



Technical seminar for Railway Executives



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	Non-Executive Independent Director
Mrs. Shilpa A. Jadeja	Non-Executive Independent Director
Ms. Bhavitaben D. Gurjar	Non-Executive Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Krupali J. Joshi

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
YES 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

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

Monday, 12th September, 2016 at 11:30 A.M.

VENUE

Hotel Express Tower
R. C. Dutt Road, Alkapuri
Vadodara - 390007

BOOK CLOSURE

6th September, 2016 to 12th September, 2016

LETTER TO SHAREHOLDERS

Dear Fellow shareowners,

I Kaushalkumar Gupta, extend a warm welcome to all of you to the 8th Annual General Meeting of "Bansal Roofing Products Ltd". Incorporated in 2008, the Company has come a long way from the year of Incorporation to successful completion of SME Listing of two years.

Today I am proud to be at the helms of the Company that is run by the team of enthusiastic and dedicated employees who have led the Company to newer heights successfully through the tough times. The Company and the industry faced many headwinds due to sluggish growth in the market in the financial year 2015-16 and indeed it was a bit tense year for Steel Industry.

The rates of raw materials and finished goods have dropped bit by bit in succession from April 2015 to December, 2015. The reason was lot of inlet of materials from China and other Asian countries which resulted into global slowdown in commodity prices. Since the quality of these materials was not at par but apparently it was similar, client got attracted to cheaper material and hence it became challenging for quality conscious Companies to sell their premium products at imported material price.

Prices has started recovering after imposition of MIP by Government to curb the imports and we could improve our margin after that. We put in our best efforts to increase profitability by supplying product mix and newly introduced PEB and we were successful in achieving it .

Your Company has taken several remedial measures at all levels to ensure efficient working to find the ways to reduce the cost of production. These measures include thorough review of processes and procedures, re-examining of strategies and others. Due to these measures we have been able to maintain the quality of product at lower cost and maintain our position in the market.

Turnover of the Company decreased by 8 % in the financial year 2015-16 as compared to the previous financial year 2014-15 due to two factors- **Sluggishness in market and steep fall in domestic prices of steel**. However there was a rise in Profit after Tax by 34.57 % in the financial year 2015-16 as compared to the previous financial year 2014-15. Exports of the Company increased by 22% in the financial year 2015-16 as compared to the previous year 2014-15. In the financial year 2015-16 Company started exporting Pre- Engineering Building, FRP Sheets and Color coated sheets to East & West African Countries like Ghana, Tanzania and Rawanda. Therefore, future prospects in export of roofing products seems to be good.

I would like to mention that your Company has added a new segment called Pre-engineered Building to enhance the turnover and quantum of profit of the Company. Pre-engineered Building is the most innovative and cost effective way in the construction industry. It outclasses the traditional concept of fabrication.

I also thank my entire Board for their contribution towards Company's growth and success by providing their intellectual skills.

I take this opportunity to appreciate the efforts of all the employees as I personally believe that employees are assets as well as backbone of the Company. I salute their commitment and single-minded focus that enables our substantial progress.

Lastly, I would like to express my deepest gratitude to our shareholders for their immense faith in the Company. I would like to reiterate that we are cautiously optimistic about the coming year. We will continue to deliver on our strategic commitments which drive operational performance and maximize shareholders value.

With Best Wishes,
Kaushalkumar S. Gupta

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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 Eighth Annual General Meeting of the Members of the Company will be held on Monday, 12th day of September, 2016 at 11.30 a.m. at Hotel Express Towers, R.C. Dutt Road, Alkapuri, Vadodara- 390007, Gujarat, India to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Annual Balance Sheet as at 31st March, 2016 the statement of Profit and Loss Account for the financial period ended as on that date along with Board's Report and Auditor's Report thereon.
2. To ratify the appointment statutory Auditors and authorize the Board of Directors to fix the remuneration and in this regard to consider and if thought fit pass with or without modification (s), the following resolution as an Ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Sections 139 & 142 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules and such other applicable provisions, the appointment of M/s. Santlal Patel & Co., Chartered Accountants (Firm Regn. No. 113888W) as Statutory Auditors of the Company at the Annual General Meeting held on 26th September, 2014, from the conclusion of said AGM until the conclusion of Eleventh AGM to be held in the year 2019 be and is hereby ratified for the financial year 2016-17 of the Company to examine and audit the accounts of the Company at a remuneration and reimbursement of pocket out of expenses as may be decided by the Board with the mutual consent of the auditors of the Company.”

SPECIAL BUSINESS

3. Re-appointment of Mr. Kaushalkumar S. Gupta (DIN-02140767), as Chairman and Managing Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following as **Ordinary Resolution**:

“RESOLVED THAT, pursuant to the recommendation of Nomination And Remuneration Committee and approval of Board, subject to the provisions of the sections 196, 197, 203 and other applicable provisions read with schedule – V of Companies Act, 2013 and rules made there under (including any statutory modification and re-enactment thereof), the consent of the Members be and is here by accorded for the re-appointment of Mr. Kaushalkumar S. Gupta as Chairman and Managing Director of the Company with effect from August 1st, 2016 to July 31st, 2021 for tenure of five years, as well as payment of salary, Commission and perquisites (here in after referred as ‘Remuneration’) upon the terms and conditions which is here by approved and sanctioned with authority to Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or

agreement in such manner as may be agreed to between board of directors and Mr. Kaushalkumar S. Gupta.

RESOLVED FURTHER THAT, the remuneration payable to Mr. Kaushalkumar S. Gupta, shall not exceed the overall ceiling of the total managerial remuneration as provided under section 197 of Companies Act, 2013 or such other limit as may be prescribed from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Company Secretary & Compliance Officer or Mr. Kaushalkumar S. Gupta, Managing Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies, Ahmedabad (Gujarat)."

4. Re-appoint of Mr. Satishkumar S. Gupta (DIN 02140734), as Whole Time Director of the Company in this regard to consider and if thought fit, to pass, with or without modification(s), the following as **Ordinary Resolution**:

"RESOLVED THAT, pursuant to the recommendation of Nomination And Remuneration Committee and approval of Board, subject to the provisions of the sections 196, 197, 203 and other applicable provisions read with Schedule V of Companies Act, 2013 and rules made there under (including any statutory modification and re-enactment thereof), the consent of the Members of the Company be and is hereby accorded for the re-appointment of Mr. Satishkumar S. Gupta, as Whole Time Director of the Company with effect from August 1st, 2016 to July 31st, 2021 for tenure of five years upon the terms and conditions which is hereby approved and sanctioned with authority to Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or agreement in such manner as may be agreed to between board of directors and Mr. Satishkumar S. Gupta.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Company Secretary & Compliance Officer or Mr. Kaushalkumar S. Gupta, Managing Director of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies, Ahmedabad (Gujarat)."

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

By order of the Board

Sd/-
Krupali J. Joshi
Company Secretary & Compliance Officer

Date: 25.07.2016

Place: Vadodara

NOTES

- I. There being no special business that is 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 the 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. The proxy form is entitled to be 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 share transfer books of the Company will remain closed from 6th September, 2016 to 12th September, 2016(both days inclusive) for the purpose of Eighth Annual General Meeting or any adjournment thereof.
- IV. For the convenience of members and for proper conduct of the meeting, venue of the meeting will be regulated by the 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. 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
- VI. 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.
- VII. 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, 1st Floor, 44-E, M Vasanti Marg, Andhari Krula Road, Safed Pool, Andheri (East), Mumbai-400072. Members holding shares in electronic form are requested to intimate the same to their respective Depository participants.
- VIII. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and XC as per SEBI (ICDR) Regulation, 2009 will be exempted from E-Voting provisions. Company is covered under Chapter XB it is and listed on SME platform of BSE Limited. Therefore Company is not providing E-Voting facility to its shareholders.

- 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.
- XIII. As per the notification issued by SEBI dated 2nd September, 2015 under SEBI (Listing Obligation And Disclosure Requirement Regulations), 2015, the compliance with the corporate governance provisions shall not apply in respect the of (a) listed entity having paid up equity share capital not exceeding ten crore and net worth not exceeding rupees twenty five crore as on the last day of previous year (b) the listed entity which has listed its specified securities on the SME Exchange.

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

By order of the Board

Sd/-
Krupali J. Joshi
Company Secretary & Compliance Officer

Date: 25.07.2016
Place: Vadodara