



*Structuring Dreams from Steel*

**Bansal Roofing Products Ltd.**

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

Registered Office : 3/2, Labdhi Industrial Estate, Acid Mill Compound, Ranmukteshwar Road, Pratapnagar, Vadodara-390 004, Gujarat-India.  
(L) : 091-265-2581082 (M) : +91 8511148598 Email : cs@bansalroofing.com  
CIN No. L25206GJ2008PLC053761, Website : www.bansalroofing.com

BRPL/NPB/2021-22/2

Date: 16/02/2022

To,

The Manager,  
Listing Department,  
Bombay Stock Exchange Limited,  
Phiroze Jeejeebhoy Towers, Dalal Street, Fort,  
Mumbai – 400 001

**Subject: Intimation of Postal Ballot Notice**

**Ref: - Scrip Code: 538546**

Dear Sir/ Madam,

With reference to our Outcome of Board Meeting Dated 10<sup>th</sup> February, 2022, we had informed that the Board considered, decided and approved 1. To sell/ lease or otherwise dispose of the whole or part or substantially the whole or part of the undertaking of the Company 2. To Shift the Registered Office of The Company Outside the Local Limits of The City, Town or Village but Within the Same State and Within the Jurisdiction of Same Registrar of Companies 3. To consider and approve re-appointment of Mr. Kaushalkumar S. Gupta as a Chairman & Managing Director of the Company 4. To consider and approve re-appointment of Mrs. Sangeeta K. Gupta as a Whole-time Director of the Company subject to necessary approvals including approval of Members of the Company by way of Postal Ballot.

The Notice is being sent to all the members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited as on Friday, 11<sup>th</sup> February, 2022. The Voting period will commence from Thursday, 24<sup>th</sup> February, 2022 at 09:00 a.m. (IST) and will end at 05:00 p.m. (IST) on Friday, 25<sup>th</sup> March, 2022.

You are requested to kindly take this information in your record.

For, Bansal Roofing Products Limited.



**Archi Shah**  
**Company Secretary & Compliance officer**

CC To:		
<b>National Securities Depository Limited</b>	<b>Central Depository Services (India) Limited</b>	<b>Link Intime India Private Limited</b>
4 <sup>th</sup> Floor, Trade World- A Wing, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai - 400013	"A" Wing, 25 <sup>th</sup> Floor, Marathon Futurex, Mafatlal Mills Compound, N M Joshi Marg, Lower Parel (E), Mumbai - 400013	C 101, 247 Park, L B S Marg, Vikhroli West, Mumbai - 400083

Factory : Plot No.6, Raj Ind. Estate, Village: Vadadala, Jarod-Samlaya Road, Ta. Savli,  
Dist. Vadodara, Gujarat, India. Pin 391 520. Telefax : +91-2667 251201



**BANSAL ROOFING PRODUCTS LIMITED**

Regd. Office: 3/2, Labdhi Industrial Estate, Acid Mill Compound,  
Rankukteshwar Road, Pratapnagar, Vadodara- 390004

Tel. No. (O) 99250 60542

Email: [cs@Bansalroofing.Com](mailto:cs@Bansalroofing.Com)

Website: [www.bansalroofing.com](http://www.bansalroofing.com)

CIN: L25206GJ2008PLC053761

**POSTAL BALLOT NOTICE**

**NOTICE** is hereby given, pursuant to the Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Rules"), as amended from time to time read with the General Circular No.14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 33/2020 dated September 28, 2020 and General Circular No. 39/2020 dated December 31, 2020 issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force); and pursuant to applicable provisions of the Securities and Exchange Board of India (Listing obligation and Disclosure Requirements) (Third Amendment) Regulations, 2021 vide Regulation No. SEBI/LAD-NRO/GN/2021/35 issued on 3<sup>rd</sup> August, 2021, Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, for seeking approval of the members of Bansal Roofing Products Limited ("the Company") through Postal Ballot by voting through electronic means ("Remote e-voting") for the resolutions proposed to be passed as Special as well as Ordinary Resolutions set out hereinafter.

In compliance with the aforesaid provisions and MCA circulars, this Postal Ballot Notice is being sent through electronic mode only to all its members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ("RTA") /Depositories and whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company/RTA/Depositories as on Friday, February 11, 2022 ("Cut-off Date"). If your e-mail address is not registered with the Company/RTA/Depositories, please follow the process provided in the Notes for registration of E-mail ID and for procuring login ID and password for remote e-voting. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. In compliance with the requirements of the MCA Circulars, hard copy of the Postal Ballot Notice along with the Postal Ballot Forms and Pre-paid Business Reply Envelope will not be sent to the members for this Postal Ballot.

The Company, in compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014("the Rules") is pleased to provide the members with the facility to exercise their right to vote by electronic means i.e. through e-voting services provided by National Securities Depository Limited ("NSDL").

The Board of Directors of the Company has appointed Mr. Piyush Luktuke, (Membership No. G-0413/01), Advocate in practice having its office at 302/B, Sarjan Complex, Opp. Bank of Baroda, Dandia

Bazar, Vadodara-390001, Gujarat, India as the scrutinizer, for conducting the postal ballot process through remote e-voting process in a fair and transparent manner. The scrutinizer shall submit his report of voting of the total vote cast in favour or against, to the Chairman and Managing Director or Company Secretary of the Company. The Voting Results will be placed on the Company's website at [www.bansalroofing.com](http://www.bansalroofing.com), on the website of National Securities Depository Limited (NSDL) <https://www.evoting.nsdl.com/> and it can also be accessed from the websites of BSE Limited at [www.bseindia.com](http://www.bseindia.com).

The remote e-voting period commences from 9.00 a.m. (IST) on Thursday, February 24, 2022 and ends at 5.00 p.m. (IST) on Friday, March 25, 2022. The remote e-voting module shall be disabled by NSDL after 5.00 p.m. (IST) on Friday, March 25, 2022 for voting thereafter. Members are requested to follow the procedure stated in the Notes and instructions which forms the part of this Notice for remote e-voting.

#### **PROPOSED RESOLUTION**

##### **ITEM NO.:1 – TO SELL/ LEASE OR OTHERWISE DISPOSE OF THE WHOLE OR PART OR SUBSTANTIALLY THE WHOLE OR PART OF THE UNDERTAKING OF THE COMPANY**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1) (a), Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with relevant Rules made thereunder, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and subject to such other approvals, sanctions, consents and permissions as may be required, the approval of the members of the Company be and is hereby accorded to the Company for sell/ leasing land along with buildings and structures thereon at Plot No. 6, Raj Industrial Estate, Jarod – Samlaya Road, Nr. Samlaya Railway Crossing, Village: Vadadala, Taluka: Savli, Dist.: Vadodara – 391520, Gujarat, India which constitutes substantially the whole or part of the undertaking of the Company under section 180(1) (a) of the Act to appropriate parties for such value and on such other terms and conditions as may be mutually decided by the Board of Directors of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to negotiate and finalize the terms and conditions of aforesaid lease transaction with appropriate parties, execute lease deed and any other necessary documents with effect from such date and in such manner as may be decided by the Board and to do all such acts, deeds and things as may be required in this regard and to delegate all or any of its powers herein conferred to any Director or Key Managerial Personnel of the Company to give effect to this resolution.”

**“RESOLVED FURTHER THAT,** all actions taken by the Directors of the Company in connection with any matter referred to or contemplated in the foregoing resolution are hereby approved, ratified and confirmed in all respect.”

##### **ITEM NO.: 2 TO SHIFT THE REGISTERED OFFICE OF THE COMPANY OUTSIDE THE LOCAL LIMITS OF THE CITY, TOWN OR VILLAGE BUT WITHIN THE SAME STATE AND WITHIN THE JURISDICTION OF SAME REGISTRAR OF COMPANIES**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** Pursuant to the provisions of Section 12 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to shift the registered office of the Company from 3/2, Labdhi Industrial Estate, Acid Mill Compound, Ranmukteshwar Road, Pratapnagar Vadodara – 390004, Gujarat, India to 274 Paiki -2, Samlaya Sherpura Road, Near KEC, Village: Pratapnagar, Taluka: Savli, Dist.: Vadodara – 391520, Gujarat, India with effect from 1<sup>st</sup> April, 2022.

**RESOLVED FURTHER THAT**, for the purpose of giving effect to this resolution, Mr. Kaushalkumar S. Gupta, Chairman & Managing Director, Mrs. Sangeeta K. Gupta, Whole-Time Director, Ms. Archi Shah, Company Secretary & Compliance officer and all other Directors be and is hereby severally authorize to file necessary forms with Registrar of the Companies and do all such act, deeds and things as may be necessary to give effect to this resolution.”

**ITEM NO.: 3 TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. KAUSHALKUMAR S. GUPTA AS A CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY**

In this regard, it is proposed to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), the rules framed thereunder (including any statutory modification and re-enactment thereof) and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and such other provisions as may be applicable and subject to the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Kaushalkumar S. Gupta (DIN: 02140767) as a Chairman & Managing Director of the Company, not liable to retire by rotation, for a period of 5 (five) years, with effect from 1<sup>st</sup> August, 2021 to 31<sup>st</sup> July, 2026 upon the terms and conditions.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to decide the terms and conditions of re-appointment including alteration of such terms & conditions as it may deem appropriate in relation to Mr. Kaushalkumar S. Gupta in the capacity of Chairman & Managing Director of the Company during his tenure of 5 (five) years commencing from 1<sup>st</sup> August, 2021 on the recommendations of Nomination & Remuneration Committee of the Company and in compliance with the applicable provisions of the Act including but not limited to Section 197 read with Section 198 and the rules made thereunder and other applicable laws.

**RESOLVED FURTHER THAT**, the remuneration payable to Mr. Kaushalkumar S. 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 Gupta, Managing Director of the Company or any other 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).”



**ITEM NO.: 4 TO CONSIDER AND APPROVE RE-APPOINTMENT OF MRS. SANGEETA K. GUPTA AS A WHOLE-TIME DIRECTOR OF THE COMPANY**

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 196 (3), 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Members of the Company be and is hereby accorded for the reappointment of Mrs. Sangeeta K. Gupta (DIN: 02140757) as a Whole- Time Director of the Company liable to retire by rotation for a period of Five years with effect from 9<sup>th</sup> January, 2022 to 8<sup>th</sup> January, 2027 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 or any other 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).”

**By order of the Board of Directors  
For, Bansal Roofing Products Limited**

**Sd/-**  
**Archi Shah**  
Company Secretary  
(Membership No.: A48373)

**Registered Office:**

3/2, Labdhi Industrial Estate,  
Acid Mill Compound,  
Ranmukteshwar Road, Pratapnagar  
Vadodara-390004  
**Date:** 16/02/2022  
**Place:** Vadodara

**NOTES**

1. An Explanatory Statement, pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 ("Act"), read with the Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), stating all material facts and reasons pertaining to the above proposed resolutions contained in this Postal Ballot Notice is annexed hereto.
2. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members/ List of Beneficial owners as received from the National Securities Depositories Limited (NSDL) and Central Depositories Services Limited (CDSL) as on Friday, 11<sup>th</sup> February, 2022. The Postal Ballot Notice is being sent to Members by email who have registered their email addresses with their depository participants or with the Company's Registrar & Share Transfer Agent. Members whose names appear on the Register of Members/ List of Beneficial Owners as on Friday, 11<sup>th</sup> February, 2022 will be considered for the purpose of voting through e-voting.
3. Members cannot exercise their vote by proxy on Postal Ballot.
4. In case of shares held by Companies, Trust etc. the duly completed Postal Ballot form should be accompanied by the relevant Board Resolution/ Authority Letter duly certified by Authorised Signatories.
5. The Members can opt for only one mode of voting. i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, votes cast through e-voting shall be treated as valid and votes cast through Physical Postal Ballot form will be treated as invalid.
6. Voting Rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Members as on cut-off date. A person who is not a Member on the relevant date should treat this Notice for information purpose only.
7. In compliance with section 108 & 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by National Securities Depositories Limited (NSDL). The instructions for e-voting forms part of this Notice.
8. Resolution, if passed by the requisite majority, shall be deemed to have been passed as if it has been passed at a General Meeting of the Members.
9. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice until the last date for receipt of votes by Postal Ballot/ e-voting.
10. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the Ministry of Corporate Affairs Circulars and the SEBI Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper

circulating throughout India (in English language) and one regional daily newspaper circulating in Gujarat (in vernacular language, i.e. Gujarati).

11. In case of any query/ grievance in connection with the Postal Ballot including e-voting, Members may send an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact on: - Toll Free No.: 1800 1020 990 or 1800 22 44 30 or the Company Secretary at the contact details given herein above or through email on [cs@bansalroofing.com](mailto:cs@bansalroofing.com).
12. The Postal Ballot Notice is also placed on the website of the Company [www.bansalroofing.com](http://www.bansalroofing.com) under investors tab and on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com/>. The Postal Ballot Notice can also be accessed from the websites of Bombay Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com).
13. The Board of Directors of the Company has appointed Mr. Piyush Luktuke, (Membership No. G-0413/01), Advocate in practice having its office at 302/B, Sarjan Complex, Opp. Bank of Baroda, Dandia Bazar, Vadodara-390001, Gujarat, India as the scrutinizer to conduct the postal ballot process and e-voting process in a fair and transparent manner. After completion of scrutiny of the votes, the scrutinizer will submit his Report to the Chairman and Managing Director or Company Secretary of the Company.
14. The Results of the Postal Ballot will be placed on the Company's website at [www.bansalroofing.com](http://www.bansalroofing.com) on the website of National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com/> and it can also be accessed from the websites of Bombay Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com).

#### **VOTING THROUGH ELECTRONIC MEANS:**

In compliance with the provisions of section 108, 110 and other applicable provisions of the Companies Act, 2013 read with the Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, members are provided with the facility to cast their votes electronically. The Company has made necessary arrangement with National Securities Depository Limited (NSDL) To facilitate the members to cast their votes electronically.

The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. Friday, 11<sup>th</sup> February, 2022 may cast their vote electronically. The e-voting period for this Postal Ballot will commence from Thursday, 24<sup>th</sup> February, 2022 at 09:00 a.m. (IST) and will end at 05:00 p.m. (IST) on Friday, 25<sup>th</sup> March, 2022. The e-voting module will be disabled on Friday, 25<sup>th</sup> March, 2022 at 05:00 p.m. (IST). Votes cast after the end of voting period shall be treated as invalid. The voting right of shareholders shall be in proportion to their share in the Paid up equity share capital of the Company as on the cut-off date, being Friday, 11<sup>th</sup> February, 2022. During the above mentioned period, members may cast their vote electronically as per the e-voting instructions provided hereunder.

### **E-Voting Instruction for Shareholders:**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants only Post 9<sup>th</sup> February, 2022. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “<b>Beneficial Owner</b>” icon under “Login” which is available under “<b>IDeAS</b>” section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a>. Select “<b>Register Online for IDeAS</b>” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>



Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43
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**Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "[Forgot User Details/Password?](#)" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) [Physical User Reset Password?](#)" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evotingnsdl.co.in](http://evotingnsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- 8. Now, you will have to click on "Login" button.
- 9. After you click on the "Login" button, Home page of e-Voting will open.

#### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [piyush.luktuke@yahoo.com](mailto:piyush.luktuke@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [cs@bansalroofing.com](mailto:cs@bansalroofing.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [cs@bansalroofing.com](mailto:cs@bansalroofing.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at above i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**By order of the Board of Directors  
For, Bansal Roofing Products Limited**

**Sd/-  
Archi Shah  
Company Secretary  
(Membership No.: A48373)**

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

**Date: 16/02/2022  
Place: Vadodara**

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

**ITEM NO.1 – TO SELL/ LEASE OR OTHERWISE DISPOSE OF THE WHOLE OR PART OR SUBSTANTIALLY THE WHOLE OR PART OF THE UNDERTAKING OF THE COMPANY**

The Management of the Company is planning to shift all its Manufacturing facility from current premisses i.e. from Plot No. 6, Raj Industrial Estate, Jarod-Samlaya Road, Nr. Samlaya Railway Crossing, Village: Vadadala, Taluka: Savli, Dist. Vadodara – 391520, Gujarat to our new unit situated at 274, Paiki 2, Samlaya Sherpura Road, Near KEC, Village: Pratapnagar, Taluka: Savli, Dist.: Vadodara – 391520, Gujarat as and when the same is in operative condition. In order to put the existing plant for butter use, it is proposed to obtain enabling permissions to sell/ lease or otherwise dispose the whole or part or substantially the whole or part of the undertaking of the Company situated at Plot No. 6, Raj Industrial Estate, Jarod-Samlaya Road, Nr. Samlaya Railway Crossing, Village: Vadadala, Taluka: Savli, Dist. Vadodara – 391520, Gujarat to suitable parties of the undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013. The Audit Committee and the Board of Directors of the Company at its meetings held on 10<sup>th</sup> February, 2022 decided to obtain enabling approval for sell/ lease transactions with suitable parties, subject to necessary approvals. Section 180(1)(a) of the Companies Act, 2013 (“the Act”) requires that the Board of Directors shall not without the consent of the members obtained by special resolution sell, lease or otherwise dispose of the whole or part or substantially the whole or part of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings. Having regard to the definition of the term “Undertaking” and the term “substantially the whole of the undertaking” contained in Section 180(1)(a) of the Act, this proposed lease transaction, if done, would attract the provisions of Section 180(1)(a) of the Act and lease of substantially whole of the undertaking of the Company shall require approval of members of the Company by way of Special Resolution.



Accordingly, Special Resolution as set out in the Item No: 1 of the accompanying Notice is placed for the approval of Members of the Company. The Board of Directors recommends this resolution as a Special Resolution for approval of the Members through Postal Ballot. None of the other Directors and Key Managerial Personnel (KMP) and their relatives are, in any way, interested or concerned, financially or otherwise in the said proposed resolution except to the extent of their shareholding, if any.

**ITEM NO.: 2 TO SHIFT THE REGISTERED OFFICE OF THE COMPANY OUTSIDE THE LOCAL LIMITS OF THE CITY, TOWN OR VILLAGE BUT WITHIN THE SAME STATE AND WITHIN THE JURISDICTION OF SAME REGISTRAR OF COMPANIES**

As per provisions of Section 12(5) of the Companies Act, 2013, shifting of registered office of a Company outside the local limits of any city or town requires approval of shareholders by way of special resolution.

With a view to improve co-ordination and communication for ease of management, the Board of directors considered that subject to approval of shareholders, the registered office of the Company be shifted to 274 Paiki -2, Samlaya Sherpura Road, Near KEC, Village: Pratapnagar, Taluka: Savli, Dist.: Vadodara – 391520, Gujarat, India. Since, the proposed location is outside the local limits of Vadodara City and therefore requires approval of shareholders by way of special resolution. If approved, the registered office will be moved to 274 Paiki -2, Samlaya Sherpura Road, Near KEC, Village: Pratapnagar, Taluka: Savli, Dist.: Vadodara – 391520, Gujarat, India with effect from 1<sup>st</sup> April, 2022. None of the Directors, Key Managerial Personnel and relatives thereof is interested or concerned in the proposed Special resolution except to the extent of their shareholding. The Directors consider the proposed Special Resolution in the interest of the Company and recommend the same for your approval by Postal Ballot through e-voting process, as the case may be, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 for passing the Special Resolutions under Item No. 2 as set out in this Notice.

**ITEM NO.3: TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. KAUSHALKUMAR S. GUPTA AS A CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY**

The Board of Directors at its meeting held on 3<sup>rd</sup> July, 2021 re-appointed Mr. Kaushalkumar S. Gupta designated as a Chairman & Managing Director of the Company subject to the consent of members through Postal Ballot for a tenure of 5 years from 1<sup>st</sup> August, 2021 to 31<sup>st</sup> July, 2026 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 Mr. Kaushalkumar S. 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 from 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 Mr. Kaushalkumar S. Gupta as required to be given pursuant to Listing regulations and Secretarial Standards are attached to the notice.



**ITEM NO.: 4 TO CONSIDER AND APPROVE RE-APPOINTMENT OF MRS. SANGEETA K. GUPTA AS A WHOLE-TIME DIRECTOR OF THE COMPANY**

The Board of Directors at its meeting held on 10<sup>th</sup> February, 2022 re-appointed Mrs. Sangeeta K. Gupta as a Whole Time Director designated as Executive Director of the Company subject to the consent of members through Postal Ballot for a tenure of 5 years from 9<sup>th</sup> January, 2022 to 8<sup>th</sup> January, 2027 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.

**By order of the Board of Directors  
For, Bansal Roofing Products Limited**

**Sd/-  
Archi Shah  
Company Secretary  
(Membership No.: A48373)**

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

**Date: 16/02/2022  
Place: Vadodara**

### **ANNEXURE TO ITEM NO. 3 & 4 OF THE NOTICE**

**Additional Information of Directors seeking appointment and re-appointment as required under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.**

<b>Name of Director</b>	<b>Mr. Kaushalkumar S. Gupta (Managing Director) (Item No. 3)</b>	<b>Mrs. Sangeeta K. Gupta (Whole-Time Director) (Item No.4)</b>
Date of Birth	30 <sup>th</sup> July, 1970	6 <sup>th</sup> August, 1972
Nationality	Indian	Indian
Initial Date of Appointment	1 <sup>st</sup> May, 2008	9 <sup>th</sup> January, 2014
Qualification	Bachelor's Degree in Industrial Engineering from Saurashtra University.	Master degree in Arts (English Entire) from The Maharaja Sayajirao University of Baroda.
Expertise in specific functional area	Trading, Distribution, Manufacturing and Consulting	H.R & Administration
Terms & conditions of Appointment/ Re-appointment	Director since incorporation i.e. from 1 <sup>st</sup> May, 2008. Appointed as a Managing Director on 29 <sup>th</sup> July, 2013 for a tenure of 3 years. Re-appointed on 1 <sup>st</sup> August, 2016 for a tenure of 5 Years. Re-appointed again by Board of Directors of the Company at the duly convened meeting held on 3 <sup>rd</sup> July, 2021 for a tenure of another 5 years subject to the approval of members of the Company through Postal Ballot.	Originally appointed on 9 <sup>th</sup> January, 2014 as Whole-Time Director of the Company for a term of 3 years. Re-appointed on 9 <sup>th</sup> January, 2017 for a term of 5 Years. Re-appointed again w.e.f. 9 <sup>th</sup> January, 2022 by Board of Directors of the Company at the duly convened Board Meeting held on 10 <sup>th</sup> February, 2021 for further tenure of another 5 Years subject to the approval of members of the Company through Postal Ballot.
Remuneration/ Sitting fees drawn	Rs. 30,00,000 p.a.	Rs. 3,00,000 p.a.
Date of First appointment on Board	1 <sup>st</sup> May, 2008	9 <sup>th</sup> January, 2014
List of Companies in which directorship is held	NIL	NIL
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	Spouse of Mrs. Sangeeta K. Gupta	Spouse of Mr. Kaushalkumar S. Gupta
Number of Meetings of the board attended during the year	4	4
No. of shares held in the Company as on 31 <sup>st</sup> December, 2021	6254252	2481000

**POSTAL BALLOT FORM**
**Sr. No.**

Name & Registered Address of the Sole / First named Member (in Block Letters)	
Name(s) of Joint Member(s) (if any) (in Block Letters)	
DP ID No. / Client ID No.	
Number of Equity Shares held	

I/ We hereby exercise my/ our vote in respect of the following Special as well as ordinary Resolution to be passed through Postal Ballot as stated in the Notice of Postal Ballot dated 16<sup>th</sup> February, 2022 of the Company by sending my/ our assent or dissent to the said Resolution by placing (✓) mark at the appropriate box below:

Item No.	Description of Resolution (Special & Ordinary)	No. of Equity Share(s)	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution (AGAINST)
1.	TO SELL/ LEASE OR OTHERWISE DISPOSE OF THE WHOLE OR PART OR SUBSTANTIALLY THE WHOLE OR PART OF THE UNDERTAKING OF THE COMPANY			
2.	TO SHIFT THE REGISTERED OFFICE OF THE COMPANY OUTSIDE THE LOCAL LIMITS OF THE CITY, TOWN OR VILLAGE BUT WITHIN THE SAME STATE AND WITHIN THE JURISDICTION OF SAME REGISTRAR OF COMPANIES			
3.	TO CONSIDER AND APPROVE RE-APPOINTMENT OF MR. KAUSHALKUMAR S. GUPTA AS A CHAIRMAN & MANAGING DIRECTOR OF THE COMPANY			
4.	TO CONSIDER AND APPROVE RE-APPOINTMENT OF MRS. SANGEETA K. GUPTA AS A WHOLE-TIME DIRECTOR OF THE COMPANY			

Signature of the Member/ Authorised Representative

Date:

Place:



**ELECTRONIC VOTING PARTICULARS**

The e-voting facility is available at the link <https://eservices.nsdl.com/> for NSDL Users & [www.cdslindia.com](http://www.cdslindia.com) for CDSL Users. The electronic voting particulars are set out as follows:

EVEN (E-Voting Sequence Number)	User ID	Password
119319	Please refer the E-Voting Instruction as mentioned in the Notice of Postal Ballot	Please refer the E-Voting Instruction as mentioned in the Notice of Postal Ballot

Remote e-voting facility is available during the following voting period:

COMMENCEMENT OF REMOTE E-VOTING	END OF REMOTE E-VOTING
Thursday, 24 <sup>th</sup> February, 2022 at 09:00 a.m. (IST)	end at 05:00 p.m. (IST) on Friday, 25 <sup>th</sup> March, 2022