



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 Sixth Annual General Meeting of the Members of the Company will be held on Friday, the 26th day of September, 2014 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, 2014 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 Mr. Satishkumar S. Gupta, Whole Time Director holding DIN 02140734 liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself 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 Section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made hereunder 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 the office from the conclusion of this Annual General Meeting till the conclusion of Eleventh Annual General Meeting, subject to their reappointment at every AGM at such remuneration as may be determined by the Managing Director of the Company.”

NOTES

- I. There being no Special Business that has to be transacted at the Annual General Meeting no 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 8th September to 10th September, 2014 (Both days Inclusive) for the purpose of the Sixth Annual General Meeting or any adjournment thereof.
- IV. For the members 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. 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.
- X. 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.
- XI. 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.
- XII. 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	Mr. Satishkumar S. Gupta
Date of Birth	30 th May, 1961
Date of Appointment	1 st May, 2008
Qualification	Diploma in Mechanical Engineering
Expertise in specific functional area	Finance
List of Companies in which directorship is held as on	N.A.
Chairman/Member of the committee of other companies	Member in Audit Committee

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.

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

Date: 27/08/2014
Place: Vadodara

By Order of the Board

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

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 16th September, 2014 at 09:00 A.M. and ends on 17th September, 2014 at 06:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd August, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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 and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.• In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none">• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

	the number of shares held by you as on the cut off date in the Dividend Bank details field.
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach 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 Bansal Roofing Products 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 same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xix) 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.