



Creating Tomorrow

24th

ANNUAL REPORT

2015-2016

Axel Polymers Limited

ISO 9001:2008

BOARD OF DIRECTORS

Mr. B.K.Bodhanwala	Chairman
Mr. A.B.Bodhanwala	Managing Director
Dr. (Mrs) M.A.Bodhanwala	Female Non Executive
Mr. Gaurav Thanky	Director - (Executive) & CFO
Mr. Amitabh Thakore	Independent - Non Executive
Mr. Prashant Walvekar	Independent - Non-Executive

AUDITORS

SHAH & BHANDARI
Chartered Accountants

COMPANY SECRETARY

Mr. Shailesh Bharvad

SECRETARIAL AUDITORS

D.PATHAK & ASSOCIATES
Company Secretary

REGISTRARS

LINK INTIME INDIA PVT LTD
B 102 & 103, Shangrila Complex, 1st Floor,
Opp. HDFC Bank, Nr. Radhakrishna Char Rasta,
Akota, Vadodara 390 020

BANKERS

BANK OF BARODA

REGISTERED OFFICE & WORKS

309, MOKSHI, SANKARDA - SAVLI ROAD
TALUKA SAVLI, DIST. VADODARA 391780
GUJARAT INDIA
Telefax: +91 2667 244395
Website: www.axelindia.com

COMPANY IDENTIFICATION NO.

L25200GJ1992PLC017678

Notice

NOTICE is hereby given that the **TWENTY FORTH ANNUAL GENERAL MEETING** of the Members of Axel Polymers Limited will be held on **Thursday, 29.09.2016 at 09:00 a.m. at the Registered Office** of the Company at S No. 309, Vil-Mokshi, Sankarda-Savli Road, Tal-Savli, Dist. Vadodara- 391 780 Gujarat to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements consisting of Balance Sheet, Profit & Loss Account and Cash Flow Statement for the year ended on 31.03.2016 together with the Reports of the Auditors' and Directors' thereon.
2. To appoint a director in place of Dr. Mrs. M. A. Bodhanwala who retires by rotation and being eligible offers herself for reappointment.
3. To appoint M/s Shah & Bhandari, Chartered Accountants, Vadodara as Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

4. Approval of Related Party Transactions

To consider and if thought fit to pass the following Resolution as an Ordinary Resolution

"RESOLVED THAT pursuant to section 188 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made there under (including any statutory modifications or re- enactment thereof, for the time being in force) consent of the members be and is hereby accorded to the board of directors to enter into an agreement with several related parties as mentioned in the explanatory statement of the notice for purchase/ sale of goods and services."

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give effect to this resolution."

5. Re-appointment of and Remuneration payable to Mr. B. K. Bodhanwala (DIN: 00421717) as an Executive Director

To Consider and if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT the approval, be and is, hereby accorded to the reappointment of Mr. B. K. Bodhanwala (DIN: 00421717) as an Executive Director for a term of three years with effect from 1st April, 2016 upto 31st March, 2019 pursuant to Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013, at a remuneration of Rs. 25,000/- (Rupees Twenty Five Thousand Only) per month and other perquisites and on such other terms and conditions as set out in the draft Agreement, to be entered into by the Company with Mr. B. K. Bodhanwala as recommended by Nomination and Remuneration Committee and approved by the Board of Directors at their respective meeting held on 10th August, 2016.

FURTHER RESOLVED THAT the Board of Directors will have liberty to alter and/or vary the terms and conditions of the reappointment, including the terms of his remuneration, which shall not exceed the limits specified in Schedule V of the Companies Act, 2013 or any statutory modification(s) or reenactment thereof, as may be agreed to between the Board of Directors and Mr. B. K. Bodhanwala.

FURTHER RESOLVED THAT in case of no profit or inadequacy of profits in any financial year during the currency of his tenure, the remuneration as aforesaid will be paid as minimum remuneration."

6. Re-appointment of and Remuneration payable to Mr. A. B. Bodhanwala (DIN: 00421362) as a Managing Director

To Consider and if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT the approval, be and is, hereby accorded to the reappointment of Mr. A. B. Bodhanwala (DIN: 00421362) as a Managing Director for a term of three years with effect from 1st April, 2016 upto 31st March, 2019 pursuant to Section 196, 197 and 203 read with Schedule V of the Companies Act, 2013, at a remuneration of Rs.1,25,000/- (Rupees One Lac Twenty Five Thousand only) per month and other perquisites and on such other terms and conditions as set out in the draft Agreement, to be entered into by the Company with Mr. A. B. Bodhanwala as recommended by Nomination and Remuneration Committee and approved by the Board of Directors at their respective meeting held on 10th August, 2016.

FURTHER RESOLVED THAT the Board of Directors will have liberty to alter and/or vary the terms and conditions of the reappointment, including the terms of his remuneration, which shall not exceed the limits specified in Schedule V of the Companies Act, 2013 or any statutory modification(s) or reenactment thereof, as may be agreed to between the Board of Directors and Mr. A. B. Bodhanwala.

FURTHER RESOLVED THAT in case of no profit or inadequacy of profits in any financial year during the currency of his tenure, the remuneration as aforesaid will be paid as minimum remuneration."

**For and on behalf of the Board of
Axel Polymers Limited**

**Date: 10.08.2016
Place: Mokshi**

**B.K. Bodhanwala
Chairman
DIN: 00421717**

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD BE LODGED WITH THE COMPANY AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN FORTY EIGHT (48) HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY, PROVIDED THAT SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business enumerated under Item No. 4, 5 & 6 of the accompanying Notice are annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 23.09.2016 to 29.09.2016 (both days inclusive).
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote
5. Members are requested to notify immediately any change in their address to the Company/ M/s. Link Intime India Private Limited, Registrar & Share Transfer Agent, Vadodara.
6. As per Section 136 of the Companies Act, 2013 read with Rule 11 of Companies (Accounts) Rules, 2014, Financial Statements may be sent to the Members:

- a) by electronic mode to such Members whose shares are held in dematerialized form and whose email Ids are registered with the Depository for communication purposes;
- b) where Shares are held in physical form, to such Members who have positively consented in writing for receiving by electronic mode; and
- c) by dispatch of physical copies through any recognized mode of delivery as specified under Section 20 of the Act, in all other cases.

In case, you desire to receive the aforesaid documents in electronic mode in lieu of physical mode, kindly update your e-mail ID with:

- (i) Our RTA: for the Shares held in physical form and
- (ii) Your respective Depository Participants: For the shares held in dematerialized form.

- 7. Members who have not yet dematerialized their shares, are recommended to get their shares dematerialized at the earliest.
- 8. Members desirous of getting any information about the accounts of the Company are requested to write to the Company at least seven working days prior to the date of AGM so that information can be kept ready at the meeting.
- 9. **E-Voting:**

Pursuant to Section 108 of the Companies Act, 2013 ('the Act') read with the relevant Rules of the Act, the Company is pleased to provide E-voting facility through Central Depository Services Limited as an alternative, for all members of the Company to enable them to cast their votes electronically on the resolutions mentioned in the notice of 24th Annual General Meeting of the Company scheduled to be held on 29th September, 2016 ('the AGM Notice'). The Company has appointed Mr. Devesh A. Pathak, Practising Company Secretary or failing him Mr. Vimal N. Betai, Practising Company Secretary as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. E-voting is optional. The E-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on 22.09.2016. The e-voting will commence at 9.00 a.m. on 26.09.2016 and will end at 5.00 p.m. on 28.09.2016. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

PROCEDURE FOR E- VOTING

A. Instructions for Demat folios:

In case a Member receives an e-mail from CDSL (for Members whose e-mail addresses are registered with the Company/Depositories):

- (I) Log on to the e-voting website www.evotingindia.com
- (II) Click on "Shareholders" tab.
- (III) Now, select the "AXEL POLYMERS LIMITED" from the drop down menu and click on "SUBMIT"
- (IV) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (V) Next enter the Image Verification as displayed and Click on Login.
- (VI) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

(VII) If you are a first time user, follow the steps given below:

	For members holding shares in Demat Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department and registered with the DP/RTA. In respect of physical shareholding as well as those holding shares in Demat form and have not provided or whose PAN is not registered, enter your unique PAN/Default Value No. printed on the bottom of Attendance slip additionally attached herewith the Annual report for your ready reference.
DOB/Dividend Bank Details*	Enter the date of birth as registered with the DP/RTA in dd/mm/yyyy format or Enter the dividend bank detail as recorded with your DP/RTA. In respect of Physical shareholding and whose DOB and Dividend bank details are not registered with DP/RTA those can enter Folio No. of shares held by you as on the cutoff date i.e.22nd September, 2016

*Any one of the details DOB or Dividend bank details should be entered for logging in to the account.

(VIII) After entering these details appropriately, click on “SUBMIT” tab.

(IX) Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(X) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(XI) Click on the (EVSN) for the relevant “AXEL POLYMERS LIMITED” on which you choose to vote.

(XII) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(XIII) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(XIV) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(XV) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(XVI) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(XVII) If Demat account holder has forgotten the changed password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(XVIII) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts, they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

B. In case of members receiving the physical copy:

- (a) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (b) The voting period will begin at 9.00 a.m. on 26.09.2016 and will end at 5.00 p.m. on 28.09.2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22.09.2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

C. Other Instructions:

- The e-voting period will commence at 9.00 a.m. on 26.09.2016 and will end at 5.00 p.m. on 28.09.2016. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 22.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.**
- ii. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on **22.09.2016**.
- iii. Mr. Devesh A Pathak, Practising Company Secretary (Membership No. FCS 4559) or failing him Mr. Vimal N. Betai, Practising Company Secretary (Membership No. ACS 26007) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the meeting, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot at the meeting. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
- v. **The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.axelindia.com and on the website of CDSL www.evoting.cdsl.com within two days of the passing of the resolutions at the AGM of the Company on 01.10.2016 and communicated to the stock exchanges, where the shares of the Company is listed.**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 4

Members of the Company are requested to note that Section 188(1) of the Companies Act, 2013 read with the relevant rules made thereunder and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements), 2015 requires any transaction entered into between related parties for sale, purchase or supply of any goods or materials, availing or rendering of any services exceeding paid up share capital of the Company or 10% of the turnover as per latest audited financial results to be approved by the members of the Company by way of an ordinary resolution.

There are in all two related parties with whom transactions are being conducted, they are Dhara Petrochemicals Private Limited and V R Industries.

Since, transactions with related parties are likely to be in excess of 10% of the turnover of the audited financial results, approval of shareholders via ordinary resolution is required.

Particulars of the transactions which are proposed to be entered into by the Company are provided in brief, herein below:

Sr. No.	Nature of transactions as per Section 188 of the Companies Act, 2013	Name of the Director/KMP who is related and nature of relationship	Name of the Related Party	Amounts
1	Purchase of Various types of Plastic resin Sale of Compounds PPE/PBT/NYLON & Others	Mr. Gaurav Thanky	Dhara Petrochemicals Pvt. Ltd	2500 Lakhs
2	Purchase of Various types of Plastic resin Sale of Compounds PPE/PBT/NYLON & Others	Mr. Gaurav Thanky	V R Industries	2500 Lakhs

None of other directors are concerned or interested in these resolutions except the concerned director for particular transactions with respective related party. The Board of Directors recommends the proposed resolution for acceptance by member.

Item No. 5

Considering valuable contributions as well as responsibilities shouldered by Mr. B. K. Bodhanwala as an Executive Director since inception, your Directors at their Meeting held on 10th August, 2016 have approved the reappointment of Mr. B. K. Bodhanwala as an Executive Director with effect from 1st April, 2016 for a period of three years ending on 31st March, 2019 in accordance with provisions of Section 196, 197 & 203 read with Schedule V of the Companies Act, 2013, as approved by Nomination & Remuneration Committee.

Details of major terms & conditions of reappointment are as follows:

(A) Basic Salary : Rs. 25,000/- (Rupees Twenty Five Thousand only per month)

(B) Perquisite : As Below

PART – A

- EXPENSES: Reimbursement of expenses on Gas, Electricity, Water, house furnishing etc. will be paid at actual.
- MEDICAL REIMBURSEMENT: Reimbursement of Medical Expenses actually incurred for self and family and Medical Premium for the health of self and family.

- **EDUCATIONAL EXPENSES:** Reimbursement of School / College Fees and Travelling expenses from place of study to Home which is actually incurred. This shall be limited to 2 children only.
- **LEAVE TRAVEL CONCESSION:** For self and family to and from any place in India or abroad, once in a year in accordance with the rules of the Company.
- **CLUB FEES:** Fee paid to Club, subject to a maximum of two clubs will be allowed, provided no admission or life membership fees shall be paid.
- **PERSONAL ACCIDENT INSURANCE:** Personal Accidental premium for self.
- **WATCHMAN ETC:** Free service of a sweeper, Gardener and a Watchman at the residence of the appointee.

However, aggregate monetary value of aforesaid perquisites in this part shall not exceed Rs. 300000/- per annum.

PART – B

- Company's contribution towards Provident Fund subject to a ceiling of 12% of the Basic Salary as mentioned above.
- Company's contribution towards superannuation fund, if any, subject to a ceiling of 15% of the Gross Salary.
- **Gratuity:** Payable at a rate not exceeding one half month's salary for each completed year of service as per rules of the Company.
- **Leave:** On full pay and allowances as per rules of the Company, but not more than one month's leave for every eleven months of services. Leave not availed of shall be allowed to be carried forward and to be encashed at the end of the tenure.

PART – C

- **Car** : Free use of Company's car with driver for Company's business.
- **Telephone** : Free telephone facility at residence and cell phone.
- **Entertainment Expenses:** Reimbursement of entertainment expenses actually incurred.

Minimum Remuneration: Notwithstanding anything contained, wherein in any financial year, during the currency of the tenure of Mr B.K. Bodhanwala as an Executive Director of the Company, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary and perquisites as specified above.

Memorandum of interest: Except Mr. Aarasp Bodhanwala and Mrs. Minnie Bodhanwala, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, in this resolution set out at item no. 5.

Other terms and conditions:

- a. In the event of absence or inadequacy of profits in any financial year during the tenure of the Chairman, salary and perquisites subject to the limits stipulated under Schedule V read with Section 196 and 197 of the Companies Act, 2013, are payable.
- b. "Family" means the spouse and dependent children of Mr. B. K. Bodhanwala
- c. Leave with full pay and allowances shall be allowed as per the Company's rules.
- d. Reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company shall be allowed.
- e. No sitting fees shall be paid to the Chairman for attending the meetings of the Board of Directors or Committees thereof.
- f. The Chairman Shall be liable to retire by rotation.

- g. The perquisites as listed in Part (A) above shall be valued as per the Income Tax Rules, 1962, as may be applicable. All other existing terms and conditions for the re-appointment shall remain unchanged.

Item No. 6

Considering valuable contributions as well as responsibilities shouldered by Mr. Aarasp Bodhanwala as a Managing Director since inception, your Directors at their Meeting held on 10th August, 2016 have approved the reappointment of Mr. Aarasp Bodhanwala as a Managing Director with effect from 1st April, 2016 for a period of three years ending on 31st March, 2019 in accordance with provisions of Section 196, 197 & 203 read with Schedule V of the Companies Act, 2013, as approved by Nomination & Remuneration Committee.

Details of major terms & conditions of reappointment are as follows:

(A) Basic Salary : Rs. 1,25,000/- (Rupees One Lac Twenty Five Thousand only) Per month

(B) Perquisite : As Below

PART – A

- EXPENSES: Reimbursement of expenses on Gas, Electricity, Water, house furnishing etc. will be paid at actual.
- MEDICAL REIMBURSEMENT: Reimbursement of Medical Expenses actually incurred for self and family and Medical Premium for the health of self and family.
- EDUCATIONAL EXPENSES: Reimbursement of School / College Fees and Travelling expenses from place of study to Home which is actually incurred. This shall be limited to 2 children only
- LEAVE TRAVEL CONCESSION: For self and family to and from any place in India or abroad, once in a year in accordance with the rules of the Company.
- CLUB FEES: Fee paid to Club, subject to a maximum of two clubs will be allowed, provided no admission or life membership fees shall be paid.
- PERSONAL ACCIDENT INSURANCE: Personal Accidental premium for self.
- WATCHMAN ETC: Free service of a sweeper, Gardener and a Watchman at the residence of the appointee.

However, aggregate monetary value of aforesaid perquisites in this part shall not exceed Rs. 15,00,000/- per annum.

PART – B

- Company's contribution towards Provident Fund subject to a ceiling of 12% of the Basic Salary as mentioned above.
- Company's contribution towards superannuation fund, if any, subject to a ceiling of 15% of the Gross Salary.
- Gratuity: Payable at a rate not exceeding one half month's salary for each completed year of service as per rules of the Company.
- Leave: On full pay and allowances as per rules of the Company, but not more than one month's leave for every eleven months of services. Leave not availed of shall be allowed to be carried forward and to be encashed at the end of the tenure.

PART – C

- Car : Free use of Company's car with driver for Company's business.
- Telephone : Free telephone facility at residence and cell phone.
- Entertainment Expenses: Reimbursement of entertainment expenses actually incurred.