



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

Registered Office : (Unit II) 274/2, Samlaya-sheerpura 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

**Date: May 24, 2024**  
**BRPL/SEC/2024/13**

**To,**  
**BSE Limited,**  
**The Department of Corporate Services**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400 001

**Sub: Outcome of Board Meeting.**  
***Scrip Code - 538546***

Dear Sir/Madam,

Pursuant to Regulation 30 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Board of Directors of the Company, at its meeting held today i.e., Friday, May 24, 2024 has considered and transacted the following business:

1. On the recommendation of the Audit Committee, the Board has considered and approved the Audited Standalone Financial Results of the Company for the Quarter & Financial Year ended March 31, 2024 along with Auditor's Report issued by Statutory Auditors of the Company on the said results.

Pursuant to Regulation 30 and 33 of the SEBI (LODR) Regulations, 2015, we enclose the following:

- a. Audited Standalone Financial Results and Statements of the Company for the Quarter and Financial Year ended March 31, 2024 along with Auditors' Report by M/s. Santlal Patel & Co. (Firm Registration No. 113888W).
  - b. Declaration of Un – Modified opinion on Auditor's Report under Regulation 33(3)(d) of the SEBI (LODR) Regulations, 2015.
2. In compliance with Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find attached herewith the signed declaration received from Chief Financial Officer (CFO) of the Company enclosed as "Annexure I".





*Structuring Dreams from Steel*

**Bansal Roofing Products Ltd.**

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

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3. Redesignation of Mrs. Sangeeta K. Gupta (DIN: 02140757) from Whole Time Director to Non-Executive Director of the Company.

The details as required under Regulation 30 read with Schedule III of the Listing Regulations and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 is enclosed herewith as "**Annexure II**".

4. Appointment of M/s. Shivam Dave & Co. (Firm Registration No: 005880), Cost Accountants as Cost Auditors of the Company for the financial year 2024-25.

Details with respect to the above in terms of Regulation 30 read with Schedule III of the Listing Regulations and SEBI Circular CIR/CFD/CMD/4/2015 dated 9th September 2015 is also annexed herewith in "**Annexure III**".

5. In compliance with the Regulation 8(1) & (2) of SEBI (Prohibition of Insider Trading) Regulations, 2015, please find attached herewith the **Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information, approved by Board of Directors** and which is effective from May, 24, 2024 is enclosed as "**Annexure IV**".
6. Reconstitution of Stakeholders Relationship Committee.

Pursuant to Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements), Regulation, 2015, we hereby inform that the Board of Directors have approved and reconstituted the composition of Stakeholders Relationship Committee

As per section 178 of the Companies Act, 2013, read with Regulation 20 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Stakeholders Relationship Committee has been reconstituted by inducting Mrs. Sangeeta K Gupta (DIN: 02140757) as new member of the Stakeholders Relationship and Grievance Committee in place of Mr. Ravi Bhandari.



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



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Post reconstitution, the composition of the Stakeholders Relationship Committee is as follows:

SI	Name of Committee Members	Designation	Nature of Directorship
1.	Mrs. Enu Shah	Chairperson	Non-Executive Independent Director
2.	Mr. Kailash Gupta	Member	Whole Time Director
3.	Mrs. Sangeeta Gupta	Member	Non-Executive Director (after the re-designation)

The Board Meeting commenced at 12:00 P.M. and concluded at 01:00 P.M. Kindly take the above document on your record.

Thanking You,  
For, Bansal Roofing Products Limited

**Ritu Kailash Bansal**  
Company Secretary & Compliance Officer



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**INDEPENDENT AUDITOR'S REPORT**

To The Board of Directors of  
M/s. BANSAL ROOFING PRODUCTS LIMITED

**Report on the Audit of the Annual Financial Results****Opinion**

We have audited annual financial results of **BANSAL ROOFING PRODUCTS LIMITED** (the company) for the quarter & year ended on **31<sup>st</sup> March 2024** attached herewith, being submitted by the Company pursuant to the requirements of Regulation 33 of the **SEBI** (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) ('Listing Regulations').

In our opinion and to the best of our information and according to the explanations given to us, the Statement:

- (i) presents financial results in accordance with the requirements of Regulation 33 of the Listing Regulations, and
- (ii) give a true and fair view in conformity with the applicable Indian Accounting Standard ("Ind As") prescribed under section 133 of the Act read together with the Companies (Indian Accounting Standard) Rules, 2015 (Ind AS) and other accounting principles generally accepted in India, net profit after tax and other comprehensive income and other financial information for the quarter ended 31<sup>st</sup> March, 2024 as well as the year-to date results for the period from 1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2024.

**Basis for Opinion**

We conducted our audit of the financial statement in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Results section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial results under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial results.

**Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



## Management's Responsibility for the Financial Results

These quarterly financial results as well as the year-to-date financial results have been prepared on the basis of the interim financial statement. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial results that give a true and fair view of the financial position, financial performance, cash flows and other financial information of the company in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, and in compliance with Regulation 33 of the Listing Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial results that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial results, the Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

## Auditor's Responsibilities for the Audit of the Financial Results

Our objectives are to obtain reasonable assurance about whether the financial results as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs specified under section 143(10) of the Act, will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial results.

As part of an audit in accordance with the Standards on Auditing, specified under section 143(10) of the Act, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial results, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Board of Directors.



- Conclude on the appropriateness of the Board of Director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial results or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial Results, including the disclosures, and whether the financial Results represents the underlying transactions and events in a manner that achieves fair presentation.

- Obtain sufficient appropriate audit evidence regarding the financial information of the Company to express an opinion on the Statement.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### Other Matters

The Statement includes the financial results for the quarter ended 31 March 2024, being the balancing figures between the audited figures in respect of the full financial year and the published unaudited year-to-date figures up to the third quarter of the current financial year, which were subject to limited review by us. Our opinion on the Statement is not modified in respect of this matter.

The Statement includes figures for the corresponding quarter ended 31 March 2023 which are the balancing figures between the audited figures in respect of the full financial year and the unaudited year-to-date figures up to the third quarter of the previous financial year, which have been approved by the Company's Board of Directors, but have not been subjected to audit or review. Our opinion on the Statement is not modified in respect of this matter.

Place: Vadodara  
Date: 24/05/2024



For Santlal Patel & Co.  
Chartered Accountants  
Firm Regn.No.113888W

Jigisha J. Parmar  
Partner

M. No. 163712

UDIN: 24163712 BKFKL01305



## Bansal Roofing Products Ltd.

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### STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE QUARTER & YEAR ENDED ON 31ST MARCH, 2024

(Rs. in Lacs)

Sr. No.	Particulars	Financial Results for				
		Quarter Ended on			Year Ended	
		Quarter Ended 31.03.2024	Quarter Ended 31.12.2023	Quarter Ended 31.03.2023	Year Ended 31.03.2024	Year Ended 31.03.2023
		Audited	Unaudited	Audited	Audited	Audited
I	Revenue from operations	2,407.61	2,565.71	2,457.68	10,558.40	9,325.25
II	Other Income	1.53	6.39	6.93	20.42	17.31
III	<b>Total Income (I+II)</b>	<b>2,409.14</b>	<b>2,572.10</b>	<b>2,464.61</b>	<b>10,578.82</b>	<b>9,342.56</b>
IV	<b>Expenses</b>					
	(a) Cost of Materials consumed	1,526.66	1,546.64	2,013.19	7,958.71	7,557.66
	(b) Purchase of stock-in-trade	230.75	564.05	-	794.80	-
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	205.62	34.44	-18.93	94.81	117.60
	(d) Employee benefit expenses	78.32	84.22	67.81	317.50	251.39
	(e) Finance Costs	13.06	13.08	14.99	58.27	55.89
	(f) Depreciation and amortisation expense	32.07	34.31	26.17	127.91	94.04
	(g) Other expenses	211.48	188.98	174.83	747.14	707.84
	<b>Total Expenses (IV)</b>	<b>2,297.96</b>	<b>2,465.72</b>	<b>2,278.06</b>	<b>10,099.14</b>	<b>8,784.42</b>
V	<b>Profit / (Loss) from operations before exceptional items and tax (III-IV)</b>	<b>111.18</b>	<b>106.38</b>	<b>186.55</b>	<b>479.68</b>	<b>558.14</b>
VI	<b>Exceptional and extraordinary Items</b>	-	-	-	-	-
VII	<b>Profit / (Loss) before tax (V-VI)</b>	<b>111.18</b>	<b>106.38</b>	<b>186.55</b>	<b>479.68</b>	<b>558.14</b>
VIII	<b>Tax expense</b>					
	1. Current tax	27.94	23.10	40.18	104.34	115.18
	2. Deferred tax	4.54	5.84	7.87	20.94	25.75
	3. Income tax expense of previous years	-	-	-	-0.17	0.15
IX	<b>Profit/(loss) for the period</b>	<b>78.70</b>	<b>77.44</b>	<b>138.50</b>	<b>354.57</b>	<b>417.06</b>
X	<b>Other Comprehensive Income</b>					
	(a) item that will not be reclassified to profit or loss	-	-	-	-	-
	Re-measurement gain/(loss) on the defined benefit plans	0.88	-	-	0.88	-
	Less: Tax Effect on Remeasurement (gain)/loss	-0.22	-	-	-0.22	-
	<b>Total Other Comprehensive Income (net of Tax)</b>	<b>0.66</b>	<b>-</b>	<b>-</b>	<b>0.66</b>	<b>-</b>
XI	<b>Total Comprehensive Income for the Year (VIII + IX)</b> <b>(Comprising Profit and other Comprehensive Income for the Year)</b>	<b>79.36</b>	<b>77.44</b>	<b>138.50</b>	<b>355.23</b>	<b>417.06</b>
XII	<b>Paid-up Equity Share Capital (Face Value of Rs.10 Each)</b>	<b>1,318.32</b>	<b>1,318.32</b>	<b>1,318.32</b>	<b>1,318.32</b>	<b>1,318.32</b>
XIII	<b>Other Equity</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,442.18</b>	<b>1,086.95</b>
XIV	<b>Earning Per Share (Basic and Diluted) (Not Annualized)</b>					
	Basic	0.60	0.59	1.05	2.69	3.16
	Diluted	0.60	0.59	1.05	2.69	3.16

#### Notes:

- The above audited Financial Results for the quarter and year ended 31st March, 2024 have been duly reviewed by Statutory Auditors, recommended by the audit committee and approved by the Board of Directors of the Company at its meeting held on 24th May, 2024.
- This statement has been prepared in accordance with the Companies (Indian Accounting Standards) Rules, 2015 prescribed under section 133 of Companies Act, 2013 and other recognised accounting practices and policies to the extent applicable.
- The statement includes the results for the quarter ended 31st March, 2024 being the balancing figures between the audited figures in respect of full financial year ended 31st March 2024 and the published financial unaudited year-to-date figures upto the end of the third quarter of the current financial year, which were subject to a limited review.
- The company operates in a single business segment hence does not have any reportable segments as per Indian Accounting Standards (IND AS 108) - 'operating Segments'.

Place: Vadodara  
Date: 24th May, 2024

For, Bansal Roofing Products Limited

Mr. Kaushal Kumar S. Gupta  
Chairman & Managing Director  
DIN: 02140767





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### STATEMENT OF ASSETS AND LIABILITIES AS AT 31ST MARCH 2024

(Rs. in Lacs)

Particulars	As at 31st March, 2024	As at 31st March, 2023
	Audited	Audited
<b>1. ASSETS</b>		
<b>(1) Non-Current Assets</b>		
(a) Property Plant & Equipment	2,508.06	2,473.63
(b) Capital work-in-progress	432.11	40.36
(c) Financial Asset		
(i) Other financial assets	37.65	14.12
(d) Other non-current assets	1.68	1.18
<b>Total Non-Current Assets</b>	<b>2,979.50</b>	<b>2,529.29</b>
<b>(2) Current Assets</b>		
(a) Inventories	593.78	774.59
(b) Financial Assets		
(i) Trade Receivables	236.63	249.87
(ii) Cash and Cash equivalents	6.88	80.33
(iii) Bank Balances other than (ii) above	45.31	-
(iv) Others	-	69.97
(c) Other current assets	121.01	4.62
<b>Total Current Assets</b>	<b>1,003.62</b>	<b>1,179.38</b>
<b>TOTAL ASSETS</b>	<b>3,983.12</b>	<b>3,708.67</b>
<b>2. EQUITY AND LIABILITIES</b>		
<b>EQUITY</b>		
(a) Share Capital	1,318.32	1,318.32
(b) Other Equity	1,442.18	1,086.95
<b>Total Equity</b>	<b>2,760.50</b>	<b>2,405.27</b>
<b>LIABILITIES</b>		
<b>(1) Non-Current Liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings	266.11	479.55
(b) Deferred Tax Liabilities (Net)	91.38	70.22
(c) Other Non Current Liabilities	-	2.69
<b>Total Non-Current Liabilities</b>	<b>357.49</b>	<b>552.46</b>
<b>(2) Current Liabilities</b>		
(a) Financial Liabilities		
(i) Borrowings	171.96	171.18
(ii) Trade Payables		
(A) Total outstanding dues of micro and small enterprises; &	62.69	107.02
(B) Total outstanding dues of creditors other than micro and small enterprises	250.88	128.97
(iii) Other Financial Liabilities	0.02	-
(b) Other current liabilities	371.07	339.50
(c) Provisions	8.51	4.27
<b>Total Liabilities</b>	<b>865.13</b>	<b>750.94</b>
<b>TOTAL EQUITY AND LIABILITIES</b>	<b>3,983.12</b>	<b>3,708.67</b>

Place: Vadodara  
Date: 24th May, 2024

For, Bansal Roofing Products Limited



Mr. Kaushalkumar S. Gupta  
Chairman & Managing Director  
DIN: 02140767





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**Bansal Roofing Products Ltd.**

STATEMENT OF AUDITED CASH FLOWS FOR THE YEAR ENDED 31st MARCH 2024

(Rs. in Lacs)

Sr. No.	Particulars	FOR THE YEAR ENDED	
		31st March, 2024	31st March, 2023
<b>A.</b>	<b>CASH FLOW FROM OPERATING ACTIVITIES</b>		
	Net Profit before tax	479.68	558.14
	<b>Adjustment for :</b>		
	Depreciation and Amortization	127.91	94.03
	Interest Income	-4.13	-2.10
	Changes in OCI	0.88	-
	Finance Cost	58.27	55.89
	<b>Operating profit before working capital changes</b>	<b>662.61</b>	<b>705.96</b>
	<b>Working capital adjustments:</b>		
	(Increase) / Decrease in Non-current Financial Assets	-23.53	-0.71
	(Increase) / Decrease in Other Non Current Assets	-0.50	0.28
	(Increase) / Decrease in Inventories	180.81	316.34
	(Increase) / Decrease in Trade Receivable	13.24	14.26
	(Increase) / Decrease in Other Financial Assets	69.97	40.68
	(Increase) / Decrease in Other Current Assets	-116.39	109.95
	Increase / (Decrease) in Other Non Current Liabilities	-2.69	2.54
	Increase / (Decrease) in Trade Payable	77.58	8.00
	Increase / (Decrease) in Other Current Financial Liabilities	0.02	0.00
	Increase / (Decrease) in Other Current Liabilities	31.57	-219.11
	Increase / (Decrease) in Provision	4.24	-1.24
	<b>Cash Generated from Operation</b>	<b>896.93</b>	<b>976.96</b>
	Net Income-tax paid	-104.17	-115.33
	<b>Net Cash Flow from Operating Activities</b>	<b>792.76</b>	<b>861.63</b>
<b>B.</b>	<b>CASH FLOW FROM INVESTING ACTIVITIES :</b>		
	Capital Expenditure on Property, Plant and Equipment, CWIP	-554.11	-672.09
	Purchase of Current Investments (Fixed Deposits against BG as Margin Money)	-45.31	0.00
	Interest Received from Investments	4.13	2.10
	<b>Net Cash Flow from/(used) in Investing Activities</b>	<b>-595.29</b>	<b>-669.99</b>
<b>C.</b>	<b>CASH FLOW FROM FINANCING ACTIVITIES :</b>		
	Repayment of Long Term Borrowings	-213.44	-7.17
	Proceeds from Short Term Borrowings	0.78	-77.26
	Finance Cost	-58.27	-55.89
	<b>Net Cash Flow from/(used) in Financing Activities</b>	<b>-270.93</b>	<b>-140.32</b>
	<b>Net Increase/(decrease) in Cash &amp; Cash Equivalents(A+B+C)</b>	<b>-73.46</b>	<b>51.32</b>
	Cash & Cash Equivalents at the beginning of the period	80.33	29.00
	Cash & Cash Equivalents at the end of the period	6.88	80.33

The above statement of Cash Flow has been prepared under the "Indirect Method" as set out in Indian Accounting Standard (IND AS -7) - Cash Flow Statement

Place: Vadodara  
Date: 24th May, 2024

For, Bansal Roofing Products Limited



Mr. Kaushalkumar S. Gupta  
Chairman & Managing Director  
DIN: 02140767





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**CEO/CFO CERTIFICATE**  
**Pursuant to Regulation 33(2)(a) of SEBI (Listing Obligations and**  
**Disclosures Requirements) Regulations, 2015**

To  
The Board of Directors  
**Bansal Roofing Products Limited**  
274/2 Samlaya Sherpura Road,  
Village: Pratapnagar, Taluka: Savli,  
Vadodara, Gujarat, India - 391520

I, the Undersigned, in my respective capacity as Chief Financial Officer of the company to the best of my knowledge and belief certify that:

The Financial Results for the Quarter and Year ended 31st March, 2024 do not contain any false or misleading statement or figures and do not omit any material fact which may make the statements or figures contained therein misleading.

**Chirag Rana**  
**Chief Financial Officer**  
**Bansal Roofing Products Limited**



**Place: Vadodara**  
**Date: May 24, 2024**



**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

**Annexure I**

**Date: May 24, 2024**

**To,**  
**BSE Limited,**  
**The Department of Corporate Services**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001

**Sub: Declaration with respect to Unmodified opinion on Audited Financial Results of the Company for the financial year ended March 31, 2024.**

In compliance with Regulation 33(3)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Chirag Rana, Chief Financial Officer (CFO) of Bansal Roofing Products Limited, confirm and declare that M/s. Santlal Patel & Co., Chartered Accountants, bearing Firm Registration No. 113888W, Statutory Auditors of the Company, has submitted an unmodified opinion/unqualified opinion on the Audited Financial Results for the financial year ended March 31, 2024.

We request you to kindly take the above information in your records.

**Thanking You,**  
**For, Bansal Roofing Products Limited**

**Chirag Rana**  
**Chief Financial Officer**





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**Annexure II**

**Re-Designation of Mrs. Sangeeta K. Gupta from her post of Whole Time Director to Non-Executive Director:**

SI	Details of events that need to be provided	Information of such events
1	Name of Director	Mrs. Sangeeta K. Gupta (DIN: 02140757)
2	Date of Birth	06/08/1972
3	Age	51 years
4	Reason for change viz. appointment, resignation, removal, death or otherwise	Change in Designation
5	Date of appointment / cessation (as applicable) & term of appointment	In the Board Meeting held on May 24, 2024, the Board approved the re-designation of Mrs. Sangeeta K. Gupta from Whole Time Director to Non- Executive Director of the company with effect from 01 <sup>st</sup> April, 2024.
6	Brief Profile	Mrs. Sangeeta K. Gupta, aged 51 years, is also one of the founder promoters of the Company. She holds a Bachelor's degree in Arts (English Entire) from The Maharaja Sayajirao University of Baroda. She is responsible for internal operations and staff support services of our Company. She was originally appointed as Director of the Company on incorporation and was appointed as Whole-time Director of our Company on January 09, 2014.
7	Disclosure of relationships between Directors inter se Manager and KMPs	Wife of Managing Director of Bansal Roofing Products Limited.
8	Information as required under Circular No. LIST/COMP/14/2018-19 and NSE/CML/2018/02 dated June 20, 2018 issued by the BSE and NSE, respectively	Not debarred from holding office of a director by virtue of any SEBI Order or any other such authority.



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**Annexure III**

**Appointment of M/s. Shivam Dave & Co. (Firm Registration No: 005880), Cost Accountants as Cost Auditors of the Company for the financial year 2024-25**

SI	Particulars	Details
1	Name of Cost Auditor	M/s. Shivam Dave & Co.
2	Reason for change viz., appointment, resignation, removal, death or otherwise	Appointment as Cost Auditors of the Company.
3	Date of Appointment	24 <sup>th</sup> May, 2024.
4	Brief Profile (In case of Appointment)	<p>Shivam Dave &amp; Co is a firm of Cost Accountants promoted by Shivam Dhananjay Dave. He is a practicing Cost Accountant having 11 years' experience, mainly in the field of Cost Accounting, Auditing &amp; Finance. He is a partner in Y S Thakar &amp; Co., leading firm Cost Accountants in Gujarat. We have more than 100 corporate clients and supported by a team of well qualified professionals.</p> <p>Field of Experience: Cost Audit, Product Costing, Profitability Analysis, Establishment of System, Generation and maintenance of MIS, Stock Valuation, Inventory Management, Fixed Asset Management, GST Audit, etc.</p>
5	Disclosure of relationship between Directors (In case of appointment of a director)	NA



**Annexure IV**  
**CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE**  
**SENSITIVE INFORMATION**

**[Regulation 8(1) and (2) of SEBI (Prohibition of Insider Trading) Regulations, 2015]**

**Background**

Regulation 8 of Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended (PIT Regulations), mandates every listed Company to formulate and publish Code of practices and Procedures for fair disclosure of unpublished Price Sensitive Information.

Accordingly, the Company adopts "Bansal Roofing Products Limited- Code of Practice and Procedures for Fair Disclosure of Unpublished Price Sensitive Information" (hereinafter referred as "Code").

**Objective**

The Code is required for the Company to ensure timely and adequate disclosure of unpublished price sensitive information ("UPSI") which would impact the price of the Company's securities and to maintain the uniformity, transparency, and fairness in dealing with all stakeholders and in ensuring adherence to applicable laws and regulations. Further, the Company endeavours to preserve the confidentiality of UPSI and to prevent misuse of such information.

**Effective Date**

This code shall be applicable from May 24, 2024.

**Definition**

- a. "**Board**" means the board of directors of the Company
- b. "**Company**" means Bansal Roofing Products Limited.
- c. "**Compliance Officer**" means the Company Secretary of the Company, or any other person so designated from time to time.
- d. "**Chief Investors Relations Officer / CIRO**" means the Chief Financial Officer of the Company, or any other person so designated by the Board, from time to time, who shall deal with the dissemination of information and disclosure of UPSI.
- e. "**Securities**" shall have the meaning assigned to it under the Securities Contracts (Regulation) Act, 1956 (42 of 1956) or any modification thereof and means the securities of the Company (specifically excluding units of a mutual fund).
- f. "**Unpublished Price Sensitive Information**" or "**UPSI**" means any information, relating to the Company or its Securities, directly or indirectly, that is not generally available which upon becoming generally available, is likely to materially affect the price of the Securities and ordinarily including but not restricted to, information relating to the following:
  - (i) financial results;
  - (ii) dividends;
  - (iii) change in capital structure;
  - (iv) mergers, de-mergers, acquisitions, delisting's, disposals and expansion of business and such other transactions;
  - (v) changes in key managerial personnel; and



(vi) any information which is likely to material affect the price of shares of the Company.

The Company will adhere to the following so as to ensure the fair disclosure of events and occurrences that could impact the price of its securities in the market.

### **Principles for Fair Disclosure**

- 1. Prompt public disclosure of UPSI that would impact price discovery no sooner than credible and concrete information comes into being in order to make such information generally available.**

Unpublished Price Sensitive Information shall be disclosed by the Company to the stock exchanges where the shares of the Company are listed ("Stock Exchanges"), forthwith upon credible and concrete UPSI coming into being. The said information shall also be promptly uploaded to the Company's official website [www.bansalroofing.com](http://www.bansalroofing.com) in order to be accessed by the investors and members of the Company and the public.

- 2. Uniform, continuous, and universal dissemination of UPSI information to avoid selective disclosure.**

The UPSI shall be disseminated uniformly, continuously, and universally to all stakeholders through the Stock Exchange and by posting the same on the official website of the Company i.e. [www.bansalroofing.com](http://www.bansalroofing.com). The Company shall use its best endeavours to avoid selective disclosure of UPSI. In case any UPSI gets disclosed selectively or inadvertently or otherwise, the Company shall promptly make generally available the above UPSI through dissemination of the same to the Stock Exchanges and by posting the same on the official website of the Company.

- 3. Authority for Dissemination of information and Disclosure of UPSI.**

As an overriding principle, no person in the organization should communicate externally any information about BRPL's prospects, performance and policies or disclose any unpublished information, whether price sensitive or not, without appropriate prior authorisation.

Depending upon the area of communication, there are certain persons in the Company who are authorised to speak with the various target groups based on their expertise, role and a deep understanding of the Company. Unless otherwise approved by the Chairman & Managing Director, only those people occupying the positions listed below are authorized to discuss Company matters with the news media, investment community, etc. in India and/or overseas ("Authorised Spokespersons"):

- (i) Chairman and Managing Director;
- (ii) Chief Financial Officer;
- (iii) Compliance Officer;

will be authorised to make statutory disclosures under the listing regulations and other applicable laws.

- 4. Prompt dissemination of UPSI that gets disclosed selectively, inadvertently, or otherwise to make such information generally available.**



If the information is accidentally disclosed without prior approval of the Chairman & Managing Director, the person responsible shall inform the Chairman & Managing Director immediately, even if the information is not considered price sensitive. In such event of inadvertent, selective disclosure of the price sensitive information, the Chairman & Managing Director shall take prompt action to ensure that such information is generally made available.

**5. Appropriate and fair response to queries on news reports and requests for verification of market rumours by regulatory authorities.**

The Compliance Officer shall provide a prompt, fair and appropriate response to any queries or requests for verification of market rumours by the regulatory authorities including the Stock Exchange. Such response shall be sent to all Stock Exchanges, even if a query has been received from only one of the Stock Exchanges. The Compliance officer shall be responsible for deciding whether a public announcement is necessary for verifying or denying rumours and then making the disclosure.

**6. Ensuring that information shared with analysts, research personnel and investor groups is not UPSI.**

**(i) Only public information to be provided:** The Company shall provide only public information to analysts/research persons/investor groups/large investors like institutions. Alternatively, the information given shall be simultaneously made public.

**(ii) Simultaneous release of information:** When the Company organizes meetings with analysts/research persons/investor groups/large investors like institutions, the Company shall publish transcripts or records of the proceedings of such meetings on its website after every such meet.

**(iii) Handling of unanticipated questions:** The Company should be careful while making corporate disclosures or dealing with questions that raise issues outside the intended scope of discussions. Unanticipated questions may be taken on record and a considered response given later. If the answer includes any UPSI, then before or simultaneously with responding, a public announcement should be made and posted on the website of the Company, [www.bansalroofing.com](http://www.bansalroofing.com).

**7. Developing best practices to record meetings with analysts and research persons and other investor relations conferences.**

In order to avoid misquoting or misrepresentation, it is necessary that all corporate disclosures shall be made either in writing or in cases of meeting with analysts, research persons, brokers or investors, the representative of the Company be present at meetings duly approved by the Authorised Spokes persons and discussion should preferably be recorded.

**8. Handling of all UPSI on a need-to-know basis.**

The persons who are privacy to UPSI, shall handle the same strictly on a “need to know” basis. This means the UPSI shall be disclosed only to those persons within the Company who need to know the



same in the in furtherance of legitimate purposes, performance of duties or discharge of legal obligations, and whose possession of UPSI will not in any manner give rise to a conflict of interest or likelihood of misuse of the information.

The persons privacy to confidential information shall, in preserving the confidentiality of information, and to prevent its wrongful dissemination, adopt, among others, the following safeguards (including the safeguards prescribed in other codes adopted by the Company to prevent insider trading):

- (i) files containing confidential information shall be kept secure;
- (ii) computer files must have adequate security of login through a password;
- (iii) the guidelines for maintenance of electronic records and systems as may be prescribed by the Compliance Officer from time-to-time in consultation with the person in charge of the information technology operations of the Company must be followed.

### **Process for sharing UPSI**

The insider shall conduct the following steps while sharing UPSI;

- (i) Satisfy that information is UPSI and sharing is for legitimate purpose'
- (ii) Identify the persons with whom the information is to be shared
- (iii) Notify the recipient that UPSI is being shared and enter into a confidentiality/non-disclosure agreement
- (iv) Mode of sharing UPSI shall be either by an email (address directly to the insider without copying) or hard copy or any other electronic mode or device or provide access to the information, data, and server with acknowledgement.
- (v) Maintain names of the persons along with PAN (or any other identifier where PAN is not available with whom information is shared. The database shall be maintained with adequate internal controls and checks such as time stamping and audit trails to ensure non-tempering of the database. This database shall be kept confidential.

**Legitimate Purpose** shall mean sharing of unpublished price sensitive information in the ordinary course of business by an insider with any of the following person;

- a. Auditors and their Staff
- b. Collaborators/business partners
- c. Lenders
- d. Customers
- e. Suppliers
- f. Merchant Bankers and Valuers
- g. Bankers
- h. Legal Advisors
- i. Insolvency Professionals
- j. Any other advisors or consultants or
- k. Any other insider

Provided that such sharing has not been carried out to evade or circumvent the prohibition of the PIT Regulations.



**Policy Review**

The policy shall be reviewed periodically in accordance with review of internal control and check as well as changes or any regulatory requirements from time to time.

In the event of inconsistency of this Policy with any legal provisions, the provisions of the law shall override this Policy.

**Modifications**

This Policy may be amended by the Board from time to time. The Company Secretary being the Compliance Officer is also authorized to make amendment in this policy, where there are any mandatory changes required by the law.

**Disclosure Requirements**

This code and every subsequent modification, alteration or amendment made thereto, shall be intimated to the Stock Exchanges where the securities of the Company are listed and shall also be uploaded on the official website of the Company i.e. [www.bansalroofing.com](http://www.bansalroofing.com)

