



Kashyap Shah & Co.

Practising Company Secretaries
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SCRUTINIZER'S REPORT

(For Poll Process)

[Pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the
Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
11th Annual General Meeting (AGM) of the Equity Shareholders of
Bansal Roofing Products Limited
(CIN: L25206GJ2008PLC053761)
Held on Friday, 30th August, 2019 at 11.00 A.M.
at Maple Room, Hotel Express Residency, 18/19, Alkapuri Society,
Dr. Rustom Cama Marg, Vadodara - 390 007

Dear Sir,

1. I, Kashyap Shah, Proprietor of M/s. Kashyap Shah & Co., Company Secretaries have been appointed as a Scrutinizer by the Chairman of the 11th Annual General Meeting (AGM) of the members of Bansal Roofing Products Limited which was held on Friday, 30th August, 2019 at 11.00 A.M. at Maple Room, Hotel Express Residency, 18/19, Alkapuri Society, Dr. Rustom Cama Marg, Vadodara - 390 007 for the purpose of the poll taken at the said AGM on the below mentioned resolutions as per the provisions of Section 109 of the Companies Act, 2013, read with Rule 21 of the Companies (Management and Administration) Rules, 2014.

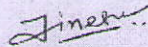
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through poll process on the resolutions contained in the Notice of the 11th Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the poll process is restricted to making a Scrutinizer's Report of the votes cast in "favour" or "against" the resolutions and invalid votes based on the poll process conducted at the said 11th AGM.

3. Further to the above, I submit my report as under;



3.1 The Chairman of the Meeting, at the end of discussion on the resolutions on which voting was to be held, allowed voting as provided in Clauses (a) to (h) of sub-rule (a) of Rule 21 of the Companies (Management and Administration) Rules, 2014, as applicable with the assistance of the undersigned being scrutinizer, by use of ballot paper for all.

3.3. The locked ballot box was subsequently opened in my presence and in presence of two witnesses viz. (1) Mr. Jinesh Patel and (2) Ms. Heena Patel, who are not in the employment of the Company, and polling/ballot papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Box being unlocked in their presence. The polling-ballot papers were reconciled with the records maintained by M/s. Sharex Dynamic (India) Private Limited, Mumbai, the Registrar and Transfer Agent of the Company and the authorizations / proxies lodged with the Company.



Mr. Jinesh Patel



Ms. Heena Patel

3.4 There was not a single polling/ballot paper found incomplete or invalid.

4. The result of the poll is as under:

(a) Resolution No. 1: Ordinary Resolution –

To consider and adopt the audited financial statements of the Company for the year ended 31st March, 2019 which includes the statement of Profit & Loss and Cash Flow statement for the year ended 31st March, 2019, the Balance Sheet as at that date, the Auditor's Report thereon, and the Board's Report.

(i) Voted in favour of the resolution:

Number of members voted through poll process (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	2578513	100%

(ii) Voted against the resolution:

Number of members voted through poll process (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL



(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
Nil	Nil

(b) Resolution No. 2: Ordinary Resolution–

To declare Dividend on Equity Shares of the Company for the Financial Year 2018-19.

(i) Voted in favour of the resolution:

Number of members voted through poll process(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	2578513	100%

(ii) Voted against the resolution:

Number of members voted through poll process(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(c) Resolution No 3: Ordinary Resolution –

To appoint the Director in place of Mr. Satishkumar Gupta (DIN 02140734), who retire by rotation and being eligible offers himself for Re-appointment

(i) Voted in favour of the resolution:

Number of members voted through poll process(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	2430513	100%



(ii) Voted against the resolution:

Number of members voted through poll process(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

(d) Resolution No 4: Ordinary Resolution –

To consider the re-appointment of the current auditor, M/S. Santlal Patel & Co. Chartered Accountants (Firm Reg. No.113888W) as the Statutory Auditors of the Company and to fix their remuneration.

(i) Voted in favour of the resolution:

Number of members voted through poll process(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
24	2578513	100%

(ii) Voted against the resolution:

Number of members voted through poll process(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Invalid votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



(e) Resolution No 5: Special Resolution –

To increase the remuneration of Mrs. Sangeeta K Gupta, Whole-Time Director of the Company:

(i) Voted **in favour** of the resolution:

Number of members voted through poll process(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
23	2575513	100%

(ii) Voted **against** the resolution:

Number of members voted through poll process(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) **Invalid** votes:

Total number of members (in person or by proxy) Whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

6. A Register containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

7. The Register, all other papers and relevant records relating to polling papers shall remain in our safe custody until the Chairman considers, approves and signs minutes of the aforesaid Annual General Meeting and the same shall be handed over to the Company Secretary for safe keeping.

Thanking you,

Yours faithfully,

For Kashyap Shah & Co.,
Company Secretaries,


Kashyap Shah
Proprietor
CP No – 6672, FCS – 7662



Place: Vadodara
Dated: 31.08.2019