

## **NOTICE**

Notice is hereby given that 12<sup>th</sup> Annual General Meeting of the members of the Company will be held on Wednesday, 30<sup>th</sup> September, 2020 at 11:00 A.M. through Video Conferencing ("VC") / other Audio Visual Means ("OAVM") to transact the following business.

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the audited financial statements of the Company for the year ended 31<sup>st</sup> March, 2020 which includes the statement of Profit & Loss and Cash Flow statement for the year ended 31<sup>st</sup> March, 2020, the Balance Sheet as at that date, the Auditor's Report thereon, and the Board's Report.

2. To declare a dividend on equity shares for the financial year ended March 31, 2020 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** a dividend at the rate of Re.1 per equity share of 10/- (Ten rupees) each fully Paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2020 and the same be paid out of the profits of the Company for the financial year ended March 31, 2020."

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

### **SPECIAL BUSINESS**

4. **Appointment of Mr. Kailash Gupta (DIN: 08789543) as a Director:**

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 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force Mr. Kailash Gupta (DIN: 08789543), appointed as an Additional Director of the Company pursuant to the provisions of Section 161 of the Companies and Article of Association of the Company on 24<sup>th</sup> August, 2020 by the Board of Directors of the Company who holds office up to the date of this Annual General Meeting, and being eligible, offer himself for appointment and in respect of whom the Company has received a notice in writing from a member pursuant to the provisions of Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Kailash Gupta for the office of Director, be and is hereby appointed as a Whole- Time Executive Director of the Company, liable to retire by rotation, for a period of three years with effect from the date of this Meeting."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**5. Insertion of new object to the Main Object Clause of Memorandum of Association of the Company**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the Board of Directors of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Gujarat and subject to the approval of Shareholders in General Meeting, to include following sub clause (2) after sub clause (1) of clause III (A) of the Memorandum of Association of Company.”

2. To develop, provide, undertake, design, import, export, distribute and deal in Systems and mobile application software for microprocessor based information systems, off shore software development projects, internet service provider, and solutions in all areas of application including those in Emerging niche segments like Internet and Intranet website applications solutions software enterprise, resource planning, e-commerce, value added products and other business applications either for its own use for sale in India or for export outside India and to design and develop such systems and application software for and on behalf of manufacturers owners and users of computer, telecom, digital, electronic equipments in India or elsewhere in the world. To develop, launch, maintain mobile and system based live streaming, talent promotion, video, chat, live show, live music, live promotion of products and other/s application in India and anywhere outside India.
3. To establish, setup, marketing networks, wholesale/ retail outlets, franchisee showrooms, online website stores, virtual store(s) including chain stores, modern retail stores, electronic commerce platform, shop in shop, e- commerce, online / virtual marketplace in all its forms and to carry on the business of setting up of network infrastructure including storage, movement, delivery of goods and services for trade and commerce, arrangements with distribution agencies, garment manufacturer factory, network marketing, direct selling, MLM (multi level marketing) electronic channels for the business of the Company.
4. To produce, distribute, commission base and exhibit motion pictures of all kinds, in any languages Indian and foreign including feature films, commercials, advertisements, commercial ads jingly and sports documentaries, Casting Agency, Web Series, Music Album, Educational pictures and audiovisual pictures, and slides in all branches and fields through all professes that may be discovered or offered from time to time resulting in cinematographic films, Television films, cartoon films, silent or talking, sound producing, synchornised, stereophonic, colored and bioscope film and computer animation and related productions.
5. To refine, manufacture, import, export, explore, develop, produce, purchase, process, packing, transports, or otherwise deal in or acquire crude oils, petroleum and petroleum products, fuel, Natural Gas, intermediaries and derivatives thereof and act as dealers and distributors for petroleum products, all kinds of hydrocarbons and mineral substances, both onshore, within the territorial jurisdictions of the Indian union and anywhere in the world.



**“FURTHER RESOLVED** THAT for the purpose of giving effect to this resolution, any one Directors of the Company be and are hereby severally authorised, 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-form with the Registrar of Companies, 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:** 24/08/2020  
**Place:** Vadodara



**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to the AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The register of members and share transfer books of company shall remain closed from 23<sup>rd</sup> September, 2020 to 30<sup>th</sup> September, 2020 (both days inclusive) for the purpose of 12<sup>th</sup> Annual General Meeting and to determine entitlement of the shareholders to receive final Dividend for the year 2019-20 or any Enforcement thereof.
3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send email to [cs@bansalroofing.com](mailto:cs@bansalroofing.com) for e-voting/ attending Annual General Meeting, a duly certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with **Link Intime India Private Limited** for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as venue voting system on the date of the AGM will be provided by Link Intime India Private Limited.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
8. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

9. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.bansalroofing.com](http://www.bansalroofing.com) , websites of the Stock Exchanges, i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com).
10. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
11. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out facts concerning the business under Item No. 4 of the Notice is annexed hereto.
12. Brief Profile of Directors seeking appointment and re-appointment at the Annual General Meeting is provided at Annexure to this Notice as prescribed under regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.
13. The Dividend as recommended by the Board of Directors as duly convened Board Meeting on 10<sup>th</sup> June, 2020, if approved at the Annual meeting, will be paid within statutory limit of 30 days to all the beneficial owners in the respect of shares held in dematerialized form as per the data made available by the National Securities Depositories Limited & Central Depositories Services Limited as at the close of business hours on 22<sup>nd</sup> September, 2020. Members are requested to update their bank details with their respective Depository Participants (DP) to receive the amount of dividend quickly.
14. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Demand Drafts will be despatched to the registered address of the shareholders who have not updated their bank account details, after normalisation of the postal service.
15. The members are requested to update with their DP, the active bank account details including 9 Digit MICR code and IFSC code, The Members are requested to register their bank account details with the respective Depository Participant (DP) by following the procedure prescribed by the respective DP incase the holding is in dematerialized form.
16. Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its shareholders w.e.f. 1st April 2020. No tax will be deducted on payment of dividend to the resident individual shareholders if the total dividend paid does not exceed 5,000/- The withholding tax rate would vary depending on the residential status of the shareholder and documents registered with the Company.

**A. For Resident Shareholders,**

- a. TDS shall be made under Section 194 of the Income Tax Act, 1961 at 7.5% on the amount of Dividend declared and paid by the Company during financial year 2020-21 subject to PAN is provided by the Shareholder. If PAN is not provided, TDS would be deducted @ 20% as per Section 206AA of the Income Tax Act, 1961.
- b. Further shareholder may apply in Form no. 13 to the concern assessing officer and obtain a certificate authorizing the Company to pay dividend without tax deduction or with deduction at lower rate.
- c. No tax deductible at source on Dividend payment to resident shareholders if the shareholders submit form 15G (Form 15H in case of senior citizen)

**B. For Non-resident Shareholders,**

taxes are required to be withheld in accordance with, the provisions of Section 195 of the Income Tax Act, 1961 at the rates in force. As per the relevant provisions of the Income Tax Act, 1961, the withholding tax shall be at the applicable rate time in force (plus applicable surcharge and Cess) on the amount of Dividend payable to them. However, as per Section 90 of the Income Tax Act, 1961, the non -resident shareholder has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the Tax Treaty benefits, the non-resident shareholder will have to provide the following:

- a. Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is resident.
  - b. Self-declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
  - c. Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities.
  - d. Self-declaration for non-existence of permanent establishment/ fixed base in India.  
(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non- Resident shareholder and review to the satisfaction of the Company)
17. Accordingly, in order to enable us to determine the appropriate TDS / withholding tax rate applicable, we request you to provide these details and documents as mentioned above before **Saturday, 19<sup>th</sup> September, 2020** in following manner.

The aforementioned forms for tax exemption can be downloaded from Link Intime's website. The URL for the same is as under:

<https://www.linkintime.co.in/client-downloads.html> - On this page select the General tab. All the forms are available in under the head "Form 15G/15H/10F"

The aforementioned documents (duly completed and signed) are required to be uploaded on the URL mentioned below:

<https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html>

On this page the user shall be prompted to select / share the following information to register their request.

1. Select the company (Dropdown)
2. Folio / DP-Client ID
3. PAN
4. Financial year (Dropdown)
5. Form selection
6. Document attachment – 1 (PAN)
7. Document attachment – 2 (Forms 15G/ 15H/ 10F)
8. Document attachment – 3 (Any other supporting document)

Please note that the upload of documents (duly completed and signed) on the website of Link Intime India Private Ltd should be done on or before Saturday, 19<sup>th</sup> September, 2020 in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction shall be considered after Saturday, 19<sup>th</sup> September, 2020, 6:00 PM.

Shareholders may note that in case the tax on said final dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents, option is available to shareholder to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible.

18. In terms of the provisions of section 124 and other applicable provisions of the Companies Act, 2013, the amount of Dividend not encashed or claimed within 7 years from the date of its transfer to the Unpaid Dividend Account, will be transferred to the Investor Education & Protection Fund (IEPF) established by Central Government. Members who have not yet encashed their Dividend pertaining to the Dividend for the F.Y. 2017-18 onwards, are requested to lodge their claims with the Company for the same.
19. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
20. The relevant documents referred to in this notice requiring approval by the members at the meeting shall be available for inspection by the members at the meeting shall be available for inspection by the members at the registered office of the Company on all working days, except Saturday & Sunday, during business hours, up to the date of AGM.
21. Members desirous of obtaining any information concerning accounts or operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting through email on [cs@bansalroofing.com](mailto:cs@bansalroofing.com) so that the

information required may be made available at the Meeting and the same will be replied by the Company suitably.

22. Members holding shares in Dematerialized mode are requested to intimate all the changes pertaining to their Bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, Nominates, Power of Attorney, change of address, contact number, email id, etc., to their Depository Participants (DP) only, and not to the Companies Registrar & Share Transfer Agent. These changes will be automatically reflected in the Company's records which will help the Company to provide efficient and better service to the members.
23. Members holding shares in single name are advised to make nomination in respect of their shareholding in the Company. The Nomination Form-SH 13 prescribed by the Government can be obtained from the Share Transfer Agent or may be downloaded from the website of the Ministry of Company Affairs.
24. Non-Resident Indian Members are requested to inform Sharex Dynamic India Private Limited via e-mail [support@sharexindia.com](mailto:support@sharexindia.com), immediately of:
  - a) Change in their residential status on return to India for permanent settlement
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of bank with pin code number, if not furnished earlier.
25. To support 'Green Initiative', the members who have not yet registered their e-mail addresses are requested to register the same with the Company's Registrar & Share Transfer Agent/ their respective Depository Participants. Members whose e-mail ids are already registered may update the changes therein, if any. This may be treated as an advanced opportunity in terms of proviso to rule 18(3) (i) of the Companies (Management & Administration) Rules, 2014.
26. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts.
- 27. Instruction for e-voting and joining the AGM are as under:**

**E-Voting (Voting through electronic means):**

- 1) In compliance with the provisions of section 108 of the Act read with the Rule 20 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 Link intime India Pvt. Ltd. To facilitate the members to cast their votes electronically.



- 2) The Members, whose names appear in the Register of Members / Beneficial Owners as on the cut-off date i.e. 23<sup>rd</sup> September, 2020, may cast their vote electronically. The e-voting period will commence from Sunday, 27<sup>th</sup> September, 2020 at 09:00 a.m. (IST) and will end at 05:00 p.m. (IST) on Tuesday, 29<sup>th</sup> September, 2020. The e-voting module will be disabled on Tuesday, 29<sup>th</sup> September, 2020 at 05:00 p.m. (IST). 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 23<sup>rd</sup> September, 2020.
- 3) Any person who have acquired shares of the company and becomes member of the company after the dispatch of the Annual Report and holding shares as on the cut -off date may obtain the User Id and Password by referring e-voting instructions given in the notice which is uploaded on our website at [www.bansalroofing.com](http://www.bansalroofing.com).
- 4) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- 5) A member can opt for only one mode of voting i.e. either through remote e- voting or e-Voting on the day of the AGM. If a member casts votes by both modes, then voting done through remote e-voting shall prevail.
- 6) The Company has appointed Mr. Piyush Luktuke, Advocate (Membership No. G-0413/01) to act as the scrutinizer to scrutinize the voting during AGM and remote e-voting process in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote -e voting and make, not later than 48 hours of conclusion of the AGM. a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing.

The Scrutinizer will submit his report to the Chairman. The result of the voting on the Resolutions shall be announced by the Chairman or any other person authorized by him immediately after the results are declared.

The results declared along with the Scrutinizer's Report, will be posted on the website of the Company [www.bansalroofing.com](http://www.bansalroofing.com).

**A. MEMBERS ARE REQUESTED TO FOLLOW THE INSTRUCTIONS BELOW TO CAST THEIR VOTE THROUGH REMOTE E-VOTING:**

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>.
2. Those who are first time users of Link Intime Private Limited e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- a) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:**
- i) User ID:** Enter your User ID
    - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
    - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
    - Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company.
  - ii) PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
  - iii) DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
  - iv) Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
    - Shareholders/ members holding shares in CDSL demat account shall provide either ‘iii’ or ‘iv’, above
    - Shareholders/ members holding shares in NSDL demat account shall provide ‘iv’, above
    - Shareholders/ members holding shares in physical form but have not recorded ‘iii’ and ‘iv’, shall provide their Folio number in ‘iv’ above
- b) Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).**
- c) Click “confirm” (Your password is now generated).**
- 3.** If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of Link Intime India Private Limited: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.
  - 4.** Click on ‘Login’ under ‘SHARE HOLDER’ tab.
  - 5.** Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.
  - 6.** After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
  - 7.** E-voting page will appear.

8. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
  9. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.
  10. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of Link Intime India Private Limited: at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.
- 11. If you have forgotten the password:**
- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
  - Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
  - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
  - The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.
  - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
12. For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  13. During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".
  14. Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
  15. In case shareholders/ members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

**B. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>.
2. Select the “Company” and ‘Event Date’ and register with your following details: -

**A. Demat Account No. or Folio No:**

Enter your 16 digit Demat Account No. or Folio No.

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

3. Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

**C. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on at [cs@bansalroofing.com](mailto:cs@bansalroofing.com).
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

**Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.**

**D. INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE ANNUAL GENERAL MEETING THROUGH INSTAMEET:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.



**Note:**

Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

**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:** 24/08/2020

**Place:** Vadodara



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

**Item No.: 4**

The Board of Directors based on the skills and recommendation of Nomination & remuneration committee and on recommendation of the board members had appointed Mr. Kailash Gupta as an Additional Director at the Board Meeting held on 24<sup>th</sup> August, 2020. Mr. Kailash Gupta is a Mechanical Engineer. Detailed description of the Director as per Regulation 36(3) of the Listing Regulation, is annexed to this notice. In terms of Section 161(1) of Companies Act, 2013 read with Article of Association of the Company, Mr. Kailash Gupta holds office as an Additional Director only up to the date of the forthcoming Annual General Meeting. The Board at the aforesaid meeting, on recommendation of the committee, recommended for the approval of the Members, the appointment of Mr. Kailash Gupta as Whole-Time Executive Director of the Company as set out in the Resolution relating to his appointment. Mr. Kailash Gupta hold share in the Company, in his individual capacity. Except, Mr. Kailash Gupta, no Director, Key Managerial Personnel or their relative are interested or concerned in the Resolution. Mr. Kailash Gupta is related the Directors of the Company. The Board recommends this Resolution for your approval.

**Item No. 5:**

The Board of Directors of the Company purposes to insert new clause to the existing main object clause of the Memorandum of Association of the Company in view of the Expansion of its business activities.

The Board of Directors of the Company on 24<sup>th</sup> August, 2020, approved the insertion in the existing main object clause of the Memorandum of Association of the Company.

Pursuant to Section 13 of the Companies Act, 2013, alteration/insertion in object clause of the Memorandum of Association of the Company requires consent of the Members by way of Special Resolution.

A copy of the Memorandum of Association of the Company as on the date and also indicating the proposed amendments is available for inspection at the Registered Office of the Company during normal business hours on working days.

The proposed resolutions are in the interest of the Company and your Directors commend Resolutions at item Nos. 5 for your approval. None of the Directors and the Key Managerial Personnel of the Company including their relatives is concerned or interested in aforesaid resolutions.

**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:** 24/08/2020

**Place:** Vadodara

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

**Details of Directors seeking appointment and re-appointment at the 12<sup>th</sup> Annual General Meeting (Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.**

<b>Name of Director</b>	<b>Mrs. Sangeeta K. Gupta (Item- 3)</b>	<b>Mr. Kailash Gupta (item -4)</b>
Date of Birth	6 <sup>th</sup> August, 1972	29 <sup>th</sup> August, 1997
Nationality	Indian	Indian
Date of Appointment	9 <sup>th</sup> January, 2014	24 <sup>th</sup> August, 2020
Qualification	Master of Arts	Bachelor of Mechanical Engineer
Expertise in specific functional area	H.R & Administration	NIL
Terms & conditions of Appointment/ Re-appointment	As per the resolution passed by shareholders at the Extra ordinary General Meeting held on 20.01.2014 Mrs. Sangeeta K. Gupta appointed as Whole-Time executive Director retire by rotation w.e.f. 09.01.2014 and re-appointed by shareholders of the Company at the Annual General meeting held on 18 <sup>th</sup> August, 2017 for further term of 5 years	Appointed as Additional Director by Board of Directors at duly convened Board Meeting held on 24 <sup>th</sup> August, 2020 and will appoint as Whole-Time Director liable to retire by rotation by Shareholders at this meeting.
Remuneration/ Sitting fees drawn	3,00,000 p.a.	NIL
Date of First appointment on Board	09 <sup>th</sup> January, 2014	24 <sup>th</sup> August, 2020
List of Companies in which directorship is held	N.A.	N.A.
Chairman/Member in the committees of the boards of other companies in which he is director	N.A.	N.A.
Relation with Key Managerial Personnel and Directors	Spouse of Mr. Kaushalkumar S. Gupta	Son of Mr. Kaushalkumar S. Gupta
Number of Meetings of the board attended during the year	5	0
No. of shares held in the Company as on 31 <sup>st</sup> March, 2020	585000	42000