

**Bansal Roofing Products Ltd**

Formerly Known as:
Bansal Roofing Products Pvt. Ltd
Bansal Roofing Pvt. Ltd
Regd. Office : 3/2, Labdhi Industrial Estate,
Acid Mill Compound, Ranmukteshwar Road,
Pratapnagar, Vadodara-390004, Gujarat - India
Ph: +91 265 2580178 Telefax : +91 265 2581365
CIN :- L25206GJ2008PLC053761
Email:- cs@bansalroofing.com
Website : www.bansalroofing.com

NOTICE

Notice is hereby given that Seventh Annual General Meeting of the Members of the Company will be held on Monday, the 28th day of September, 2015 at 4:00 P.M. at Plot No. 6, Raj Industrial Estate, Village Vadadala, Jarod Samlaya Road, Taluka Savli, Vadodara-391520, Gujarat, India to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015 the Statement of Profit and Loss Account for the financial period ended as on that date along with the Directors Report and Auditors Report thereon.
2. To appoint a Director in place of Mrs. Sangeeta K. Gupta (DIN 02140757), who retires by rotation and being eligible offers herself for re-appointment.
3. To re-appoint Statutory Auditors and authorize the Board of Directors to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139 & 142 of the Companies Act, 2013 and rules framed thereunder, M/s. Santlal Patel & Co., Chartered Accountants (Firm Regn. No. 113888W), be and are hereby appointed as the Statutory Auditors of the Company to hold office, from the conclusion of this Annual General Meeting to the conclusion of the next Annual General Meeting of the Company at a remuneration as may be decided by the Board with the mutual consent of the auditors.”

SPECIAL BUSINESS

4. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Company Secretary & Compliance Officer or Mr. Kaushalkumar S. Gupta, Managing Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, Ahmedabad (Gujarat).”

NOTES

- I. As there is a Special Business that is to be transacted at the Annual General Meeting, explanatory statement as per Section 102 of Companies Act, 2013 has been annexed.
- II. A Member entitled to attend and vote 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 of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc must be supported by an appropriate resolution/authority, as applicable.
- III. The Register of Members and Transfer Books of the Company will remain closed from 15th September to 17th September, 2015 (Both days Inclusive) for the purpose of the Seventh Annual General Meeting or any adjournment thereof.
- IV. For the convenience of Members and for proper conduct of the meeting, venue of the meeting will be regulated by attendance slip, which is enclosed with the Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
- V. The information required pursuant to Clause 52 of the SME Equity listing agreement about directors proposed to be reappointed/appointed is given as an Annexure to this notice.
- VI. As per Clause 50 (f) of Listing Agreement with SME, Company has designated email id of the grievance redressal division/compliance officer exclusively for the purpose of registering complaints by investors. Investors are requested to send their communication on designated email id : cs@bansalroofing.com
- VII. Members desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
- VIII. Members holding shares in physical mode are requested to notify any change in their address to the Registrar and Transfer Agents M/s. Sharex Dynamic (India) Private Limited having its office at Unit-1, Luthra Industrial Premises, 1st Floor, 44-E, M Vasanti Marg, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai-400072. Members holding shares in electronic form are requested to intimate the same to their respective Depository Participants.
- IX. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from E-Voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on SME platform of BSE Limited. Therefore Company is not providing E-Voting facility to its shareholders.
- X. Copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
- XI. The Ministry of Corporate Affairs has taken a Green Initiative in Corporate Governance by issuing circulars allowing paperless compliances by companies through electronic mode. Further, in line with recent circular issued by the Securities Exchange Board of India (SEBI) and consequent changes in the listing agreement, Companies can send Annual Report in electronic mode to Members who have registered their e-mail address for the purpose. The Members holding shares in electronic form are requested to register their e-mail address with their Depository Participant

only. The Members of the Company who have registered their e-mail address, are entitled to receive such communication in physical form, upon request.

XII. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all working days up to the date of the Annual General Meeting.

XIII. Members are requested to bring with them the attendance slip and hand it over at the entry gate.

Information on Directors Appointment/Re-appointment:

As per the requirement of Clause 52 of the SME Equity Listing Agreement particulars of Directors proposed to be re-appointed /appointed are given below:

Name of Director	Mrs. Sangeeta K. Gupta
Date of Birth	6 th August, 1972
Date of Appointment	9 th January, 2014
Qualification	Master of Arts
Expertise in specific functional area	H.R.
List of Companies in which directorship is held	N.A.
Chairman/Member of the committee of other companies	N.A.
Relation with Key Managerial Personnel and Directors	Wife of Mr. Kaushalkumar S. Gupta
Justification for appointment	Excellent knowledge in H.R.
Chairman/member of the Committee of the Board of Directors of this Company	Neither a chairman nor member in any committee of the board of directors of this company
No. of shares held	3,64,000

None of other directors are concerned or interested in these resolutions except the appointee. The Board of Directors recommend the proposed resolution for acceptance by member.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("The Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM No. 4

The Articles of Association (AOA) of the Company as presently in force were replaced on First of November, 2013 vide special resolution, whereby it contained provisions of Companies Act, 1956 and Companies Act, 2013 to the extent applicable at that time. Some regulations in the existing AOA are no longer in conformity with the Act.

The Act is now largely in force. With the coming into force of the Act several regulations of the existing AOA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AOA by a new set of Articles.

None of the Director/Key Management Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval of the shareholders.

Registered Office:
3/2, Labdhi Ind. Estate,
Acid Mill Compound,
Ranmukteshwar Road,
Pratapnagar,
Vadodara-390004

Date: 20/08/2015
Place: Vadodara

By Order of the Board

Sd/-
Harneetkaur S. Anand
Company Secretary & Compliance Officer