

NOTICE

Notice is hereby given that the 14th Annual General Meeting of the members of the BANSAL ROOFING PRODUCTS LIMITED (CIN: L25206GJ2008PLC053761) will be held on Thursday, 15th September, 2022 at 2:00 P.M. IST through Video Conferencing (“VC”) / other Audio- Visual Means (“OAVM”) to transact the following business.

ORDINARY BUSINESS:

1. **To consider, to adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 and the Reports of the Board of Directors’ and the Auditors’ thereon.**

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

“**RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2022 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. **To appoint a Director in place of Mrs Sangeeta K. Gupta having [DIN: 02140757], who retires by rotation and is eligible for reappointment.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs Sangeeta K. Gupta (DIN: 02140757), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. **To Increase the remuneration payable to Mr Kaushalkumar S. Gupta (DIN: 02140767), Chairman and Managing Director 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 Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or reenactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to Mr Kaushalkumar S. Gupta (DIN: 02140767), Chairman and Managing Director, till the same further amended for the remaining period of his tenure viz., from 1st September, 2022 to 31st July, 2026” by way of salary, perquisites and allowances of Rs. 3,10,000 p.m.

“**RESOLVED FURTHER THAT** the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved here in be continued to be paid as minimum remuneration to the Chairman and Managing Director, subject to such other approvals as may be necessary.”

“**RESOLVED FURTHER THAT** save and except as aforesaid, the Special Resolution approved and passed by the Members through postal ballot dated 26th March, 2022 with respect to the re-appointment of Mr Kaushalkumar S. Gupta, as Chairman and Managing Director, shall continue to remain in full force and effect.”

“RESOLVED FURTHER THAT the Board of Directors can alter and vary the remuneration payable to Mr Kaushalkumar S. Gupta which shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Mr Kaushalkumar S. Gupta as Chairman and Managing Director within the overall limits under the Act subject to such other approval that may be necessary and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.”

4. To Increase the Remuneration payable to Mrs Sangeeta K. Gupta (DIN: 02140757), Whole-Time Director 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 Sections 196, 197, 198 read with schedule V and other applicable provisions, if any, of the Companies Act, 2013(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, the consent of the members of the Company be and is hereby accorded for increase in remuneration payable to Mrs Sangeeta K Gupta, Whole-Time Director of the Company from 1st September, 2022 till the remaining period of her present term of appointment i.e. up to 8th January, 2027, Rs. 40,000 p.m. including all the allowances, perquisites and commission. The other terms and conditions of her 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 Mrs Sangeeta K 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, Mrs Sangeeta K 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 Mrs Sangeeta K Gupta be suitably amended to give effect to such modification, relaxation or variation, subject to such approvals as may be required by law.

5. To Increase the remuneration payable to Mr Kailash K. 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 a **Special Resolution**.

“RESOLVED THAT, Pursuant to the provisions of Sections 196, 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 members of the Company be and is hereby accorded for increase in remuneration payable to Mr Kailash K. Gupta, Whole-Time Director of the Company from 1st September, 2022 till the remaining period of his present term of appointment i.e. up to 30th September, 2023, Rs. 1,00,000/- p.m. including all the allowances, perquisites and commission. 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, 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.

6. To appoint Mrs Arpita Tejaskumar Shah (DIN: 09630872), as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to Regulation 16(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015, Mrs. Arpita Tejaskumar Shah (DIN: 09630872), who was appointed as an Additional Director of the Company in the category of Independent Director, by the Board of the Company with effect from 4th August, 2022, and who holds office till the date of ensuing Annual General Meeting in terms of Section 161 of the Act, be and is hereby appointed as a Director of the Company in the category of Independent Director for a term up to five consecutive, not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby severally authorised to do all acts or things necessary to give effect to the above resolution.”

Registered Office:

274/ 2, Samlaya Sherpura Road,
Village: Pratapnagar,
Taluka: Savli, Dist.: Vadodara – 391520,
Gujarat, India
Date: 04/08/2022
Place: Vadodara

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

Archi Shah
Company Secretary
(Mem. No.: A48373)

NOTES:

1. The Ministry of Corporate Affairs (“MCA”) allowed conducting Annual General Meeting (“AGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) and dispensed physical presence of the Members at a common venue. Accordingly, MCA issued Circular No. 20/2020 dated 5th May, 2020 read with Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020, Circular No. 02/2021 dated 13th January, 2021, Circular No. 19/2021 dated 8th December, 2021 and Circular No. 02/2022 dated 05th May, 2022 (hereinafter collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) vide Circular Nos. SEBI/HO/CFD/CMD1CIR/P/2020/79 dated 12th May, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 (hereinafter collectively referred to as SEBI Circulars) prescribing the procedures and manner of conducting the AGM through VC/OAVM. In terms of the said Circulars, the 14th AGM of the Members will be held through VC/OAVM mode. Hence, Members can attend and participate in the AGM through VC/OAVM only.
2. The register of members and share transfer books of company shall remain closed from 8th September, 2022 to 15th September, 2022 (both days inclusive) for the purpose of 14th Annual General Meeting.
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. 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 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 on the date of the AGM will be provided by Link Intime India Private Limited.
7. Members are requested to participate on first come first served basis, as participation through VC/OAVM is limited. Members can login and join 15 (fifteen) minutes prior to the scheduled time of the commencement of the meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the scheduled time. Participation is restricted upto 1000 members only. However, the participation of large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the chairperson of the Audit committee, Nomination and remuneration committee and stakeholders Relationship committee, Auditors etc. will not be subject to restriction of first come first served basis.
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 2021-22 are being sent only through electronic mode to those Members whose email addresses is registered with the Company/ Depositories/ the Depository Participant (s). Members who have not registered their email addresses with the Company can get the same registered with the Depositories/ Depositories Participant (s) by submitting duly filled and signed member updation form to the concerned Depositories Participant (s). Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.bansalroofing.com , websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com.
10. Members of the Company holding shares either in physical form or in Dematerialised forms as on Benpos date i.e. 8th August, 2022 will receive Annual Report for the financial year 2021-22 through electronic mode.
11. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out facts concerning the business are annexed hereto.
12. Brief Profile of Directors seeking appointment and re-appointment at the Annual General Meeting is provided in 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 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.
14. Shareholders holding shares in identical order of names in more than one folio, are requested to write to the Company or to the office of the Registrar & Share Transfer Agent, M/s. Link Intime India Private Limited ("Link Intime"), C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083 enclosing their share certificate(s) to enable the Company to consolidate their holdings in one single folio.
15. 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.
16. 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.
17. The relevant documents referred to in this notice requiring approval by the members at the meeting shall be available for inspection at the registered office of the Company on all working days during business hours, up to the date of AGM.
18. 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 so that the information required may be made available at the Meeting and the same will be replied by the Company suitably.
19. 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) or the Companies Registrar & Share Transfer Agent viz /s. Link Intime India Private Limited ("Link Intime"), C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai – 400 083, Tel: +91 22 49186270;

Email: rent.helpdesk@linkintime.co.in. 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.

20. 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.
21. Non-Resident Indian Members are requested to inform Link Intime India Private Limited via e-mail rent.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.
22. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in physical & electronic mode. Members can inspect the same by sending an email to cs@bansalroofing.com.
23. **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. 7th September, 2022 may cast their vote electronically. The e-voting period will commence from Monday, 12th September, 2022 at 09:00 a.m. (IST) and will end at 05:00 p.m. (IST) on Wednesday, 14th September, 2022. The e-voting module will be disabled on Wednesday, 14th September, 2022 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 7th September, 2022.
- 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.
- 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.

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

1. Individual Shareholders holding securities in demat mode with NSDL

1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> 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 Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, 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 <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.

2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. 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 i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form is given below:

Individual Shareholders of the company, holding shares in physical form as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
 - A. User ID:** Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

▶ 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).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.

4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.
3. 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).
4. 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.

Guidelines for 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.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders 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.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

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

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participant's 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".

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

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.

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.

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.

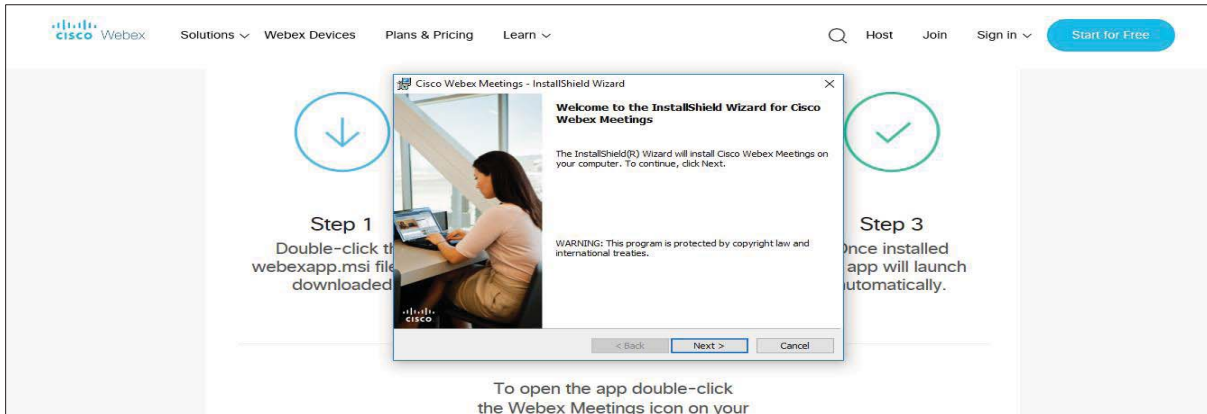
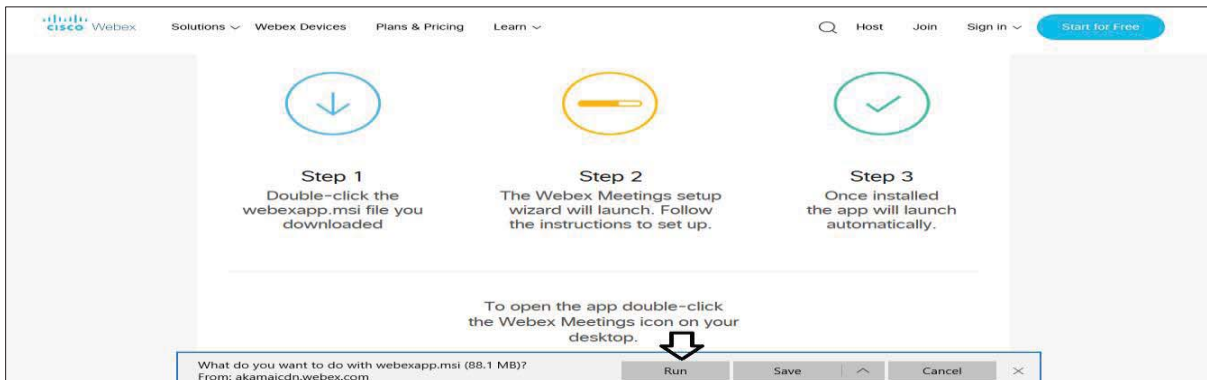
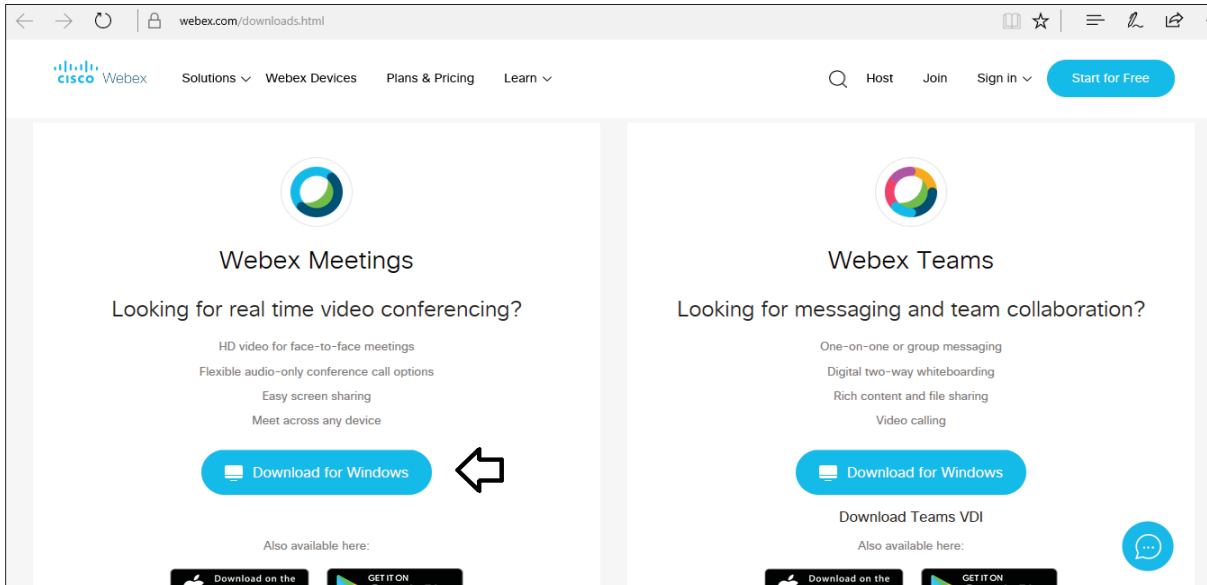
Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

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

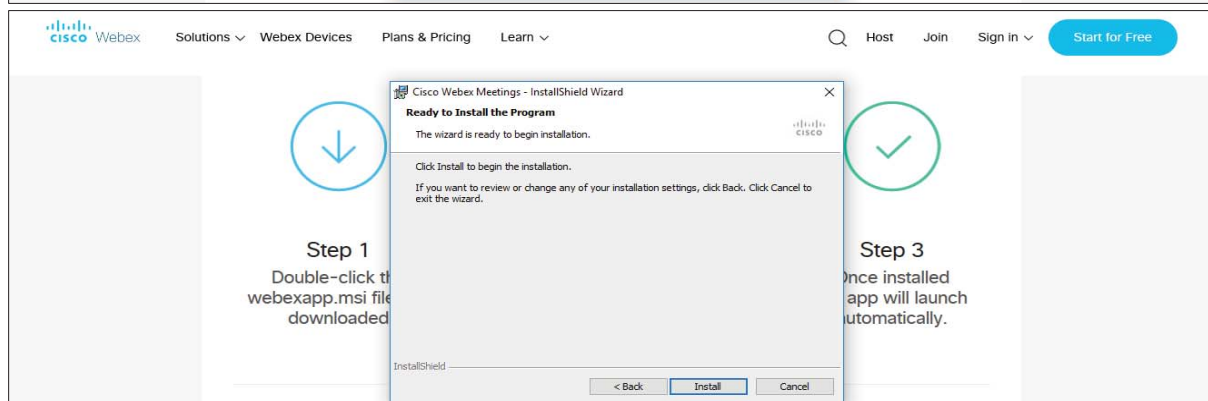
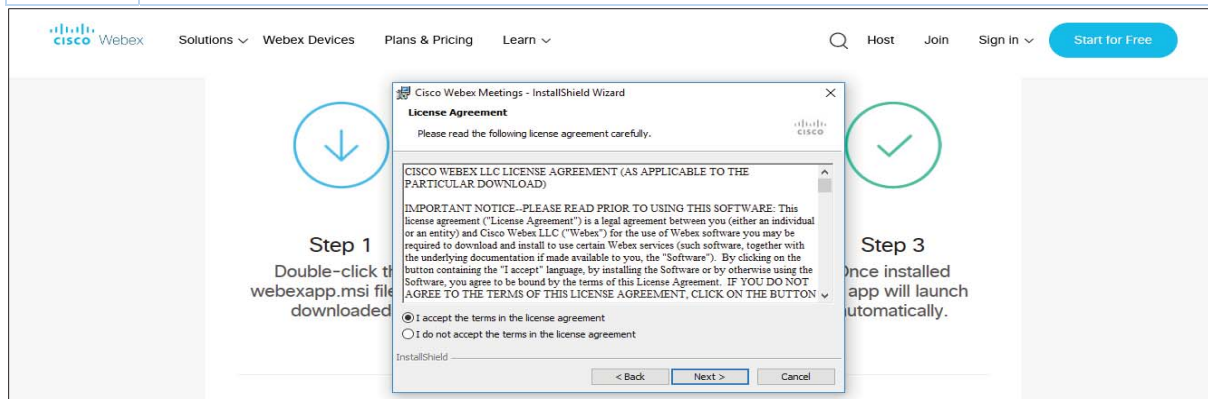
Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

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/>

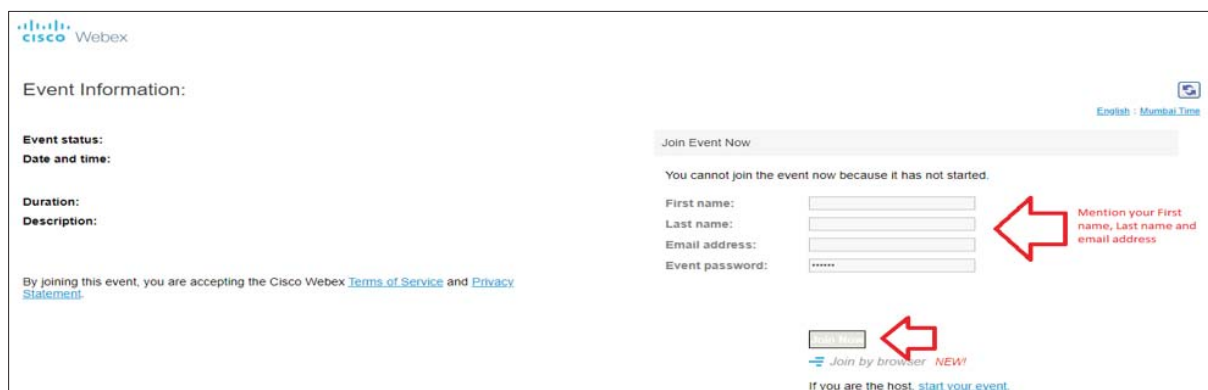


Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to 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



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:



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

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

Registered Office:
274/ 2, Samlaya Sherpura Road,
Village: Pratapnagar,
Taluka: Savli, Dist.: Vadodara – 391520,
Gujarat, India

Date: 04/08/2022
Place: Vadodara

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

Item No.: 3

Mr Kaushalkumar S. Gupta, is the promoter and Managing Director of the company. He has been appointed as the director since incorporation (from 2008) and designated as a Managing Director of the company with effect from August 29, 2013. Mr Kaushalkumar S. Gupta, aged 52 years, holds a Bachelor's Degree in Industrial Engineering from Saurashtra University. Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mr Kaushalkumar S. Gupta, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on 4th August, 2022, has approved the proposal to increase the remuneration of Mr Kaushalkumar S. Gupta, Managing Director, from existing Rs. 2,50,000/- p.m. to Rs. 3,10,000/- p.m., subject to the approval of shareholders, as set out in the resolution being item no. 3 of the accompanying notice w.e.f. 1st September, 2022 for the remaining period of his tenure i.e. upto 31st July, 2026.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr Kaushalkumar S. Gupta as Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 3 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time. In view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II, subject to the following:

(i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.

(ii) There is no default in repayment of any of its debts or interest payable thereon.

The Nomination and Remuneration Committee at its meeting held on 4th August, 2022 has already approved the above remuneration payable to Mr Kaushalkumar S. Gupta, Managing Director of the Company. Further the Company has not made any default in repayment of any of its debts or interest payable thereon. The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above revision in remuneration. Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Managing Director of the Company as approved by the members of the Company shall remain unchanged. Considering Mr Kaushalkumar S. Gupta experience in various business activities and the trend in the industry, the terms of his remuneration are considered to be fair, just and reasonable.

Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members. None of the Directors, Key Managerial Personnel and their relatives, except Mr Kaushalkumar S. Gupta is in any way, concerned or interested in the said resolution. The Board commends the Special Resolution set out at Item No.3 of the accompanying Notice for the approval by the Members.

Item No.: 4

Mrs Sangeeta K. Gupta, was appointed as Whole Time Director of the Company with effect from 9th January, 2014 for a period of 3 years at the duly convened 9th Extra-ordinary General Meeting of shareholders of the Company held on 20th January, 2014. Mrs Sangeeta K. Gupta, aged 49 years, is a holder of Master degree in Arts (English Entire). She is responsible for internal operations and staff support services of our Company. Taking into consideration the increased business activities of the Company coupled with higher responsibilities cast on Mrs Sangeeta K. Gupta, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on 4th August, 2022, has approved the proposal to increase the salary of Mrs Sangeeta K. Gupta, Whole Time Director, from existing Rs. 25,000/- p.m. to Rs. 40,000/- p.m. subject to the approval of shareholders, as set out in the resolution being item no. 4 of the accompanying notice w.e.f. 1st September, 2022 for the remaining period of her tenure i.e. upto 8th January, 2027.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mrs. Sangeeta K. Gupta as Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to her by way of salary, perquisites and allowances as specified in the resolution being item no. 4 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time. In view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II subject to the following:

(i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.

(ii) There is no default in repayment of any of its debts or interest payable thereon.

The Nomination and Remuneration Committee at its meeting held on 4th August, 2022 has already approved the above remuneration payable to Mrs Sangeeta K. Gupta, Whole-time Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

The proposed revision in remuneration above is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above revision in remuneration.

Except for the aforesaid revision in salary, all other terms and conditions of her appointment as Whole Time Director of the Company as approved by the members of the Company shall remain unchanged. Considering Mrs Sangeeta K. Gupta's experience, the terms of her remuneration are considered to be fair, just and reasonable and are commended for your approval. Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

None of the Directors, Key Managerial Personnel and their relatives, except Mrs Sangeeta K. Gupta is in any way, concerned or interested in the said resolution. The Board commends the Special Resolution set out at Item No.4 of the accompanying Notice for the approval by the Members.

Item No. 5

Mr Kailash K. Gupta, was appointed as Whole Time Director of the Company with effect from 24th August, 2020 for a period of 3 years at the duly convened 12th Annual General Meeting of the shareholders of the Company held on 30th September, 2020. Mr Kailash K. Gupta, aged 24 years, is a holder of Master degree in Business Administration from ICFAI Business School (IBS). He is responsible for Operations and Business Development of our Company. Taking into consideration the increased business activities of the Company, the Board of Directors, on recommendation of the Nomination and Remuneration Committee of the Company, at its meeting held on 4th August, 2022, has approved the proposal to increase the salary of Mr Kailash K. Gupta, Whole Time Director, from existing Rs. 30,000/- p.m. to Rs. 1,00,000/- p.m. subject to the approval of shareholders, as set out in the resolution being item no. 5 of the accompanying notice w.e.f. 1st September, 2022 for the remaining period of his tenure i.e. upto 24th August, 2023.

Minimum Remuneration: Where in any financial year, during the currency of the tenure of Mr Kailash K. Gupta as Whole Time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to him by way of salary, perquisites and allowances as specified in the resolution being item no. 5 of the accompanying notice as minimum remuneration, subject to the limits and conditions as prescribed under Schedule V of the Companies Act, 2013, as may be amended from time to time. In view of the relevant extant provisions of law relating to managerial remuneration, the Company is complying with the provisions of Section II of Part II of Schedule V of the Companies Act, 2013 which prescribes that in case of no profits or inadequate profits, the remuneration can be paid by the Company to its managerial personnel as minimum remuneration within the limits arrived at in accordance with the requirements of the said section II subject to the following:

(i) The payment of remuneration is approved by a resolution passed by the Board and also by the Nomination and Remuneration Committee of Directors.

(ii) There is no default in repayment of any of its debts or interest payable thereon.

The Nomination and Remuneration Committee at its meeting held on 4th August, 2022 has already approved the above remuneration payable to Mr Kailash K. Gupta, Whole-time Director of the Company. Further, the Company has not made any default in repayment of any of its debts or interest payable thereon.

The proposed revision in above remuneration is well in conformity with the relevant provisions of the Companies Act, 2013, read with Schedule V to the said Act and hence approval of Central Government is not required for the above revision in remuneration.

Except for the aforesaid revision in salary, all other terms and conditions of his appointment as Whole Time Director of the Company as approved by the members of the Company shall remain unchanged. Considering Mr Kailash K. Gupta's experience, the terms of his remuneration are considered to be fair, just and reasonable and are commended for your approval. Accordingly, Special Resolution is submitted to the meeting for the consideration and approval of Members.

None of the Directors, Key Managerial Personnel and their relatives, except Mr Kailash K. Gupta is in any way, concerned or interested in the said resolution. The Board commends the Special Resolution set out at Item No.5 of the accompanying Notice for the approval by the Members.

Item No. 6

Mrs Arpita Tejaskumar Shah (DIN: 09630872) who was appointed as Additional Director in the category of Non-Executive Independent Woman Director of the Company, by the Board of Directors pursuant to recommendation of Nomination and Remuneration Committee, with effect from 4th August, 2022, subject to approval of shareholders and holds office up to the ensuing Annual General Meeting of the Company. The Company has received a Notice in writing under the provisions of Section 160 of the Companies Act, from a Member proposing the candidature of Mrs Arpita Tejaskumar Shah for the office of Director, to be appointed under the provisions of Section 149 of the Companies Act, 2013. Mrs Arpita Tejaskumar Shah has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, Mrs Arpita Tejaskumar Shah fulfils the conditions specified in the Act and the rules framed thereunder for appointment as Independent Director and she is independent of the management. The Details required under Regulations 26(4) and 36(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 is annexed as Annexure to the Notice. Save and except, Mrs Arpita Tejaskumar Shah, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution respectively. The Board recommends the resolutions set forth at item no. 6 of the Notice for the approval of the members as an ordinary resolution.

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

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

Registered Office:
274/ 2, Samlaya Sherpura Road,
Village: Pratapnagar,
Taluka: Savli, Dist.: Vadodara – 391520,
Gujarat, India

Date: 04/08/2022
Place: Vadodara

Annexure to the Notice

Details of Directors seeking Appointment/ Re-appointment in 14th Annual General Meeting

(Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India)

Name of Directors	Mr Kaushalkumar S. Gupta	Mrs Sangeeta K. Gupta	Mr Kailash K. Gupta	Mrs Arpita Tejaskumar Shah*
Date of Birth	30 th July, 1970	6 th August, 1972	29 th August, 1997	3 rd September, 1985
Date of first appointment on Board	29 th August, 2013	9 th January, 2014	24 th August, 2020	4 th August, 2022
Brief Profile/Experience/ Expertise in specific functional Area	Mr Kaushalkumar S. Gupta has more than 28 years of experience in various business activities ranging from Trading, Distribution, Manufacturing and Consulting.	Mrs Sangeeta K. Gupta is responsible for internal operations and staff support services of our Company	Mr Kailash K. Gupta has gained the experience from Urban Online Services Private Limited during his internship (20-21) and was responsible for offline market and Vendor Development programme. He joined Bansal Roofing Products Limited as Whole-time Director and is responsible for Operations and Business Development.	Mrs Arpita Tejaskumar Shah is a qualified Chartered Financial Analyst by profession having experience of more than 16 years. She started her career as Equity Research Analyst in 2005 and gained the first-hand experience of interacting with investors, writing of research reports, keeping coverage of Industry related news, global trends and Developments. Since 2012 she is working as an Independent Financial Advisor.
Qualifications	Bachelor of Industrial Engineering	Master of Arts (English Entire)	Master of Business Administration	Chartered Finance Analyst from, Tripura

Terms and conditions of appointment/ re-appointment	He is re-appointed as Managing Director of the Company with effective from 1 st August, 2021 for a period of five years by the Board of Directors in their meeting held on 3 rd July, 2021 and by the shareholders of the Company through Postal Ballot on 26 th March, 2022 As per the terms of re-appointment, he is not liable to retire by rotation pursuant to Section 152 of the Act. Details of remuneration sought to be paid forms part of the resolution seeking approval of shareholders.	She is re - appointed as Whole-Time Director of the Company with effective from 9 th January, 2022 for a period of five years by the Board of Directors in their meeting held on 10 th February, 2022 and by the shareholders of the Company through Postal Ballot on 26 th March, 2022 As per the terms of re-appointment, she is liable to retire by rotation pursuant to Section 152 of the Act. Details of remuneration sought to be paid forms part of the resolution seeking approval of shareholders.	He was appointed as an Additional Director in the whole-time category of the Company by the Board of Directors in their meeting held on 24 th August, 2020. Subsequently, he was appointed as a Whole Time Director by the shareholders of the Company at the duly conveyed 12 th Annual General Meeting of the Company held on 30 th September, 2020 for a period of three years w.e.f 24 th August 2020. As per the terms of his appointment, he is liable to retire by rotation pursuant to Section 152 of the Act. Details of remuneration sought to be paid forms part of the resolution seeking approval of shareholders.	Based on the recommendation of the Nomination and Remuneration Committee, the Board in its meeting held on 4 th August, 2022 appointed Mrs Arpita Tejaskumar Shah as an Additional Director in the Independent Category. As per the provisions of Section 161 of the Act, she holds office up to the date of this Annual General Meeting and seeks approval for appointment in the capacity of Independent Director for a period of 5 years w.e.f 4 th August, 2022.
Details of remuneration sought to be paid	Rs. 37.20 Lakhs p.a.	Rs. 4.80 Lakhs p.a.	Rs. 12.00 Lakhs p.a.	N.A.
Remuneration last drawn by such person, if applicable	Rs. 30 Lakhs p.a.	Rs. 3 Lakhs p.a.	Rs. 3.60 Lakhs p.a.	N.A.
Relationship with other Directors, Manager and other Key Managerial	Spouse of Mrs Sangeeta K Gupta (Whole Time Director) & Father	Spouse of Mr Kaushalkumar S. Gupta (Chairman and	Son of Mr Kaushikumar S. Gupta (Chairman and Managing	Not related to any Director or Key Managerial Personnel

Personnel of the Company	of Mr Kailash K Gupta (Whole Time Director)	Managing Director) & Mother of Mr Kailash K Gupta (Whole Time Director)	Director) & Mrs Sangeeta K. Gupta (Whole Time Director)	of the Company
Number of Meetings of the Board attended during the year	5	5	5	NA
Directorship held in other companies	NIL	NIL	NIL	NIL
Membership/ Chairmanship of committees of the companies	Stakeholder Relationship Committee Meeting	NIL	Audit Committee Meeting	NIL
Membership/ Chairmanship of committees of other companies	NIL	NIL	NIL	NIL
Shareholding in the Company as on 31st March, 2022	63,54,252	24,96,000	1,96,000	NIL

* Mrs Arpita Tejaskumar Shah was appointed as Additional Independent Director effective from 4th August, 2022