



Structuring dreams from Steel

Bansal Roofing Products Limited

NOTICE

Notice is hereby given that Tenth Annual General Meeting of the members of the Company will be held on Tuesday, 21st August, 2018 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 BUSINESSES

1. To consider and adopt the audited financial statements of the Company for the ended 31st March, 2018 which includes the statement of Profit & Loss and Cash Flow statement for the year ended 31st March, 2018, the Balance Sheet as at that date, the Auditor's Report thereon, and the Board's Report.

2. To declare a dividend on Equity Shares for the Financial Year ended 31st March, 2018 and in this regard pass the following resolution as **Ordinary Resolution**:

"RESLOVED THAT, a Dividend at the rate of Rs. 0.50 Paise per equity share of Rs. 10 each fully paid-up of the Company be and is here by declared for the financial year ended 31st March, 2018 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March, 2018.

3. To appoint the Director in place of Mrs. Sangeeta Gupta (DIN 02140757), who retire by rotation and being eligible offers himself for Re-appointment.

SPECIAL BUSINESS

4. To increase the remuneration of Mr. Kaushalkumar S. Gupta, Managing Director of the Company and In is regard, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, Pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013(the act) read with schedule V of the act, including any statutory modification(s) or re-enactment thereof and subject to the approval of the Central Government, as may be required, and such other permissions, sanction(s) as may be required, the consent of the members of the Company be and is here by accorded for increase in the maximum remuneration payable to Mr. Kaushalkumar S. Gupta, Managing Director of the Company w.e.f. 1st July, 2018 for the remaining period of his present term of appointment up to 31st July, 2021, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period shall not exceed up to Rs.5,00,000 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 Mr. Kaushalkumar Gupta within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, as may be prescribed by the Central Government and agreed to between the Board of Directors and as may be acceptable to Mr. Kaushalkumar Gupta.



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RESOLVED FURTHER THAT, in the event of loss or inadequacy of profits in any financial year, Mr. Kaushalkumar 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 Mr. Kaushalkumar Gupta be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.

5. To re-appoint Ms. Bhavita Gurjar as an Independent Director of the Company and in this regard, pass the following resolution as **Special Resolution**.

“RESOLVED THAT, Pursuant to the provisions of sections 149 and 152 read with schedule IV and other applicable provisions, if any of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 (including any statutory modification and re-enactment(s) thereof, for the time being in force), Ms. Bhavita Gurjar (DIN: 06720448), who has appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in the respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on Board of the Company.”

6. To re-appoint Mrs. Been Bisht as an Independent Director of the Company and in this regard, pass the following resolution as **Special Resolution**.

“RESOLVED THAT, Pursuant to the provisions of sections 149 and 152 read with schedule IV and other applicable provisions, if any of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 (including any statutory modification and re-enactment(s) thereof, for the time being in force), Mrs. Been Bisht (DIN: 06696882), who has appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in the respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on Board of the Company.”



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7. To re-appoint Mrs. Shipla Jadeja as an Independent Director of the Company and in this regard, pass the following resolution as **Special Resolution**.

“RESOLVED THAT, Pursuant to the provisions of sections 149 and 152 read with schedule IV and other applicable provisions, if any of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 (including any statutory modification and re-enactment(s) thereof, for the time being in force), Mrs. Shipla Jadeja (DIN: [06696913](#)), who has appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in the respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on Board of the Company.”

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

Date: 14.07.2018
Place: Vadodara

By order of the Board

Archi Shah
Company Secretary & Compliance Officer



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Bansal Roofing Products Limited

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 register of members and share transfer books of company will remain closed from August 10th, 2018 to 21st August 2018 (both days inclusive) for the purpose of Tenth 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, 1st 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 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 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 2017-18 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 10th Annual General Meeting and the Annual Report for the F.Y. 2017-18 will also be available on the Company's website 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.
15. As per the notification issued by SEBI dated 2nd 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 19th 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.
17. The payment of final dividend, if any, upon declaration by the members at the forthcoming Annual General meeting, will be made within a period of 30 days of declaration, to all those beneficial owners holding share in electronic form as per the beneficial ownership data as may be available to the Company by NSDL & CDSL as on Record Date of 09th August, 2018.



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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 No: 5, 6,7

Ms. Bhavita Gurjar (DIN: 06720448), Mrs. Been Bisht (DIN: 06696882) and Mrs. Shipla Jadeja (DIN: 06696913) were appointed as Independent Directors on the board of the company pursuant to the provisions of section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014. They hold office as Independent Directors of the Company up to 19TH January, 2019.

The nomination & Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation of Independent Directors, has recommended re-appointment of Ms. Bhavita Gurjar, Mrs. Been Bisht and Mrs. Shipla Jadeja as Independent Directors for a second term of 5 (Five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, continued association of Ms. Bhavita Gurjar, Mrs. Been Bisht and Mrs. Shipla Jadeja would be beneficial to the company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Ms. Bhavita Gurjar, Mrs. Been Bisht and Mrs. Shipla Jadeja as independent Directors of the Company, not liable to retire by rotation and hold office for a second term of 5(five) Consecutive years on the Board of the Company.

Section 149 of the Act and provisions of the Securities and Exchange Board of India (Listing obligation and Disclosure Requirements) Regulations, 2015 inter alia prescribe that an Independent director of a Company shall meet the criteria of Independence as provided in section 149(6) of the Act.

Section 149 (10) of the Act provides that an independent Director shall hold office for a term of up to 5 (five) consecutive years on the Board of the Company and shall be eligible for re-appointment on passing of Special Resolution by the Company and disclosure of such appointment in Board's Report. Section 149 (11) provides that an Independent director may hold the office up to two consecutive terms.

In compliance with the provisions of sections 149, 152 and 160 read with schedule IV to the Act, the member's approval by way of special resolution set out at item no. 5, 6 and 7 is being sought for the re-appointment of independent Director of the Company.



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The terms and conditions of her re-appointment shall be open for inspection the registered office of the Company on all working days except Sundays and public holidays between 10.00 a.m. to 5.00 p.m. up to the date of the Annual General Meeting. A justification for re-appointment including performance evaluation and other details as prescribed under secretarial standards on General meetings annexed to the notice by way of Annexure.

Except, Ms. Bhavita Gurjar, Mrs. Been Bisht and Mrs. Shipla Jadeja and the relative of the Directors or Key managerial personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise in the said resolution.

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

By order of the Board

sd/-
Archi Nitin Shah
Company Secretary & Compliance Officer

Date: 14.07.2018

Place: Vadodara



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ANNEXURE TO THE ITEM NO. 3, 5, 6 and 7 OF THE NOTICE

Details of Directors seeking appointment and re-appointment at the 10th Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

Name of Director	Mrs. Sangeeta K. Gupta (Item- 3)	Ms. Bhavita Gurjar (Item- 5)
Date of Birth	6 th August, 1972	5 th February, 1985
Nationality	Indian	Indian
Date of Appointment	9 th January, 2014	20 th January, 2014
Qualification	Master of Arts	Bachelor of Commerce
Expertise in specific functional area	H.R & Administration	Consultancy Professional
Terms & conditions of Appointment/ Re-appointment	As per the resolution passed by shareholders at the Extra ordinary General Meeting held on 20.01.2014 Mrs. Sangeeta K. Gupta appointed as Whole Time executive Director retire by rotation w.e.f. 09.01.2014 and re-appointed by shareholders of the Company at the Annual General meeting held on 18 th August, 2017 for further term of 5 years	As per the resolution passed by shareholders at the Extra ordinary General Meeting held on 20.01.2014 Ms. Bhavita Gurjar appointed as Non- executive Independent Director w.e.f. 20.01.2014 for consecutive term of 5 years and re-appointment will be made as per Item No.5 of the Notice of AGM which will going to be held on 21 st August, 2018 read with explanatory statement
Remuneration/ Sitting fees drawn	2,40,000 p.a.	1000 per meeting (As per existing terms)
Date of First appointment on Board	09 th January, 2014	20 th January, 2014
List of Companies in which directorship is held	N.A.	N.A.
Chairman/Member in the committees of the boards of	N.A.	N.A.



other companies in which he is director		
Relation with Key Managerial Personnel and Directors	Spouse of Mr. Kaushalkumar S. Gupta	Not related to KMP and Directors
Number of Meetings of the board attended during the year	7	7
No. of shares held in the Company as on 31 st March, 2018	552000	00

Name of Director	Mrs. Beena Bisht (Item No: 6)	Mrs. Shilpa Jadeja (Item No: 7)
Date of Birth	04 th March, 1976	26 th February, 1971
Nationality	Indian	Indian
Date of Appointment	20 th January, 2014	20 th January, 2014
Qualification	Bachelor of Arts	Master of Science
Expertise in specific functional area	Executive to Managing Director with flow measurement & control equipment company	House Wife
Terms & conditions of Appointment/ Re-appointment	As per the resolution passed by shareholders at the Extra ordinary General Meeting held on 20.01.2014 Ms. Bhavita Gurjar appointed as Non- executive Independent Director w.e.f. 20.01.2014 for consecutive term of 5 years and re-appointment will be made as per Item No.5 of the Notice of AGM which will going to be held on 21 st	As per the resolution passed by shareholders at the Extra ordinary General Meeting held on 20.01.2014 Ms. Bhavita Gurjar appointed as Non- executive Independent Director w.e.f. 20.01.2014 for consecutive term of 5 years and re-appointment will be made as per Item No.5 of the Notice of AGM which will going to be held on 21 st



	August, 2018 read with explanatory statement	August, 2018 read with explanatory statement
Remuneration/ Sitting fees drawn	1000 per meeting (As per existing terms)	1000 per meeting (As per existing terms)
Date of First appointment on Board	20 th January, 2014	20 th January, 2014
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	Not related to KMP and Directors	Not related to KMP and Directors
Number of Meetings of the board attended during the year	7	7
No. of shares held in the Company as on 31 st March, 2018	00	00

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

Date: 14.07.2018
Place: Vadodara

By order of the Board of Director

Archi Shah
Company Secretary & Compliance Officer