



*Structuring dreams from Steel*

Bansal Roofing Products Limited

## **NOTICE**

Notice is hereby given that Eleventh Annual General Meeting of the members of the Company will be held on Friday, 30<sup>th</sup> August, 2019 at 11:00 A.M. at "Maple Room", Hotel Express Residency, 18/19, Alkapuri Society, Dr. Rustom Cama Marg, Vadodara - 390 007, Gujarat, India to transact the following business.

### **ORDINARY BUSINESS**

1. To consider and adopt the audited financial statements of the Company for the year ended 31<sup>st</sup> March, 2019 which includes the statement of Profit & Loss and Cash Flow statement for the year ended 31<sup>st</sup> March, 2019, the Balance Sheet as at that date, the Auditor's Report thereon, and the Board's Report.
2. To consider declaration of Dividend on Equity shares for the Financial Year ended 31<sup>st</sup> March, 2019.
3. To appoint the Director in place of Mr. Satishkumar Gupta (DIN 02140734), who retire by rotation and being eligible offers himself for Re-appointment.
4. To consider the re-appointment of the current auditor, M/S. Santlal Patel & Co. Chartered Accountants (Firm Reg. No.113888W) as the Statutory Auditors of the Company and to fix their remuneration and to pass the following resolution as an ordinary resolution:

**"RESOLVED THAT**, pursuant to the provisions of section 139 and all other applicable provisions of the Companies Act, 2013 read with rule 3(7) of the Companies (Audit & Auditors) rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), the Company hereby reappoints M/s. Santlal Patel & Co. Chartered Accountants (Firm Reg. No.113888W), as the Statutory Auditors of the Company for a second term of 5 (five) consecutive years to hold office from the conclusion of this meeting until the conclusion of sixteenth Annual General Meeting of the Company, subject to the consent of members of the Company and subject to the such remuneration as may be decided by the Board of Directors in consultation with the statutory auditors of the Company."

### **SPECIAL BUSINESS**

5. **To approve increase in remuneration of Mrs. Sangeeta K. Gupta, Whole-Time Director of the Company:**

To increase the remuneration of Mrs. Sangeeta K Gupta, Whole-Time Director of the Company and In is regard, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT**, Pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013(the act) read with schedule V of the act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 , including any statutory modification(s) or re-enactment thereof for the time being in force and the applicable provisions contained in the Securities and Exchange Board of India ( Listing Obligations and Disclosures Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded for increase in remuneration payable to Mrs. Sangeeta K Gupta, Whole-Time Director of the Company from 1<sup>st</sup> September, 2019 till the remaining period of his present term of



appointment i.e. up to 8<sup>th</sup> January, 2022, Rs. 25000 p.m. subject to maximum of Rs. 50000 p.m. including all the allowances, perquisites and commission. The other terms and conditions of his appointment remaining the same and with the liberty to the board of directors to alter, vary and modify the terms and conditions of the said appointment and or remuneration, in such manner as may be agreed to between the Board of Directors and Mrs. Sangeeta K Gupta within and in accordance with the Act or such other applicable provisions or any amendment thereto.

**RESOLVED FURTHER THAT**, in the event of loss or inadequacy of profits in any financial year, Mrs. Sangeeta K Gupta shall be entitled to receive remuneration including perquisites, etc. up to the limit as approved by the members here in above, as minimum remuneration.

**RESOLVED FURTHER THAT**, the board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

**RESOLVED FURTHER THAT**, in the event of any statutory amendments, modifications or relaxation by the central government to schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration within such prescribed limit or ceiling and terms and conditions of the said appointment as agreed to between the Board and Mrs. Sangeeta K Gupta be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.

By order of the Board of Directors  
For, **Bansal Roofing Products Limited**

**Archi Shah**  
Company Secretary  
(Mem. No.: A48373)

**Registered Office:**

3/2, Labdhi Industrial Estate,  
Acid Mill Compound,  
Ranmukteshwar Road, Pratapnagar  
Vadodara-390004

**Date:** 24.07.2019

**Place:** Vadodara



**NOTES:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. The instrument appointing a proxy should be deposited at the registered office of the Company not less than 48 hours before the commencement of meeting.

A person can act as a proxy for not more than 50 members and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. However, a single person may act as a proxy for a member holding more than 10% of the total share capital of the company carrying voting rights provided that such person shall not act as a proxy for any other person.

2. The Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. Corporate members intending to send their authorized representative to attend the meeting pursuant to section 113 of Companies Act, 2013 are requested to send to the company, a duly certified true copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and to vote on their behalf at the meeting.
4. Pursuant to SEBI (LODR) Regulations, 2015, details of directors seeking appointment/reappointment at the Meeting are given in detail, is annexed hereto.
5. Members are requested to bring their attendance slips duly completed and signed mentioning there in details of their DP ID and Client ID/ Folio No.
6. The relevant documents referred to in this notice requiring approval by the members at the meeting shall be available for inspection by the members at the meeting shall be available for inspection by the members at the registered office of the Company on all working days, except Saturday & Sunday, during business hours, up to the date of AGM.
7. The register of members and share transfer books of company will remain closed from 21<sup>st</sup> August, 2019 to 30<sup>th</sup> August, 2019 (both days inclusive) for the purpose of Eleventh Annual General Meeting or any Enforcement thereof.
8. The Dividend as recommended by the Board of Directors, if approved at the meeting, will be paid within statutory limit of 30 days to all the beneficial owners in the respect of shares held in dematerialized form as per the data made available by the NSDL & CDSL as at the close of business hours on 20<sup>th</sup> August, 2019.
9. Members holding shares in Dematerialised mode are requested to intimate all the changes pertaining to their Bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, Nominates, Power of Attorney, change of address, contact number, etc,.. to their Depository Participants (DP) only, and not to the Companies Registrar & Share Transfer Agent.



Changes intimated to the Depository Participant will then be automatically reflected in the Companies records which will help the Company and its Registrar & Share Transfer Agent to provide efficient and better services to the members.

10. 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.
11. Members seeking any information with regard to the Annual Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
12. In terms of the provisions of section 124 and other applicable provisions of the Companies Act, 2013, the amount of Dividend not encashed or claimed within 7 years from the date of its transfer to the Unpaid Dividend Account, will be transferred to the Investor Education & Protection Fund (IEPF) established by Central Government. Members who have not yet encashed their Dividend pertaining to the Dividend for the F.Y. 2017-18 onwards, are requested to lodge their claims with the Company for the same.
13. The Notice of the AGM, Annual Report and Attendance Slip are being sent in electronic mode to the members whose email address are registered with the Company or Depository Participant(s), unless the members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those members who have not registered their email addresses with the Company or Depository Participant(s) through permitted mode. Members who have received Notice of AGM, Annual Report and Attendance Slip shall submit a duly filled in attendance slip at the registration Counter of the AGM. The route map showing directions to reach the venue of the meeting is provided in the Annual report.
14. To support 'Green Initiative', the members who have not yet registered their e-mail addresses are requested to register the same with the Company's Registrar & Share Transfer Agent/ their respective Depository Participants. Members whose e-mail ids are already registered may update the changes therein, if any. This may be treated as an advanced opportunity in terms of proviso to rule 18(3) (i) of the Companies (Management & Administration) Rules, 2014.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company.
16. In case any member who has received the notice electronically desires to have a physical copy of the same, he/she may write to the company or send an email to [cs@bansalroofing.com](mailto:cs@bansalroofing.com) in this regard. Members may kindly note that the notice of the meeting will also be available on the company's website [www.bansalroofing.com](http://www.bansalroofing.com) and can be downloaded, if required, by the member.
17. As per the notification issued by SEBI dated 2<sup>nd</sup> September, 2015 under SEBI (Listing Obligation And Disclosure Requirement Regulations), 2015, the compliance with the corporate governance



provisions shall not apply in respect of (a) listed entity having paid up equity share capital not exceeding ten crore and net worth not exceeding rupees twenty five crore as on the last day of previous year (b) the listed entity which has listed its specified securities on the SME Exchange.

18. As per Notification issued by Ministry of Corporate Affairs dated 19<sup>th</sup> of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and XC as per SEBI (ICDR) Regulation, 2009 will be exempted from E-Voting provisions. Your Company is covered under Chapter XB and listed on SME platform of BSE Limited. Therefore Company is not providing E-Voting facility to its shareholders.



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**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No.: 5**

**To approve increase in remuneration of Mrs. Sangeeta K. Gupta, Whole-Time Director of the Company:**

Mrs. Sangeeta K. Gupta, was re-appointed and designated as Whole Time Director of the Company at its General Meeting held on 18<sup>th</sup> August, 2017 for a period of 5 years. Further, considering the contribution of Mrs. Sangeeta K. Gupta and the progress made by the Company under his leadership and guidance and as per the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 24<sup>th</sup> July, 2019 approved revision in remuneration of Mrs. Sangeeta K. Gupta from Rs. 20000 to Rs. 25000 Subject to maximum of Rs. 50000 till the remaining period of his present term of appointment on terms & condition as enumerated in the resolution.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013 the revised remuneration of Mrs. Sangeeta K. Gupta as decided by Board is required to be approved by the members at their meeting due to inadequacy of profit.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding Financial year and in the current financial year.

Except Mrs. Sangeeta K. Gupta, none of the Directors, Promoters, Key Managerial Personnel and their relatives is considered to be concerned or interested financially or otherwise, in the resolution.

The details of Mrs. Sangeeta Gupta as required to be given pursuant to Listing regulations and Secretarial Standards are attached to the notice.

By order of the Board of Directors  
For, **Bansal Roofing Products Limited**

**Archi Shah**  
Company Secretary  
(Mem. No.: A48373)

**Registered Office:**

3/2, Labdhi Industrial Estate,  
Acid Mill Compound,  
Ranmukteshwar Road,  
Pratapnagar  
Vadodara-390004

**Date:** 24.07.2019

**Place:** Vadodara



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**ANNEXURE TO ITEM NO. 3 OF THE NOTICE**

**Details of Directors seeking appointment and re-appointment at the Eleventh Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.**

<b>Name of Director</b>	<b>Mr. Satishkumar S. Gupta (Item- 3)</b>
Date of Birth	30 <sup>th</sup> May, 1961
Nationality	Indian
Date of Appointment	1 <sup>st</sup> May, 2008
Qualification	Diploma in Mechanical Engineering
Expertise in specific functional area	Technical
Terms & conditions of Appointment/ Re-appointment	As per the resolution passed by shareholders at the Extra ordinary General Meeting held on 29 <sup>th</sup> July, 2013 Mr. Satishkumar S. Gupta appointed as Whole-Time executive Director retire by rotation and re-appointed by shareholders of the Company at the Annual General meeting held on 12 <sup>th</sup> September, 2016 for further term of 5 years
Remuneration/ Sitting fees drawn	NIL
Date of First appointment on Board	29 <sup>th</sup> July, 2013
List of Companies in which directorship is held	N.A.
Chairman/Member in the committees of the boards of other companies in which he is director	N.A.
Relation with Key Managerial Personnel and Directors	Brother of Mr. Kaushalkumar S. Gupta
Number of Meetings of the board attended during the year	Four
No. of shares held in the Company as on 31 <sup>st</sup> March, 2019	148000 Shares