	Poll	7,708,094	100%	0	0	0
	Total	29,158,069	100%	0	0	0
Item No.6 of To ratify the remuneration payable to Cost Auditor M/s. S K Agarwal & Associates, Cost Accountants	E-voting	21,449,975	100%	0	0	0
	Poll	7,708,094	100%	0	0	0
	Total	29,158,069	100%	0	0	0
Item No.7 of To deletion of the other objects clause of the Memorandum of Association	E-voting	21,449,975	100%	0	0	0
	Poll	7,708,094	100%	0	0	0
	Total	29,158,069	100%	0	0	0
Item No.8 of To amend Incidental or Ancillary Objects clause of the Memorandum of Association (IIIB)	E-voting	21,449,975	100%	0	0	0
	Poll	7,708,094	100%	0	0	0
	Total	29,158,069	100%	0	0	0



Item No.9 of To amendment of the liability clause of Memorandum of Association	E-voting	21,449,975	100%	0	0	0
	Poll	7,708,094	100%	0	0	0
	Total	29,158,069	100%	0	0	0
Item No.10 of To adopt new set of Articles of Association of the Company as per Companies Act, 2013.	E-voting	21,449,975	100%	0	0	0
	Poll	7,708,094	100%	0	0	0
	Total	29,158,069	100%	0	0	0
Item No.11 of To increase the Borrowing power of the company upto Rs.1000 Cr.	E-voting	21,449,975	100%	0	0	0
	Poll	7,699,094	99.883%	9,000	0.117%	0
	Total	29,149,069	99.969%	9,000	0.031%	0
Item No.12 of To Increase the limit of mortgaging/charging of the properties of the company upto the limit of Rs.1000Cr.	E-voting	21,449,975	100%	0	0	0
	Poll	7,699,094	99.883%	9,000	0.117%	0
	Total	29,149,069	99.969%	9,000	0.031%	0

All the resolutions stands passed under e-voting and poll with the requisite majority.

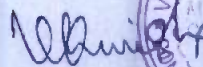


We hereby confirm that we are maintaining the register received from the service provider both electronic and manually, in respect of the votes cast through e-voting and poll by the shareholder of the Company. We shall be arranging to hand over these records to you or such other person as authorized by you.

**Thanking you**

**Date : 30.09.2015**  
**Place: Mumbai**

**For VKM & ASSOCIATES**  
**Company Secretaries**

  
**(Vijay Kumar Mishra)**

**Partner**

**M.No. F-5023**

