

**NOTICE**

Notice is hereby given that Ninth Annual General Meeting of the members of the Company will be held on Friday, 18<sup>th</sup> August, 2017 at 11:30 A.M. at 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 March 31, 2017, which includes the Statement of Profit & Loss and Cash Flow Statement for the year ended March 31, 2017, the Balance Sheet as at that date, the Auditors' Report thereon, and the Boards' Report.
2. To appoint a Director in place of Mr. Satishkumar S. Gupta (DIN 02140734), who retire by rotation and being eligible offers himself for Re-appointment.
3. To ratify the appointment of Statutory Auditors and authorize the Board of Directors to fix the Remuneration and in this regard to consider and if thought fit pass with or without the modification (s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT**, pursuant to the provisions of section 139 & 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules and such other applicable provisions, the appointment of M/S Santlal Patal & Co., Chartered Accountants (Firm Reg. No.113888W) as Statutory Auditors of the Company at the Annual General Meeting held on 26<sup>th</sup> September, 2014, from the conclusion of said AGM until the conclusion of Eleventh AGM to be held in the year 2019 be and is here by ratified for Financial Year 2017-18 of the company to examine and audit the accounts of the company at a remuneration and reimbursement out of pocket expenses as may be decided by board with the mutual consent of the auditors of the Company."

**SPECIAL BUSINESS**

4. To re-appoint Mrs. Sangeeta K. Gupta (DIN 02140757), as Whole Time Director of the Company in this regard to consider and if thought fit, to pass, with or without modification(s), the following as **Ordinary Resolution**:

**"RESOLVED THAT**, pursuant to the recommendation of Nomination And Remuneration Committee and approval of Board, subject to the provisions of the sections 196, 197, 203 and other applicable provisions read with Schedule V of Companies Act, 2013 and rules made there under (including any statutory modification and re-enactment thereof), the consent of the Members of the Company be and is here by accorded for the re-appointment of Mrs. Sangeeta K. Gupta, as Whole Time Director of the Company with effect from January, 9<sup>th</sup>, 2017 to January, 8<sup>th</sup>, 2022 for a tenure of five years upon the terms and conditions which is here by approved and sanctioned with authority to Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between board of directors and Mrs. Sangeeta K. Gupta.

**RESOLVED FURTHER THAT**, the remuneration payable to Mrs. Sangeeta K. Gupta, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of Companies Act, 2013 or such other limit as may be prescribed from time to time.

**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 authorized, 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-forms with the Registrar of Companies, Ahmedabad (Gujarat).”

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

**By order of the Board**

**Krupali J. Joshi**  
**Company Secretary & Compliance Officer**

**Date: 10.07.2017**

**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 of Companies Act, 2013, relating to the Special Business enumerated under item No. 4 of the accompanying notice 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 register of members and share transfer books of company will remain closed from August 12<sup>th</sup>, 2017 to 18<sup>th</sup> August 2017 (both days inclusive) for the purpose of Ninth Annual General Meeting or any Enforcement thereof.
7. 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.
8. 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). 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.

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 Registrar & Share Transfer Agent for the Shares held in physical form having its office at Unit-1, Luthra Industrial Premises, 1<sup>st</sup> Floor, 44-E, M Vasanti Marg, Andhari Krula Road, Safed Pool, Andheri (East), Mumbai-400072.
  - ii. Your respective Depository Participants for the Shares held in dematerialized form.
9. 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.
10. Members holding shares in physical form are requested to notify the Company of any change in their addresses so as to enable the Company to address future communication to their correct addresses. Members holding shares in demat form are requested to notify their respective Depository Participant of any change in their addresses.
11. Members are requested to bring their copies of the Annual Report to the Meeting and Members desiring any information as regards the Accounts are requested to write to the Company Secretary at an early date so as to enable the Management to reply at the Meeting.
12. 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.
13. Electronic copy of the Annual Report for Financial Year 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
14. Members may also note that the Notice of the 9<sup>th</sup> Annual General Meeting and the Annual Report for the F.Y. 2016-17 will also be available on the Company's website [www.bansalroofing.com](http://www.bansalroofing.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office, Vadodara for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: [cs@bansalroofing.com](mailto:cs@bansalroofing.com).
15. 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.

16. 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.

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

The following statement sets out all material facts relating to the special business mentioned in the accompanying notice:

**ITEM: 4**

The Board of Directors at its meeting held on 7<sup>th</sup> November, 2016 re-appointed Mrs. Sangeeta K. Gupta as a Whole Time Director designated as Executive Director of the Company subject to the consent of members at 9<sup>th</sup> Annual General Meeting for a tenure of 5 years from 9<sup>th</sup> January, 2017 to 8<sup>th</sup> January, 2022 upon the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between board of directors and Mrs. Sangeeta K. Gupta and upon the such remuneration as may be decided by board subject to the overall ceiling of the total managerial remuneration as provided under section 197 of Companies Act, 2013 or such other limit as may be prescribed form time to time.

Except the above, none of the directors/Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested, financially or otherwise, in the aforementioned resolution.

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

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

**By order of the Board**

**sd/-**  
**Krupali J. Joshi**  
**Company Secretary & Compliance Officer**

**Date: 10.07.2017**

**Place: Vadodara**

**ANNEXURE TO ITEM NO. 2 and 4 OF THE NOTICE**

**Details of Directors seeking appointment and re-appointment at the 9<sup>th</sup> 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- 2)</b>	<b>Mrs. Sangeeta K. Gupta (Item- 4)</b>
Date of Birth	30 <sup>th</sup> May, 1961	6 <sup>th</sup> August, 1972
Nationality	Indian	Indian
Date of Appointment	1 <sup>st</sup> May, 2008	9 <sup>th</sup> January, 2014
Qualification	Diploma in Mechanical Engineering	Master of Arts
Expertise in specific functional area	Technical	H.R & Administration
List of Companies in which directorship is held	N.A.	N.A.
Chairman/Member in the committees of the boards of other companies in which he is director	N.A.	N.A.
Relation with Key Managerial Personnel and Directors	Brother of Mr. Kaushalkumar Gupta	Spouse of Mr. Kaushalkumar S. Gupta
Justification for appointment	Expertise in technical know-how and strategy making.	Excellent knowledge in H.R & administration
No. of shares held in the Company	1,48,000	3,68,000