



# Bansal Roofing Products Ltd.



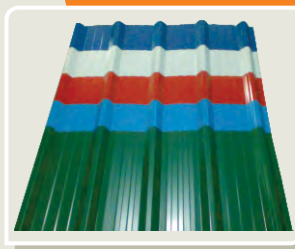
## ANNUAL REPORT 2013-2014



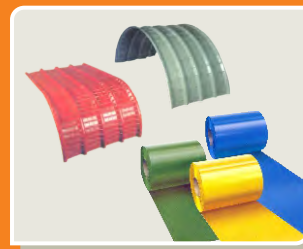
Turbo Ventilator



FRP Designing Sheet

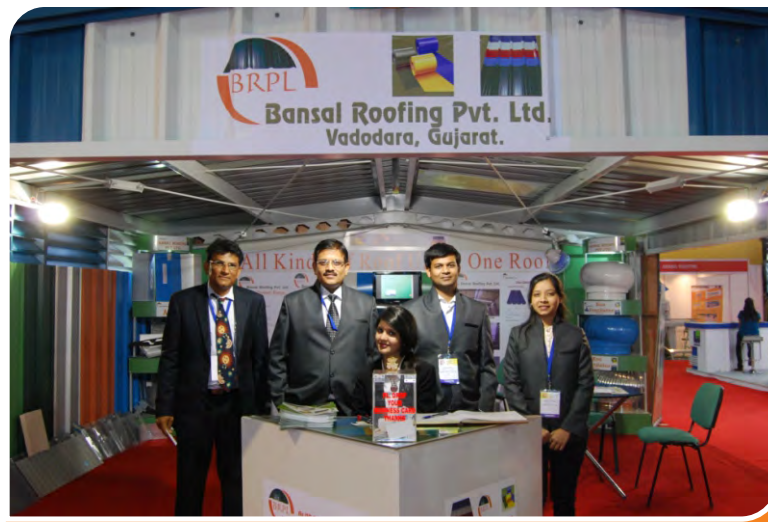


Colour Coated Sheet



Plain Sheet & Accessories

**Participation in Roof India Exhibition (24/05/13 to 26/05/13)**



**Fabricators Meet Organised by the Company on 7th of April 2013**



**BOARD OF DIRECTORS**

Mr. Kaushalkumar S. Gupta	Chairman & Managing Director
Mr. Satishkumar S. Gupta	Whole Time Director
Mrs. Sangeeta K. Gupta	Whole Time Director
Mrs. Beena P. Bisht (w.e.f. 20.01.2014)	Non-Executive Independent Director
Mrs. Shilpa A. Jadeja (w.e.f. 20.01.2014)	Non-Executive Independent Director
Ms. Bhavitaben D. Gurjar (w.e.f. 20.01.2014)	Non-Executive Independent Director

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Ms. Harneetkaur S. Anand (w.e.f. 09.01.2014)

**STATUTORY AUDITORS**

M/s. Santlal Patel & Co.  
Chartered Accountants  
432, Phoniex Complex  
Nr. Suraj Plaza,  
Sayajigunj,  
Vadodara - 390005.

**BANKERS**

State Bank of India  
HDFC Bank Ltd

**REGISTERED OFFICE**

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

**REGISTRAR & TRANSFER AGENTS**

Sharex Dynamic (India) Pvt. Ltd.  
Unit no.1, Luthra Ind. Premises,  
Safed Pool,  
Andheri Kurla Road, Andheri (East),  
Mumbai - 400072

**SIXTH ANNUAL GENERAL MEETING****DAY, DATE & TIME**

Friday, 26<sup>th</sup> September, 2014 at 4:00 P.M.

**PLACE**

Plot No. 6, Raj Industrial Estate,  
Village Vadadala, Jarod Samlaya road,  
Taluka Savli, Vadodara-391520

**BOOK CLOSURE**

8<sup>th</sup> September, 2014 to 10<sup>th</sup> September,  
2014

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**Bansal Roofing Products Ltd**

Formerly Known as:

Bansal Roofing Products Pvt. Ltd

Bansal Roofing Pvt. Ltd

Regd. Office : 3/2, Labdhi Industrial Estate,

Acid Mill Compound, Ranmukteshwar Road,

Pratapnagar, Vadodara-390004, Gujarat - India

Ph: +91 265 2580178 Telefax : +91 265 2581365

CIN :- L25206GJ2008PLC053761

Email:- cs@bansalroofing.com

Website : www.bansalroofing.com

**NOTICE**

Notice is hereby given that Sixth Annual General Meeting of the Members of the Company will be held on Friday, the 26<sup>th</sup> day of September, 2014 at 4:00 P.M. at Plot No. 6, Raj Industrial Estate, Village Vadadala, Jarod Samlaya Road, Taluka Savli, Vadodara-391520, Gujarat, India to transact the following business.

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 the Statement of Profit and Loss Account for the financial period ended as on that date along with the Directors Report and Auditors Report thereon.
2. To appoint a Director in place of Mr. Satishkumar S. Gupta, Whole Time Director holding DIN 02140734 liable to retire by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To re-appoint Statutory Auditors and authorize the Board of Directors to fix their remuneration 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** pursuant to the provisions of Section 139 & 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made hereunder M/s. Santlal Patel & Co., Chartered Accountants (Firm Regn. No. 113888W) be and are hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of Eleventh Annual General Meeting, subject to their reappointment at every AGM at such remuneration as may be determined by the Managing Director of the Company.”

**NOTES**

- I. There being no Special Business that has to be transacted at the Annual General Meeting no explanatory statement as per Section 102 of Companies Act, 2013 has been annexed.
- II. A Member entitled to attend and vote is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A proxy form is annexed to this report. Proxies submitted on behalf of limited companies, societies, etc must be supported by an appropriate resolution/authority, as applicable.



- III. The Register of Members and Transfer Books of the Company will remain closed from 8<sup>th</sup> September to 10<sup>th</sup> September, 2014 (Both days Inclusive) for the purpose of the Sixth Annual General Meeting or any adjournment thereof.
- IV. For the members convenience of Members and for proper conduct of the meeting, venue of the meeting will be regulated by attendance slip, which is enclosed with the Annual Report. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
- V. The information required pursuant to Clause 52 of the SME Equity listing agreement about directors proposed to be reappointed/appointed is given as an Annexure to this notice.
- VI. As per Clause 50 (f) of Listing Agreement with SME, Company has designated email id of the grievance redressal division/compliance officer exclusively for the purpose of registering complaints by investors. Investors are requested to send their communication on designated email id : cs@bansalroofing.com
- VII. Members desiring any information relating to the accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
- VIII. Members holding shares in physical mode are requested to notify any change in their address to the Registrar and Transfer Agents M/s. Sharex Dynamic (India) Private Limited having its office at Unit-1, Luthra Industrial Premises, 1<sup>st</sup> Floor, 44-E, M Vasanti Marg, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai-400072. Members holding shares in electronic form are requested to intimate the same to their respective Depository Participants.
- IX. Copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
- X. The Ministry of Corporate Affairs has taken a Green Initiative in Corporate Governance by issuing circulars allowing paperless compliances by companies through electronic mode. Further, in line with recent circular issued by the Securities Exchange Board of India (SEBI) and consequent changes in the listing agreement, Companies can send Annual Report in electronic mode to Members who have registered their e-mail address for the purpose. The Members holding shares in electronic form are requested to register their e-mail address with their Depository Participant only. The Members of the Company who have registered their e-mail address, are entitled to receive such communication in physical form, upon request.
- XI. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all working days up to the date of the Annual General Meeting.
- XII. Members are requested to bring with them the attendance slip and hand it over at the entry gate.

**Information on Directors Appointment/Re-appointment:**

As per the requirement of Clause 52 of the SME Equity Listing Agreement particulars of Directors proposed to be re-appointed /appointed are given below:

<b>Name of Director</b>	<b>Mr. Satishkumar S. Gupta</b>
<b>Date of Birth</b>	30 <sup>th</sup> May, 1961
<b>Date of Appointment</b>	1 <sup>st</sup> May, 2008
<b>Qualification</b>	Diploma in Mechanical Engineering
<b>Expertise in specific functional area</b>	Finance
<b>List of Companies in which directorship is held as on</b>	N.A.
<b>Chairman/Member of the committee of other companies</b>	Member in Audit Committee

None of other directors are concerned or interested in these resolutions except the appointee.

The Board of Directors recommend the proposed resolution for acceptance by member.

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

**Date:** 27/08/2014  
**Place:** Vadodara

**By Order of the Board**

**Sd/-**  
**Harneetkaur S. Anand**  
**Company Secretary & Compliance Officer**

## Director's Report

### Dear Shareholders

The Directors of your Company have pleasure in submitting their Sixth Annual Report together with the Audited Statement of Accounts for the year ended 31st March, 2014.

### Financial Results:

The working results of the Company for the year ended 31-03-2014 stands as under : -

Particular	(Rs. In lacs)	
	Year ended	Year ended
	31/03/2014	31/03/2013
Total Sales	1916.98	1715.51
Profit before Finance Costs, Depreciation, Extraordinary items & Tax	110.14	97.55
Less : Finance Costs	(11.09)	(2.66)
Less : Depreciation and Amortization	(6.43)	(6.63)
Profit before Prior Period Items and Tax	92.62	88.26
Exceptional and extra ordinary items Prior period items	1.96	-
Profit Before Tax (PBT)	94.58	88.26
Provision for Tax (Current+Deffered)	(28.62)	(24.64)
Profit after Tax	65.96	63.62
Balance brought forward from previous year	58.81	(4.81)
Profit available for appropriation	124.77	58.81
Appropriation : Issue of Bonus Shares	51.72	-
Balance Carried to Balance Sheet	73.05	58.81
Paid-up Capital	151.72	100.00
Reserve and Surplus	73.05	58.81

### Performance:

Your Company registered a remarkable growth in its operations. The operating profit before charging depreciation and finance cost amounted to Rs. 110.14 lacs against Rs. 97.55 lacs in the preceding year, representing a rise of 12.91%. Profit after tax amounted to Rs. 65.96 lacs against Rs. 63.62 lacs in the preceding year.

### Operations:

All the projects undertaken by company are progressing as per schedule.

### Transfer To Reserve:

Company has transferred profit to general reserve.

### Dividend:

In view of requirement of financial resources and considering the future requirements of funds,



your Directors are unable to recommend any Dividend for the year ended 31st March 2014.

**Business:**

Efforts are being made to provide better result than earlier years.

**Directors:**

At the ensuing Annual General Meeting, Mr. Satishkumar S. Gupta, Whole Time Director retire by rotation in terms of the Articles of Association of the Company and being eligible, offers himself for reappointment. A brief profile of the director is given in the notice of the 6th Annual General Meeting.

A brief resume of director retiring by rotation seeking appointment at the ensuing Annual General Meeting, nature of their expertise in specific functional areas and names of companies in which they hold directorship and/or membership/Chairmanship of Committees of Board, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges, are given in the section of Annual Report.

**Deposits:**

The Company has not accepted any deposits from the public within the meaning of the Companies (Acceptance of Deposits) Rules 1975 during the year.

**Unclaimed Dividend:**

There is no balance lying in unpaid equity dividend account.

**Insurance:**

All the properties and the insurable interest of the company including building, plants and machinery and stocks wherever necessary and to the extent required have been adequately insured.

**Auditors:**

M/s Santlal Patel & Co., Chartered Accountants, the auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting of the Company. They being eligible for reappointment as Statutory Auditor of the Company and have expressed their willingness to accept office and have furnished certificate under Section 139 of the Companies Act, 2013 for their eligibility for re-appointment. Your directors recommend for their appointment.

**Auditors' Report:**

In the opinion of the directors, the notes to the accounts are self-explanatory and adequately explained the matters, which are dealt with by the auditors.

**Directors' Responsibility Statement:**

Pursuant to the provisions of Section 134 of the Act, your Directors hereby confirm the following:

- 1) That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures ;
- 2) That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year ended 31.03.2014 and of the Profit & Loss of the Company for that period.
- 3) That they had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- 4) That the Directors have prepared the annual accounts on a going concern basis.

#### **Pollution and Energy Conservation and Foreign Exchange:**

Company's Plant runs with the electricity which is supplied by MGVCL. It is reviewed and checked periodically checked as a measure of periodical maintenance. The particulars regarding technology absorption and Foreign exchange earnings and outgo pursuant to section 217 (1) (e) of the Companies Act, 1956 are as under:

#### FORM - A [See Rule 2]

#### **CONSERVATION OF ENERGY:**

<b>A. Power and Fuel Consumption:</b>				
<b>Sr. No.</b>			<b>2013-14</b>	<b>2012-13</b>
1	<b>Electricity</b>			
	(a)	<b>Purchase</b>		
		Total Units (in kwh)	13,929	9350
		*Total Amount (In Rs.)	1,08,473	82,420
		Rate / unit (In Rs.) * Total Amount mentioned represents the actual amount paid towards electricity bill and other charges	8.05	10.055
	(b)	<b>Own Generation</b>	NIL	NIL
2	Diesel		NIL	NIL
3	Furnace oil		NIL	NIL
4	Others		NIL	NIL
<b>B. Consumption per unit of production</b>				
	Production of Roofing Sheets/Accessories Ton		2965.65	2808.83