



## **NOTICE**

Notice is hereby given that 13<sup>th</sup> Annual General Meeting of the members of the Company will be held on Tuesday, 22<sup>nd</sup> June, 2021 at 2:00 P.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, 2021 which includes the statement of Profit & Loss and Cash Flow statement for the year ended 31<sup>st</sup> March, 2021, 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, 2021 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/- (one Rupee) per equity share of Rs. 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, 2021 and the same be paid out of the profits of the Company for the financial year ended March 31, 2021."

3. To appoint the Director in place of Mr. Kailash Gupta, Whole Time Director (DIN 08789543), who retires by rotation and being eligible offers himself for Re-appointment.

### **SPECIAL BUSINESS**

4. **To approve the Remuneration of Mr. Kailash Gupta (DIN: 08789543), Whole-Time Director of the Company:**

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

**"RESOLVED THAT**, Pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013(the act) read with schedule V of the act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 , including any statutory modification(s) or re-enactment thereof for the time being in force and the applicable provisions contained in the Securities and Exchange Board of India ( Listing Obligations and Disclosures Requirements) Regulations, 2015, consent of the Board and Committee member had taken at duly convened Board Meeting on 5<sup>th</sup> February, 2021 for giving of remuneration of Rs. 30000/- Per Month (Rupee Thirty Thousand). including all the allowances, perquisites and commission to Mr. Kailash Gupta, Whole-Time Director of the Company w.e.f. 1<sup>st</sup> February, 2021 till the remaining period of his present term of appointment. The consent of the members of the Company be and is hereby accorded for the same. The other terms and conditions of his appointment remaining the same and with the liberty to the board of directors to alter, vary and modify the terms and conditions of the said appointment and or remuneration, in such manner as may be agreed to between the Board of Directors and Mr. Kailash Gupta within and in accordance with the Act or such other applicable provisions or any amendment thereto.



**RESOLVED FURTHER THAT**, in the event of loss or inadequacy of profits in any financial year, Mr. Kailash Gupta shall be entitled to receive remuneration including perquisites, etc. up to the limit as approved by the members here in above, as minimum remuneration.

**RESOLVED FURTHER THAT**, the board shall have the discretion and authority to modify the aforesaid terms and remuneration within, however, the limit as approved by the members.

**RESOLVED FURTHER THAT**, in the event of any statutory amendments, modifications or relaxation by the central government to schedule V to the Companies Act, 2013, the Board of Directors be and is hereby authorized to vary or increase the remuneration within such prescribed limit or ceiling and terms and conditions of the said appointment as agreed to between the Board and Mr. Kailash Gupta be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.

#### **5. Increase Authorized Share Capital of The Company to Enable Issue of Bonus Shares.**

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 61 and 64 of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, the consent of Members of the company be and is hereby accorded to increase Authorized Share Capital of the Company from existing Rs. 10,00,00,000/- (Rupee Ten Crore Only) divided into 10000000 (One Crore) Equity Shares of Rs. 10/- (Rupee Ten Only) each to Rs. 15,00,00,000/- (Rupee Fifteen Crore Only) divided into 15000000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupee Ten Only) each by creation of additional 5000000 (Fifty Lacs) Equity Shares of Rs.10/- (Rupee Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company.”

**“RESOLVED FURTHER THAT** any present Directors or Company Secretary of the company and/or any Committee of Directors or Director or Officer(s) or Authorized Representative(s) of the Company be and are hereby authorized severally to sign/digitally sign all such necessary forms, documents, papers, and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company including affixing the stamp/common seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments, etc. without limitation to settle any questions, difficulties or doubts that may arise in and as they may in their absolute discretion deem fit to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

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



**6. To Alter Clause V of Memorandum of Association to Reflect the Increase In the Authorised Share Capital Proposed Under Item No. 4**

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 Sections 13, 61, 64 and all other applicable provisions of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) and the Articles of Association of the Company, the consent of Members of the company be and is hereby accorded for amending existing Clause V of the Memorandum of Association of the company by deleting the same and substituting in its place and stead the following new Clause V:

“

**V. The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crore Only) divided into 15000000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Re. Ten Only) each.”**

**RESOLVED FURTHER THAT** any present Directors or Company Secretary of the company and/or any Committee of Directors or Director or Officer(s) or Authorized Representative(s) of the Company be and are hereby authorized severally to sign/digitally sign all such necessary forms, documents, papers, and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company including affixing the stamp/common seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments, etc. without limitation to settle any questions, difficulties or doubts that may arise in and as they may in their absolute discretion deem fit to the above resolution, without being required to seek any further clarification, consent or approval of the Members.”

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

**7. To Approve Issue of Bonus Equity Shares.**

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

**“RESOLVED THAT** in accordance with Section 63 and other applicable provisions, if any of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014, provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Foreign Exchange and Management Act, 1999, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and subject to



any other regulations and guidelines issued by the Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) from time to time (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, permissions, conditions and sanctions as may be considered necessary from appropriate authorities and the terms and conditions, if any, as may be specified while according such approvals and subject to acceptance of such terms and conditions by the Board of Directors of the Company, the consent of Members of the company be and is hereby accorded to capitalize sum of Rs. 9,88,74,000/- (Rupees Nine Crore Eighty Eight Lacs Seventy Four Thousand Only) out of sum of Rs. 12,95,98,516 /- (Twelve Crore Ninety Five Lacs Ninety Eight Thousand Five Hundred Sixteen Only) outstanding to the credit of the Securities Premium Account as per the last Audited Financial Statements i.e. as on 31<sup>st</sup> March, 2021 by considering applicable accounting standard of the Company and transfer to the Share Capital Account towards issuance and allotment of Equity shares not exceeding 9887400 (Ninety Eight Lacs Eighty Seven Thousand Four Hundred) of Rs. 10/- (Rupee Ten Only) each for the purpose of issue of Bonus Equity Shares to be allotted as fully paid-up equity shares to the existing equity shareholders of the Company, whose names appear on the Register of Members of the Company/list of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the record date as to be determined by the Board, in the proportion of 3:1 i.e. 3 (Three) New Equity Share of nominal value of Rs. 10/- (Rupee Ten Only) each, for every 1 (One) Existing Fully paid-up Equity Share of Rs. 10/- (Rupees Ten Only) each and that the Bonus Equity Shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up capital of the Company.”

**RESOLVED FURTHER THAT** the Bonus Shares to be allotted shall be subject to the Memorandum and the Article of Association of the Company and shall rank pari-passu in all respects with the existing fully paid-up Equity Shares of the Company.

**RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of the Bonus Shares and in the case of Members who hold Equity Shares in dematerialized form, the Bonus Shares shall be credited to the respective beneficiary accounts of the Members, held with their respective Depository Participants and in the case of Members who hold Equity Shares In physical form, the Share Certificates in respect of the Bonus Shares shall be dispatched, within such time as prescribed by law and the relevant authorities.

**RESOLVED FURTHER THAT** the Issue and allotment of the Bonus Shares to Non-Resident Indians, Foreign Institutional Investors (FIIs) & other foreign investors, shall be subject to the approvals, if any, of the Reserve Bank of India and such other Regulatory authorities, as may be necessary under the Foreign Exchange Management Act, 1999.

**RESOLVED FURTHER THAT** Board of Directors be and is hereby authorised to take necessary steps for listing of the Equity Shares so allotted at the Stock Exchanges where the securities of the Company is listed as per the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable Laws, Rules and Regulations.

**RESOLVED FURTHER THAT** any present Directors or Company Secretary of the company and/or any Committee of Directors or Director or Officer(s) or Authorized Representative(s) of the Company be and are hereby authorized severally to sign/digitally sign all such necessary applications, forms, documents, papers, and to do all such acts, deeds, matters and things and take all such steps as



may be necessary, proper, expedient or desirable for the purpose of giving effect to this resolution and matters connected therewith or incidental thereto including but not limited to delegation of all or any of the powers herein conferred to any Committee or any director(s) or any other officer(s) of the Company including affixing the stamp/common seal of the Company on agreements/documents, arranging delivery and execution of contracts, deeds, agreements and instruments, etc. without limitation to settle any questions, difficulties or doubts that may arise in and as they may in their absolute discretion deem fit to the above resolution, without being required to seek any further clarification, consent or approval of the Members.

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

**8. Appointment of Mr. Ravi Bhandari (DIN: 06395271) as an Independent 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mr. Ravi Bhandari (DIN: 06395271), who was appointed as an Additional Director of the Company with effect from 5th February, 2021 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 5th February, 2021.”

**9. Appointment of Mrs. Enu Shah (DIN: 07216454) as an Independent 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 Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, read with Schedule IV of the said Act, Mrs. Enu Shah (DIN: 07216454), who was appointed as an Additional Director of the Company with effect from 22<sup>nd</sup> March, 2021 by way of passing of circular resolution on 23<sup>rd</sup> March, 2021 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from 22<sup>nd</sup> March, 2021.”

**Registered Office**

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

**Date:** 13/05/2021

**Place:** Vadodara

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

**Sd/-**

**Archi Shah**

Company Secretary

(Membership No.: A48373)



**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 15<sup>th</sup> June, 2021 to 22<sup>nd</sup> June, 2021 (both days inclusive) for the purpose of 13<sup>th</sup> Annual General Meeting and to determine entitlement of the shareholders to receive final Dividend for the year 2020-21 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 there at and cast their votes through e-voting.
4. As per the MCA General Circular No. 20/2020 dated 05th May, 2020, the Annual Report will be sent through electronic mode to only those Members whose email IDs are registered with the Registrar and Share Transfer Agent of the Company/ Depository participant
5. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. 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.
7. 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.
8. 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.





9. 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.
10. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 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 2020-21 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).
11. Members of the Company holding shares either in physical form or in Dematerialised forms as on Benpos date i.e. 22<sup>nd</sup> May, 2021 will receive Annual Report for the financial year 2020-21 through electronic mode.
12. 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.
13. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out facts concerning the business are annexed hereto.
14. 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.
15. The Dividend as recommended by the Board of Directors as duly convened Board Meeting on 13<sup>th</sup> May, 2021, 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 14<sup>th</sup> June, 2021. Members are requested to update their bank details with their respective Depository Participants (DP) to receive the amount of dividend quickly.
16. 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.
17. 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.

18. 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 10% on the amount of Dividend declared and paid by the Company during financial year 2021-22 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)





19. 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, 12<sup>th</sup> June, 2021** 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, 12<sup>th</sup> June, 2021 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, 12<sup>th</sup> June, 2021, 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.

20. 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.
21. 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.



22. 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.
23. 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.
24. 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.
25. 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.
26. Non-Resident Indian Members are requested to inform Link Intime India Private Limited via e-mail [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in) 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.
27. 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.
28. 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.

**29. 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. 15<sup>th</sup> June, 2021 may cast their vote electronically. The e-voting period will commence from Saturday, 19<sup>th</sup> June, 2021 at 09:00 a.m. (IST) and will end at 05:00 p.m. (IST) on Monday, 21<sup>st</sup> June, 2021. The e-voting module will be disabled on Monday, 21<sup>st</sup> June, 2021, 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 15<sup>th</sup> June, 2021.
- 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:**

**Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9<sup>th</sup> June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

<b><u>Type of shareholders</u></b>	<b><u>Login Method</u></b>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ul style="list-style-type: none"><li>• If you are already registered for NSDL IDeAS facility, 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 "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.</li><li>• 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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>• 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 "Register Online for IDeAS Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>• 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL</li></ul>

	<p>Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ul style="list-style-type: none"> <li>• Existing user of 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 e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name 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 where the E Voting is in progress.</li> </ul>
<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p>	<ul style="list-style-type: none"> <li>• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>• 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>

<p><b>Individual Shareholders holding securities in Physical mode &amp; evoting service Provider is LINKINTIME.</b></p>	<ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a> <ul style="list-style-type: none"> <li><input type="checkbox"/> Click on “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: -           <ol style="list-style-type: none"> <li><b>A. User ID:</b> Shareholders/ members holding shares in <b>physical form shall provide</b> Event No + Folio Number registered with the Company.</li> <li><b>B. PAN:</b> 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.</li> <li><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.               <ul style="list-style-type: none"> <li>• Shareholders/ members holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</li> </ul> </li> </ol> </li> <li><input type="checkbox"/> Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</li> <li><input type="checkbox"/> Click “confirm” (Your password is now generated).</li> </ul> </li> <li>2. Click on ‘Login’ under ‘<b>SHARE HOLDER</b>’ tab.</li> <li>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘<b>Submit</b>’.</li> <li>4. After successful login, you will be able to see the notification for e-voting. Select ‘<b>View</b>’ icon.</li> <li>5. E-voting page will appear.</li> <li>6. Refer the Resolution description and cast your vote by selecting your desired option ‘<b>Favour / Against</b>’ (If you wish to view the entire Resolution details, click on the ‘<b>View Resolution</b>’ file link).</li> <li>7. After selecting the desired option i.e. Favour / Against, click on ‘<b>Submit</b>’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘<b>Yes</b>’, else to change your vote, click on ‘No’ and accordingly modify your vote.</li> </ol>
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**Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL 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.

**Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, 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.

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:**

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:





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 22-23058542-43.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders 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>

➤ 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.

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

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

**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 the specific email id created for the general meeting.
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.

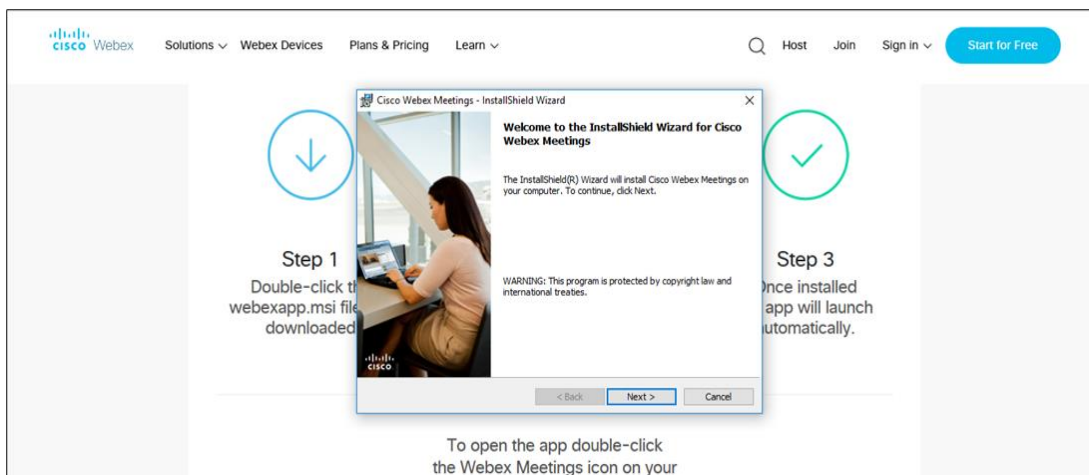
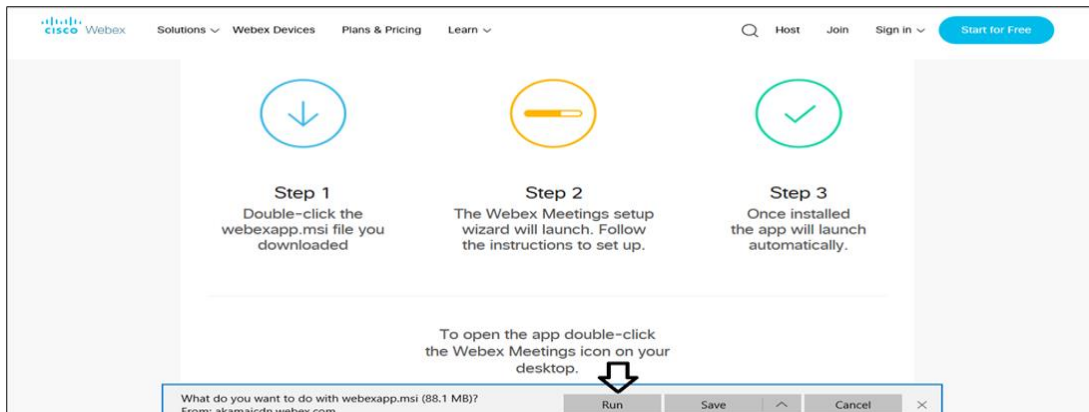
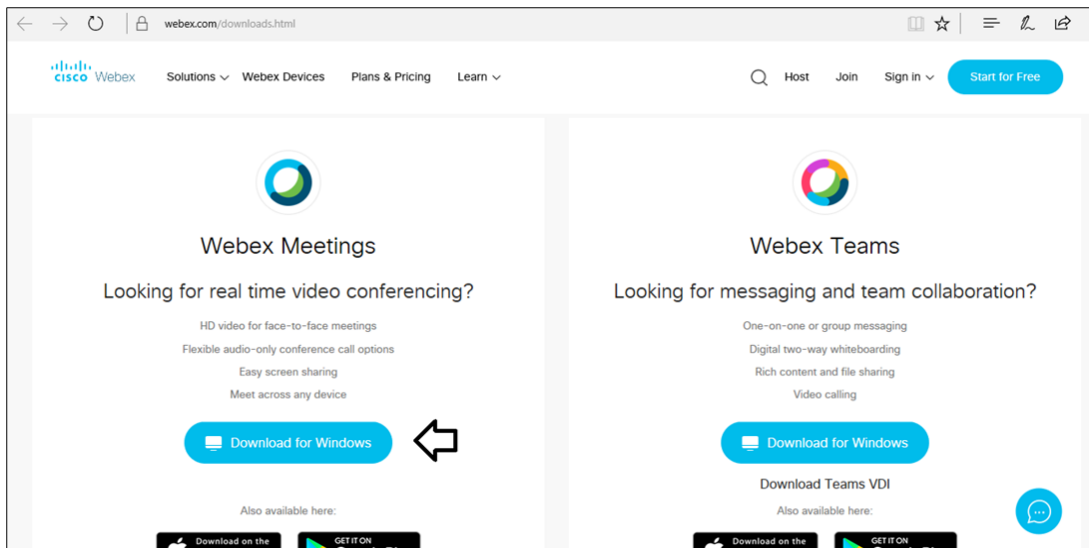
In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

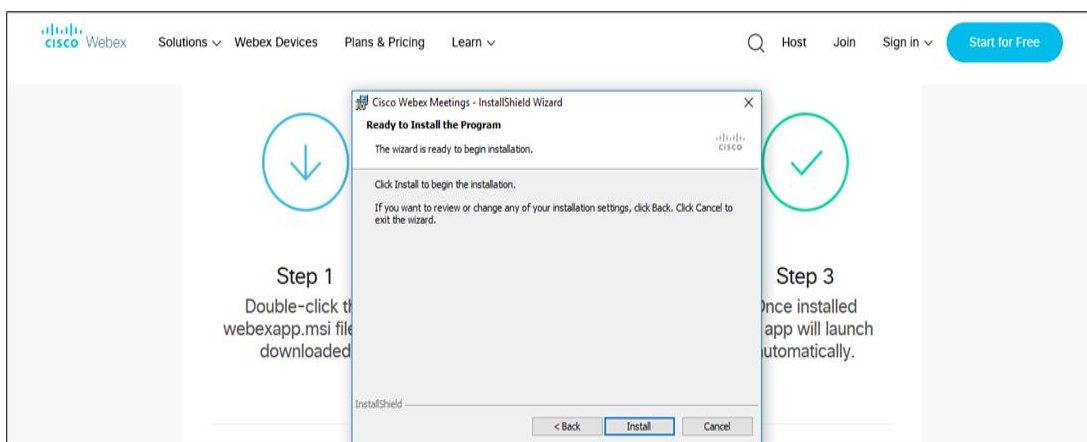
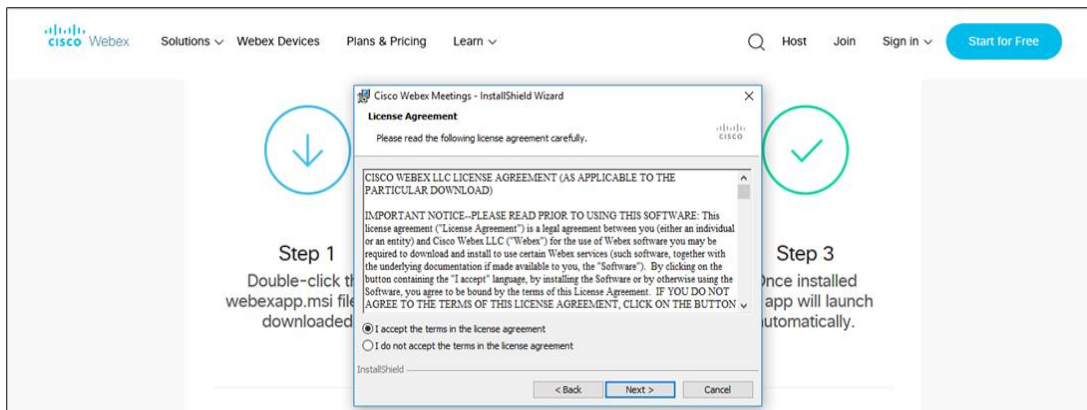
## **ANNEXURE**

### **GUIDELINES TO ATTEND THE AGM PROCEEDINGS OF LINK INTIME INDIA PVT. LTD.: INSTAMEET**

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>





OR

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

**Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.**

1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now

1 (B) If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



Event Information:

Event status:  
Date and time:  
Duration:  
Description:

By joining this event, you are accepting the Cisco Webex [Terms of Service](#) and [Privacy Statement](#).

Join Event Now

You cannot join the event now because it has not started.

First name:   
Last name:   
Email address:   
Event password:

Join Now

Join by browser **NEW!**

If you are the host, [start your event](#).

**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:** 13/05/2021

**Place:** Vadodara



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

**Item No:4**

**To approve the remuneration of Mr. Kailash Gupta, Whole-Time Director of the Company:**

Mr. Kailash Gupta, was appointed and designated as Whole Time Director of the Company at its General Meeting held on 30<sup>th</sup> September, 2020 for a period of 3 years. Further, considering the contribution of Mr. Kailash Gupta and the progress made by the Company under his leadership and guidance and as per the recommendation of Nomination and Remuneration Committee, the Board of Directors at its meeting held on 5<sup>th</sup> February, 2021 approved the remuneration of Mr. Kailash Gupta Rs. 30000/- Per Month till the remaining period of his present term of appointment on terms & condition as enumerated in the resolution.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013 remuneration of Mr. Kailash Gupta as decided by Board is required to be approved by the members at their meeting due to inadequacy of profit.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding Financial year and in the current financial year.

Except Mr. Kailash. Gupta, none of the Directors, Promoters, Key Managerial Personnel and their relatives is considered to be concerned or interested financially or otherwise, in the resolution.

The details of Mr. Kailash Gupta as required to be given pursuant to Listing regulations and Secretarial Standards are attached to the notice.

**Item No. 5 & 6**

**Increase in Authorized Share Capital of The Company to Enable Issue of Bonus Shares & To Alter Clause V of Memorandum of Association to Reflect the Increase in The Authorized Share Capital Proposed Under Item No. 5**

The Board in its meeting held on 13<sup>th</sup> May, 2021, approved and recommended subject to the consent of the members of the Company and approval of other regulatory authorities, issue of Bonus Equity Shares of Rs. 10/- (Rupees Ten only) each in the proportion of 3:1 i.e. 3 (Three) new fully paid-up equity shares of Rs. 10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each by capitalizing a sum of Rs. 9,88,74,000/- (Rupees Nine Crore Eighty Eight Lacs Seventy Four Thousand Only) out of sum of Rs. 12,95,98,516 /- (Twelve Crore Ninety Five Lacs Ninety Eight Thousand Five Hundred Sixteen Only) outstanding to the credit of the Securities Premium account as per the last Audited Financial Statements i.e as on March 31, 2021 by considering applicable accounting standard of the Company.

The present Authorized share capital of the company is Rs. Rs. 10,00,00,000/- (Rupee Ten Crore Only) divided into 10000000 (One Crore) Equity Shares of Rs. 10/- (Rupee Ten Only) each





In order to facilitate issue of bonus shares, it is proposed to increase the Authorised Share Capital to Rs. 15,00,00,000/- (Rupee Fifteen Crore Only) divided into 15000000 (One Crore Fifty Lacs) Equity Shares of Rs. 10/- (Rupee Ten Only) each by creation of additional 5000000 (Fifty Lacs) Equity Shares of Rs.10/- (Rupee Ten Only) each ranking pari-passu in all respect with the existing Equity Shares of the Company. The increase in the Authorised Share Capital as aforesaid would entail consequential alteration of the existing Clause V of the Memorandum of Association of the Company.

The increase in the Authorised Share Capital and consequential alteration to Clause V of the Memorandum of Association of the Company requires members' approval in terms of Sections 13, 61 and 64 of the Companies Act, 2013.

Accordingly, Resolutions under Item no. 5 and 6 of this Notice seek Members' approval by way of Ordinary Resolution for increase in authorized share capital and consequential amendments to Memorandum of Association of the Company.

The Board recommends the resolutions under Item no. 5 and 6 for approval of the Members by way of Ordinary Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolutions under Item no. No. 5 and 6 of this Notice except to the extent of shares held by them or any concern or company controlled by them in the Company.

#### **Item No.: 7**

#### **To Approve Issue of Bonus Equity Shares.**

The equity shares of your Company are listed on the SME Platform of Bombay Stock Exchange of India Limited (BSE). The Board of Directors of the company were of the view to capitalize the Securities Premium account by issuing Bonus Equity Shares for the benefit of the members of the company. Hence, the Board in its meeting held on 13<sup>th</sup> May, 2021, approved and recommended subject to the consent of the members of the Company and approval of other regulatory authorities, issue of Bonus Equity Shares of Rs. 10/- (Rupees Ten only) each in the proportion of 3:1 i.e. 3 (Three) new fully paid-up equity share of Rs. 10/- (Rupees Ten only) each for every 1 (One) existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each held by the Members on the "Record Date" to be determined by the Board by capitalizing a sum of Rs. 9,88,74,000/- (Rupees Nine Crore Eighty Eight Lacs Seventy Four Thousand Only) out of sum of Rs. 12,95,98,516 /- (Twelve Crore Ninety Five Lacs Ninety Eight Thousand Five Hundred Sixteen Only) outstanding to the credit of the Securities Premium account as per the last Audited Financial Statements i.e as on March 31, 2021 by considering applicable accounting standard of the Company.

Pursuant to the provisions of Sections 63 and other applicable provisions of the Companies Act, 2013 and subject to other applicable statutory and regulatory approvals, issue of bonus shares require approval of the Members by way of Ordinary Resolution.

Accordingly, Resolution under Item no. 7 of this Notice seek Members' approval by way of Ordinary Resolution for issue of bonus shares.

The Board recommends the resolution under Item no. 7 for approval of the Members by way of Ordinary Resolution.



None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution under Item no. No. 7 of this Notice except to the extent of shares held by them or any concern or company controlled by them in the Company.

**Item No.: 8**

**Appointment of Mr. Ravi Bhandari (DIN: 06395271) as an Independent Director**

The Board of Directors of the Company had appointed Mr. Ravi Bhandari as an Additional Director of the Company with effect from 5<sup>th</sup> February, 2021. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Ravi Bhandari shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mr. Ravi Bhandari signifying his candidature as an Independent Director of the Company. A brief profile of Mr. Ravi Bhandari, including nature of his expertise, is provided at this Annual Report. The Company has received a declaration of independence from Mr. Ravi Bhandari. In the opinion of the Board, Mr. Ravi Bhandari fulfils the conditions specified in the Companies Act, 2013, for appointment as Independent Director of the Company. None of the Directors or Key Managerial Personnel and their relatives, except Mr. Ravi Bhandari, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 8 for approval of the Members.

**Item No.: 9**

**Appointment of Mrs. Enu Shah (DIN: 07216454) as an Independent Director**

The Board of Directors of the Company had appointed Mrs. Enu Shah as an Additional Director of the Company with effect from 22<sup>nd</sup> March, 2021. In accordance with the provisions of Section 161 of Companies Act, 2013, Mr. Ravi Bhandari shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mrs. Enu Shah signifying her candidature as an Independent Director of the Company. A brief profile of Mrs. Enu Shah, including nature of her expertise, is provided at this Annual Report. The Company has received a declaration of independence from Mr. Ravi Bhandari. In the opinion of the Board, Mr. Ravi Bhandari fulfils the conditions specified in the Companies Act, 2013, for appointment as Independent Director of the Company. None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Enu Shah, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Ordinary Resolution set out at Item no. 9 for approval of the Members.

**Registered Office:**

3/2, Labdhi Industrial Estate,  
Acid Mill Compound,  
Ranmukteshwar Road, Pratapnagar  
Vadodara-390004  
**Date:** 13/05/2021  
**Place:** Vadodara

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

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

**ANNEXURE TO ITEM NO. 3, 8 & 9 OF THE NOTICE**

**Details of Directors seeking appointment and re-appointment at the 13<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>Mr. Kailash Gupta (Item No.3)</b>	<b>Mr. Ravi Bhandari (Item No. 8)</b>	<b>Mrs. Enu Shah (Item No.9)</b>
Date of Birth	29 <sup>th</sup> August, 1997	26 <sup>th</sup> March, 1970	7 <sup>th</sup> April, 1988
Nationality	Indian	Indian	Indian
Date of Appointment	24 <sup>th</sup> August, 2020	5 <sup>th</sup> February, 2021	22 <sup>nd</sup> March, 2021
Qualification	Master of Business Administration from ICFAI Business School	B.E. (Civil) – Saurashtra University, L E College, Morbi.	Chartered Accountant from Institute of Chartered Accountant of India in the Year 2018.
Expertise in specific functional area	Mr. Kailash Gupta has obtained experience from Urban Online Services Private Limited during his internship (20-21) and was responsible for offline market and Vendor Development programme. He got expertise in Operation & Business Development & handling the Value Engineering, Cost reduction, business development in his capacity as director.	Mr. Ravi Bhandari accompany with a rich and versatile experience of over 29 years with various Corporates. Expertization of Mr. Ravi Bhandari includes Projects Management, Techno Commercial functions, Business handling with P & L responsibility, Merger and Acquisition activities, etc. across various sectors such as Manufacturing, Refinery and Petrochemicals, Telecom and Healthcare.	Mrs. Enu Shah accompany with over 6.5 Years of rich experience in the field of Finance and more than 5 Years of training experience with private sector. she started its carrier with Chartered Accountancy firm gradually climbed up with the assignment and currently working as CFO of the Listed Company. Major expertization of Mrs. Enu Shah includes Auditing & Taxation work.



Terms & conditions of Appointment/ Re-appointment	Appointed as Additional Director by Board of Directors at duly convened Board Meeting held on 24 <sup>th</sup> August, 2020 and then after appointed as Whole-Time Director liable to retire by rotation for a period of 3 Years by Shareholders at the 12 <sup>th</sup> Annual General Meeting held on 30 <sup>th</sup> September, 2020.	Appointed as Additional Independent Director on the Board of the Company at the duly convened Board Meeting held on 5 <sup>th</sup> February, 2021 and being eligible to be appointed as an Independent Director for a term upto five years at the forthcoming Annual General Meeting.	Appointed as Additional Independent Director on the Board of the Company w.e.f. 22 <sup>nd</sup> March, 2021 by way of passing of circular resolution on 23 <sup>rd</sup> March, 2021 and being eligible to be appointed as an Independent Director for a term upto five years at the forthcoming Annual General Meeting.
Remuneration/ Sitting fees drawn	30,000/- Per Month	NIL	NIL
Date of First appointment on Board	24 <sup>th</sup> August, 2020	5 <sup>th</sup> February, 2021	Appointed w.e.f. 22 <sup>nd</sup> March, 2021 by way of passing of circular resolution on 23 <sup>rd</sup> March, 2021
List of Companies in which directorship is held	N.A.	1. Slaney Healthcare Private Limited 2. Shalby International Limited 3. Vrundavan Shalby Hospitals Limited 4. Yogeshwar Healthcare Limited 5. Kusha Healthcare Limited (Amalgamated in to Shalby Limited) 6. Hari om Healthcare Private Limited (Amalgamated in to Shalby Limited) 7. Shalby Surat Hospital Private Limited (Amalgamated in to Shalby Limited)	1. Capin Finman Solutions Private Limited. 2. Chokshi Advisory Private Limited
Chairman/ Member in the committees of the boards of other companies in which he is director	N.A.	N.A.	N.A.
Relation with Key Managerial	Son of Mr. Kaushalkumar S. Gupta	Not related to KMP and Directors	Not related to KMP and Directors



Bansal Roofing Products Limited

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Personnel and Directors			
Number of Meetings of the board attended during the year	2	NIL	NIL
No. of shares held in the Company as on 31 <sup>st</sup> March, 2021	49000	NIL	NIL