



Bansal Roofing Products Ltd.

NSIC-CRISIL Rated Company, An ISO 9001-2015 Company

Registered Office : (Unit II) 274/2, Samlaya-sherpura Road, Village : Pratapnagar, Taluka: Savli. District : Vadodara-391520, Gujarat-India.
(L) : +91 99250 60542 (M) : +91 85111 48598 Email : cs@bansalroofing.com
CIN No. L25206GJ2008PLC053761, Website : www.bansalroofing.com

ADDENDUM TO THE NOTICE OF 17th ANNUAL GENERAL MEETING OF BANSAL ROOFING PRODUCTS LIMITED.

Addendum to the Notice of the Seventeenth (17th) Annual General Meeting (AGM) of Bansal Roofing Products Limited scheduled to be held on Wednesday, September 10, 2025 at 02:00 PM (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 204 of the Companies Act, 2013 and other applicable provisions of the SEBI (LODR) Regulations, 2015 and Companies Act, 2013, notice is hereby given to the members of Bansal Roofing Products Limited regarding appointment of Secretarial Auditor of the Company for Financial Year 2025-26.

Accordingly, after requisite statutory compliances, this addendum is being circulated electronically to the members and it shall be form an integral part of the original Notice dated August 04, 2025 of 17th AGM of the Company and the notes provided therein, for all purposes.

SPECIAL BUSINESS:

Item no. 9: Appointment of Secretarial Auditor for F.Y. 2025-26

To consider and, if thought fit, to pass with or without modification, the following Resolution as **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of Devesh Desai, Company Secretary (Membership No. ACS 11332) as the Secretarial Auditor of the Company for a period of five (5) years, commencing on April 01, 2025 until March 31, 2030, to conduct a Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out-of-pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to give effect to this Resolution.

**By the Order of Board of Directors
For Bansal Roofing Products Limited**

Sd/-

Ritu Kailash Bansal

Company Secretary & Compliance Officer

Date: August 22, 2025 Place: Vadodara

Factory : (Unit-I) Plot No.6, Raj Industrial Estate, Jarod-Samlaya Road, Village: Vadadala (Devpura), Taluka : Savli,
Dist. Vadodara, Gujarat, India. Pin 391 520. Ph. : 63523 82760

Marketing Office : 1, Bansal House, Kapurai Chokdi, Near Highway (Over Bridge), Dabhoi Road,
Vadodara-390004. Gujarat, India. Ph. : 72260 00587



NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of the above Special Business to be transacted at the AGM is annexed hereto.
2. All the processes, notes and instructions relating to remote e-voting and e-voting during the AGM as set out in the Notice of 17th AGM of the Company shall *mutatis-mutandis* apply to the Resolution proposed in this Addendum to the Notice.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.

THE FOLLOWING STATEMENT SETS OUT ALL MATERIAL FACTS RELATING TO THE SPECIAL BUSINESS SET OUT IN THE NOTICE.

Explanatory Statement

Item No.: 9: Appointment of Secretarial Auditor

This explanatory statement is provided in accordance with Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practising Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the SEBI Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholder approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved the appointment of Devesh R Desai, Company Secretary, as the Secretarial Auditor of the Company for a period of five years, commencing from April 01, 2025 until March 31, 2030. The appointment is subject to shareholders' approval at the Annual General Meeting.

While recommending Devesh Desai for appointment, the Board and the Audit Committee evaluated various factors. He was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

Devesh Desai is a peer reviewed practising company secretary. Devesh R. Desai, Company Secretaries, is a Gujarat based practicing company secretaries with a vision of rendering expert, timely and high standard professional services to corporate, banks and other statutory bodies in the areas of corporate laws and is catering to various prestigious business houses. Devesh R. Desai has immense knowledge and expertise in dealing matters relating to Company Law, Securities with Diligence, Secretarial Audit, listing and delisting of Securities.



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Structuring Dreams from Steel

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The terms and conditions of Mr. Devesh Desai's appointment include a tenure of five years, April 01, 2025 until March 31, 2030. The fixed remuneration for the Secretarial Audit for the year 2025 is set at Rs. 57000/- (Rupees Fifty Seven Thousand only), plus applicable taxes and other out-of-pocket costs incurred in connection with the audit. The proposed fees are determined based on the scope of work, industry experience, and the time and expertise required by Mr. Devesh Desai to conduct the audit effectively.

Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with Mr. Devesh Desai, and will be subject to approval by the Board of Directors and/or the Audit Committee. The remuneration for the subsequent years from 2026 to 2030 will also be approved by the Board and/ or the Audit Committee.

BNP has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, the consent of the shareholders is sought for the appointment of Mr. Devesh Desai as the Secretarial Auditors of the Company.

The Board of Directors recommends the resolution for approval by the Members, as set out at Item No. 9 of the Notice.

None of the Directors, Key Managerial Personnel (KMP), or their relatives have any financial or other interest in the proposed resolution.

By the Order of Board of Directors

For Bansal Roofing Products Limited

Sd/-

Ritu Kailash Bansal

Company Secretary & Compliance Officer

Date: August 22, 2025 Place: Vadodara

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