



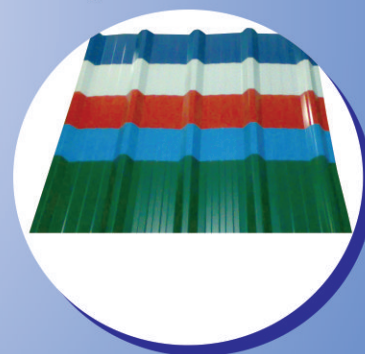
Structuring Dreams from Steel

Bansal Roofing Products Ltd.

An ISO 9001-2015 Certified Company



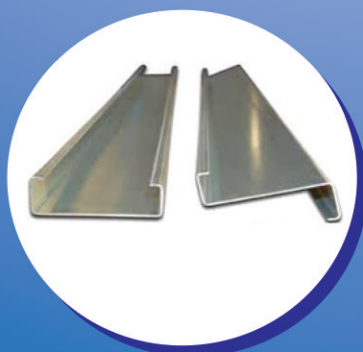
Pre Engineered Building



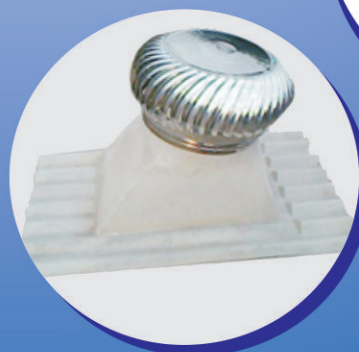
Colour Coated Roof Sheet



Accessories



Z & C Purlin



Eco Ventilator

Annual Report 2017-18

**"Global Logistics Show" Feb, 2018
At "Bombay Exhibition Center", Mumbai**





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BOARD OF DIRECTORS

Mr. Kaushalkumar S. Gupta

Mr. Satishkumar S. Gupta

Mrs. Sangeeta K. Gupta

Mrs. Beena P. Bisht

Mrs. Shilpa A. Jadeja

Ms. Bhavitaben D. Gurjar

Chairman & Managing Director

Whole Time Director

Whole Time Director

Non-Executive Independent Director

Non-Executive Independent Director

Non-Executive Independent Director

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Archi Nitin Shah

CHIEF FINANCIAL OFFICER

Mr. Chirag Rana

STATUTORY AUDITORS

M/s. Santlal Patel & Co.

Chartered Accountants

432, Phoniex Complex

Nr. Suraj Plaza,

Sayajigunj, Vadodara - 390005.

TENTH ANNUAL GENERAL MEETING

DAY, DATE & TIME

Tuesday, 21st August, 2018 at 11:00 A.M.

VENUE

“Maple Room”

HOTEL EXPRESS RESIDENCY

18/19, Alkapuri Society,

Dr. Rustom Cama Marg,

Vadodara - 390 007, Gujarat

BANKERS

State Bank of India

HDFC Bank Ltd

YES BANK Ltd.

BOOK CLOSURE

10th August, 2018 to 21st August, 2018

REGISTERED OFFICE

3/2, Labdhi Industrial Estate,

Acid Mill Compound,

Ranmukteshwar Road,

Pratapnagar,

Vadodara-390004, Gujarat.

RECORD DATE

9th August, 2018

REGISTRAR & TRANSFER AGENTS

Sharex Dynamic (India) Pvt. Ltd.

Unit no.1, Luthra Ind.Premises,

Safed Pool,

Andheri Kurla Road, Andheri (East),

Mumbai – 400072



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Bansal Roofing Products Limited

INDEX

Sr. No.	Particulars	Page No.
1	Letter to Shareholders	3
2	Notice	4-14
3	Boards Report	15-26
4	Annexures to Boards Report	27-46
5	Management Discussion Analysis	47-48
6	Independent Auditors Report	49-55
7	Balance Sheet	56-57
8	Statement of Profit and Loss	58-59
9	Cash Flow statement	60-62
10	Notes forming part of Financial Statement	63-73
11	Notes to Accounts	74-83
12	Attendance Slip	84
13	Proxy Form	85-86
14	Polling Paper	87-88
15	Route Map	89



Structuring dreams from Steel

Bansal Roofing Products Limited

LETTER TO SHAREHOLDERS

Dear Fellow Shareowners,

On behalf of the BRPL's Board of Directors, it is my privilege and honor to welcome you all to the 10th Annual General Meeting of Bansal Roofing Products Limited. Thank you for your valuable presence here today, and for your continued support and goodwill that is so critical to the success of our company. It is with great pride and pleasure that I report to you at the end of a successful Financial Year.

In terms of economic performance, in the year under consideration, India stood strong amongst its global peers and continues to have a significant growth promise in the future. During the year under review, The Company and the industry faced many ups and downs in the market due to several structural reforms implemented in the country including the Goods and Service Tax and Insolvency and Bankruptcy Code amongst others but due to our strength we could face it and overcome all the odds.

Globally too the Steel Industry continues to witness challenging times. Prices of steel and specially Colour coated steel products witnessed upward trend every month throughout the year due to the rise in prices of Coal/Fuel and Zinc prices as these have strong impact on the cost of manufacturing of steel.

As planned sales of Pre Engineered Building segment has improved, due to consistent price rise of steel it was a challenge for us to maintain profitability as the completion cycle (after receipt of order) of PEB is 3 to 4 month. Thanks to the alertness of our Marketing, Accounting, PPC team we could complete the projects at reasonable margins without incurring any loss. In coming years the management of your company will put in more efforts to increase the revenue through PEB segment. Hence continuous improvement in manufacturing facility of PEB will be focused.

I am delighted to report that during this financial year the revenue of the Company increased by 20% and PAT increased by 38% vis-à-vis previous financial year. The EBITDA margin has also increased by 15.69% as compared to previous financial year. It will be constant endeavor of the Company to improve the performance every year and provide better returns to the shareholders investments and create a strong Balance sheet that can fund aspirational growth for the Company.

I would like to thank every shareholder of the company for reposing confidence in "BRPL" and overwhelmingly supporting the Rights Issue of the Company.

The directors recommend a dividend of Rs. 0.50/- per share for the year ending March 31, 2018 subject to approval by the shareholders at AGM.

Before I conclude, I would like to thank the shareholders, Customers and Vendors for their consistent and resolute support. I thank all my colleagues on the Board for their unanimous support and encouragement.

Last but not the least, I would be thankful to employees and management team of "BRPL" for their hard work during the year. I look forward to your perpetual and priceless support in taking the Company to greater heights and new horizons in the future.

Yours Sincerely,

Kaushalkumar S. Gupta
Chairman & Managing Director



NOTICE

Notice is hereby given that Tenth Annual General Meeting of the members of the Company will be held on Tuesday, 21st August, 2018 at 11:00 A.M. at “Maple Room”, Hotel Express Residency, 18/19, Alkapuri Society, Dr. Rustom Cama Marg, Vadodara - 390 007, Gujarat, India to transact the following business.

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the ended 31st March, 2018 which includes the statement of Profit & Loss and Cash Flow statement for the year ended 31st March, 2018, 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 31st March, 2018 and in this regard pass the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT**, a Dividend at the rate of Rs. 0.50 Paise per equity share of Rs. 10 each fully paid-up of the Company be and is hereby declared for the financial year ended 31st March, 2018 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March, 2018.
3. To appoint the Director in place of Mrs. Sangeeta Gupta (DIN 02140757), who retire by rotation and being eligible offers himself for Re-appointment.

SPECIAL BUSINESS

4. To increase the remuneration of Mr. Kaushalkumar S. Gupta, Managing Director of the Company and in this regard, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, Pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the act) read with schedule V of the act, including any statutory modification(s) or re-enactment thereof and subject to the approval of the Central Government, as may be required, and such other permissions, sanction(s) as may be required, the consent of the members of the Company be and is hereby accorded for increase in the maximum remuneration payable to Mr. Kaushalkumar S. Gupta, Managing Director of the Company w.e.f. 1st July, 2018 for the remaining period of his present term of appointment up to 31st July, 2021, including the remuneration to be paid to him in the event of loss or inadequacy of profits in any financial year during the aforesaid period shall not exceed up to Rs.5,00,000 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. Kaushalkumar Gupta within and in accordance with the Act or such other applicable provisions or any amendment thereto and, if necessary, as may be prescribed by the Central Government and agreed to between the Board of Directors and as may be acceptable to Mr. Kaushalkumar Gupta.



Structuring dreams from Steel

Bansal Roofing Products Limited

RESOLVED FURTHER THAT, in the event of loss or inadequacy of profits in any financial year, Mr. Kaushalkumar 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. Kaushalkumar 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 re-appoint Ms. Bhavita Gurjar as an Independent Director of the Company and in this regard, pass the following resolution as **Special Resolution**.

“RESOLVED THAT, Pursuant to the provisions of sections 149 and 152 read with schedule IV and other applicable provisions, if any of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 (including any statutory modification and re-enactment(s) thereof, for the time being in force), Ms. Bhavita Gurjar (DIN: 06720448), who has appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in the respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on Board of the Company.”

6. To re-appoint Mrs. Been Bisht as an Independent Director of the Company and in this regard, pass the following resolution as **Special Resolution**.

“RESOLVED THAT, Pursuant to the provisions of sections 149 and 152 read with schedule IV and other applicable provisions, if any of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 (including any statutory modification and re-enactment(s) thereof, for the time being in force), Mrs. Been Bisht (DIN: 06696882), who has appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in the respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on Board of the Company.”



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Bansal Roofing Products Limited

7. To re-appoint Mrs. Shipla Jadeja as an Independent Director of the Company and in this regard, pass the following resolution as **Special Resolution**.

“RESOLVED THAT, Pursuant to the provisions of sections 149 and 152 read with schedule IV and other applicable provisions, if any of Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 (including any statutory modification and re-enactment(s) thereof, for the time being in force), Mrs. Shipla Jadeja (DIN: 06696913), who has appointed as an Independent Director and who holds office of Independent Director up to the conclusion of this Annual General Meeting and being eligible, and in the respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (Five) consecutive years on Board of the Company.”

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

Date: 14.07.2018
Place: Vadodara

By order of the Board

Archi Shah
Company Secretary & Compliance Officer



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Bansal Roofing Products Limited

NOTES:

1. A member entitled to attend and vote at the meeting 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 appointing a proxy should be deposited at the registered office of the Company not less than 48 hours before the commencement of meeting.

A person can act as a proxy for not more than 50 members and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. However, a single person may act as a proxy for a member holding more than 10% of the total share capital of the company carrying voting rights provided that such person shall not act as a proxy for any other person.

2. The Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
3. Corporate members intending to send their authorized representative to attend the meeting pursuant to section 113 of Companies Act, 2013 are requested to send to the company, a duly certified true copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and to vote on their behalf at the meeting.
4. Pursuant to SEBI (LODR) Regulations, 2015, details of directors seeking appointment/reappointment at the Meeting are given in detail, is annexed hereto.
5. Members are requested to bring their attendance slips duly completed and signed mentioning there in details of their DP ID and Client ID/ Folio No.
6. The register of members and share transfer books of company will remain closed from August 10th, 2018 to 21st August 2018 (both days inclusive) for the purpose of Tenth Annual General Meeting or any Enforcement thereof.
7. As per Section 136 of the Companies Act, 2013 read with Rule 11 of Companies (Accounts) Rules, 2014, financial statements may be sent to the Members.
8. The Notice of the AGM, Annual Report and Attendance Slip are being sent in electronic mode to the members whose email address are registered with the Company or Depository Participant(s), unless the members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those members who have not registered their email addresses with the Company or Depository Participant(s). Members who have received Notice of AGM, Annual Report and Attendance Slip shall submit a duly filled in attendance slip at the registration Counter of the AGM.

In case, you desire to receive the aforesaid documents in electronic mode in lieu of physical mode, kindly update your e-mail ID with:



-
- i. Our Registrar & Share Transfer Agent for the Shares held in physical form 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.
 - ii. Your respective Depository Participants for the Shares held in dematerialized form.
 9. In case any member who has received the notice electronically desires to have a physical copy of the same, he/she may write to the company or send an email to cs@bansalroofing.com in this regard. Members may kindly note that the notice of the meeting will also be available on the company's website www.bansalroofing.com and can be downloaded, if required, by the member.
 10. Members holding shares in physical form are requested to notify the Company of any change in their addresses so as to enable the Company to address future communication to their correct addresses. Members holding shares in demat form are requested to notify their respective Depository Participant of any change in their addresses.
 11. Members are requested to bring their copies of the Annual Report to the Meeting and Members desiring any information as regards the Accounts are requested to write to the Company Secretary at an early date so as to enable the Management to reply at the Meeting.
 12. 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. Members holding shares in physical form can submit their PAN to the Company.
 13. Electronic copy of the Annual Report for Financial Year 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.
 14. Members may also note that the Notice of the 10th Annual General Meeting and the Annual Report for the F.Y. 2017-18 will also be available on the Company's website www.bansalroofing.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office, Vadodara for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: cs@bansalroofing.com.
 15. 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 of (a) listed entity having paid up equity share capital not