



**BANSAL ROOFING PRODUCTS LIMITED**

**Corporate Identity Number: - L25206GJ2008PLC053761**

Our Company was originally incorporated on May 01, 2008, as “Bansal Roofing Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra & Nagar Havelli. Pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting of the Company held on August 24, 2013 name of our Company was changed to “Bansal Roofing Products Private Limited” from “Bansal Roofing Private Limited” and a fresh Certificate of Incorporation dated August 29, 2013 was issued by the Registrar of Companies, Gujarat, Dadra & Nagar Havelli,. Subsequently, our Company was converted into a public limited company pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting of the Company held on November 1, 2013 and the name of our Company was changed to “Bansal Roofing Products Limited” pursuant to issuance of fresh Certificate of Incorporation dated November 19, 2013 issued by the Registrar of Companies, Gujarat, Dadra & Nagar Havelli.

**Registered Office:** 3/2, Labdhi Industrial Estate, Acid Mill Compound, Ranmukteshwar Road, Pratapnagar, Vadodara – 390004, Gujarat, India

**Tel. No.** +91-265-2580178, **Fax No.** +91-265-2581365 **E-mail:** cs@bansalroofing.com **Website:** www.bansalroofing.com

**Contact Person:** Ms. Krupali Jigishchandra Joshi (Company Secretary & Compliance Officer)

**PROMOTERS OF OUR COMPANY:** MR. KAUSHALKUMAR S. GUPTA & MRS. SANGEETA K. GUPTA

<b>FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF BANSAL ROOFING PRODUCTS LIMITED (THE “COMPANY” OR THE “ISSUER”) ONLY</b>		
<b>THE ISSUE</b>		
<p><b>ISSUE OF [●] FULLY PAID-UP EQUITY SHARES OF FACE VALUE OF RS.10/- EACH (THE “RIGHTS EQUITY SHARES”), FOR CASH AT A PRICE OF RS. [●] PER EQUITY SHARE INCLUDING A SHARE PREMIUM OF RS. [●] PER EQUITY SHARE AGGREGATING UPTO RS. 400 LACS TO EXISTING EQUITY SHAREHOLDERS OF BANSAL ROOFING PRODUCTS LIMITED (“THE COMPANY” OR “THE ISSUER”) ON A RIGHTS BASIS IN THE RATIO OF [●] FULLY PAID-UP EQUITY SHARE FOR EVERY [●] FULLY PAID-UP EQUITY SHARE HELD ON THE RECORD DATE, i.e. [●], (“THE ISSUE”). THE ISSUE PRICE OF EACH EQUITY SHARE IS [●] TIME OF THE FACE VALUE OF THE EQUITY SHARE. FOR FURTHER DETAILS, PLEASE REFER TO THE SECTION TITLED “TERMS OF THE ISSUE” ON PAGE 107 OF THE DRAFT LETTER OF OFFER.</b></p>		
<p>THIS ISSUE IS BEING MADE IN TERMS OF CHAPTER XB OF THE SEBI (ICDR) REGULATIONS, 2009 AS AMENDED FROM TIME TO TIME. <i>For further details see “Terms of the Issue” beginning on page no. 107 of this Draft Letter of Offer.</i></p>		
<p>All eligible investors may participate in the Issue through an Application Supported by Blocked Amount (“ASBA”) process providing details about the bank account which will be blocked by the Self Certified Syndicate Banks (“SCSBs”) for the same. For details in this regard, specific attention is invited to “Terms of the Issue” on page no. 107 of this Draft Letter of Offer. In case of delay, if any in refund, our Company shall pay interest on the application money as per applicable provisions of Companies Act, 2013.</p>		
<b>GENERAL RISKS</b>		
<p>Investments in equity and equity related securities involve a degree of risk and investors should not invest any funds in this Issue unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in relation to this Issue. For taking an investment decision, Investors must rely on their own examination of our Company and the Issue including the risks involved. The Equity Shares being offered in the Issue have not been recommended or approved by the Securities and Exchange Board of India, (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the Draft Letter of Offer. <b>Investors are advised to refer to the section titled “Risk Factors” on page 13 of the Draft Letter of Offer before making an investment in this Issue.</b></p>		
<b>ISSUER’S ABSOLUTE RESPONSIBILITY</b>		
<p>The Issuer, having made all reasonable inquiries, accepts responsibility for and confirms that the Draft Letter of Offer contains all information with regard to the Issuer and this Issue, which is material in the context of this Issue, that the information contained in the Draft Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Letter of Offer as a whole or any such information or the expression of any such opinions or intentions misleading in any material respect.</p>		
<b>LISTING</b>		
<p>The existing Equity Shares of our Company are listed on the SME Platform of BSE Limited, (“BSE SME”). The Equity Shares offered through this Letter of Offer are proposed to be listed on the (“BSE”). We have received in-principle approval from BSE for listing the Equity Shares to be allotted in the Issue pursuant to letters dated [●]. For the purposes of the Issue, the Designated Stock Exchange shall be BSE.</p>		
<b>LEAD MANAGER TO THE ISSUE</b>	<b>REGISTRAR TO THE ISSUE</b>	
<p><b>Hem Securities Ltd</b></p>		
<p><b>HEM SECURITIES LIMITED</b> 14/15, Khatau Bldg, 1st Floor, 40, Bank Street, Fort, Mumbai - 400001 <b>Tel. No.:</b> +91- 022- 4906 0000 <b>Fax No.:</b> +91- 022- 2262 5991 <b>Website:</b> <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> <b>Email:</b> <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> <b>Investor Grievance Email:</b> <a href="mailto:redressal@hemsecurities.com">redressal@hemsecurities.com</a> <b>Contact Person :</b> Mr. Anil Bhargava <b>SEBI Regn. No.</b> INM000010981</p>	<p><b>SHAREX DYNAMIC (INDIA) PRIVATE LIMITED</b> Unit-1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400 072 <b>Tel. No.:</b> +91-22 – 2851 5606 / 44, <b>Fax No.:</b> +91-22 – 2851 2885 <b>Website:</b> <a href="http://www.sharexindia.com">www.sharexindia.com</a> <b>Email:</b> <a href="mailto:sharexindia@vsnl.com">sharexindia@vsnl.com</a> <b>Investor Grievance Email :</b> bansal.right@sharexindia.com <b>Contact Person:</b> Mr. K. C. Ajitkumar <b>SEBI Regn. No.</b> INR000002102</p>	
<b>ISSUE PROGRAMME</b>		
ISSUE OPENS ON	LAST DATE FOR RECEIVING REQUEST FOR SPLIT APPLICATION FORMS	ISSUE CLOSSES ON
[●]	[●]	[●]

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## SECTION I: GENERAL

### DEFINITIONS AND ABBREVIATIONS

In this Draft Letter of Offer, unless the context otherwise requires, the terms defined and abbreviations expanded below shall have the same meaning as stated in this section. References to statutes, rules, regulations, guidelines and policies will be deemed to include all amendments and modifications notified thereto.

In this Draft Letter of Offer, unless otherwise indicated or the context otherwise requires, all references to “Bansal Roofing Products Limited”, “the Company”, “our Company”, “BRPL”, “Bansal”, “Issuer”, “we”, “our” and “us” are to “Bansal Roofing Products Limited” and references to “you” are to the Equity Shareholders and or/ prospective investors in the Issue.

#### Conventional / General Terms

Term	Description
AOA / Articles / Articles of Association	Articles of Association of Bansal Roofing Products Limited, as amended from time to time
Auditor/ Statutory Auditor	Our statutory auditors namely, Santlal Patel & Co, Chartered Accountants
Audit Committee	A Committee constituted in accordance Clause 52 of the SME Listing Agreement (BSE) in the meeting of our Board of Directors held on January 23, 2014.
Bankers to our Company	Yes Bank limited, Ground Floor, Corner Square, Race Course Circle, Baroda - 390007
Board of Directors/ the Board / our Board	The Board of Directors of our Company or a duly constituted committee thereof.
Chief Financial Officer / CFO	Mr. Chiragbhai Jagdishbhai Rana
Companies Act / Act	The Companies Act, 1956 as amended and The Companies Act, 2013 to the extent of such of the provisions as have come into effect vide Ministry of Corporate Affairs' Notifications till date.
Company Secretary and Compliance Officer	Ms. Krupali Jigishchandra Joshi
CSR Committee	The Corporate Social Responsibility committee of the Board
Depositories Act	The Depositories Act, 1996, as amended
Depositories	National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL)
Director(s)	The director(s) of our Company.
Equity Shares	Equity Shares of our Company of Face Value of ₹10.00 each unless otherwise specified in the context thereof
Equity Shareholder(s)/ Shareholder(s)	A holder of the Equity Shares of our Company
Factory	Plant setup at Plot No. 06, Raj Industrial Estate, Vadadala, Near Samlatya Crossing, Vadodara, 391520, Gujarat.
Group Companies	The word “group companies”, wherever they occur, shall include such companies as covered under the applicable accounting standards and also other companies as considered material by the Board of the Company.
Independent Director	The Non Executive and Independent Director as per The Companies Act 2013 and the Listing Regulations.
Indian GAAP	Generally Accepted Accounting Principles in India
IT Act	The Income Tax Act, 1961 as amended till date
Key Management Personnel/ KMP	Key Management Personnel of our Company in terms of the SEBI Regulations and the Companies Act 2013. For details see section entitled “ <i>Our Management</i> ” on page 50 of this Draft Letter of Offer.
Materiality Policy	The policy on identification of group companies, material creditors and material

<b>Term</b>	<b>Description</b>
	litigations adopted by our Board dated December 07, 2015 in accordance with the requirement of the SEBI (ICDR) Regulations.
MOA / Memorandum / Memorandum of Association	Memorandum of Association of our Company, as amended till date
NRI/ Non-Resident Indian/Non Resident	A person resident outside India, as defined under FEMA Regulations, 2000, as amended.
Nomination & Remuneration Committee	The Nomination & Remuneration Committee of the Board constituted in accordance with the Companies Act, 2013 and the Listing Regulations.
Non- Executive Director	A Director not being an Executive Director or an Independent Director
NRIs / Non-Resident Indians	A person resident outside India, as defined under FEMA Regulation and who is a citizen of India or a Person of Indian Origin defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000.
Person or Persons	Any individual, sole proprietorship, unincorporated association, unincorporated organization, body corporate, corporation, company, partnership, limited liability company, limited liability partnership, joint venture, or trust or any other entity or organization validly constituted and/or incorporated in the jurisdiction in which it exists and operates, as the context requires
Promoter/Promoters	Shall mean promoters of our Company i.e. Mr. Kaushalkumar S. Gupta and Mrs. Sangeeta Gupta
Promoter Group	Persons and entities covered under Regulation 2(1) (zb) of the SEBI (ICDR) Regulations.
RBI/ Reserve Bank of India	Reserve Bank of India constituted under the RBI Act.
RBI Act	The Reserve Bank of India Act, 1934 as amended from time to time.
Registered Office of our Company	3/2, Labdhi Industrial Estate, Acid Mill Compound, Ranmukteshwar Road, Pratapnagar, Vadodara – 390004, Gujarat, India
RoC / Registrar of Companies	Registrar of Companies, Gujarat, Ahmedabad, Roc Bhavan, Opposite Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380013, India
SEBI	Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992, as amended
SEBI (ICDR) Regulations, 2009	SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended.
SEBI Takeover Regulations or SEBI (SAST) Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011, as amended from time to time.
SEBI (Venture Capital) Regulations	Securities and Exchange Board of India (Venture Capital) Regulations, 1996 as amended from time to time.
SEBI Insider Trading Regulations	The SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended, including instructions and clarifications issued by SEBI from time to time.
SEBI Listing Regulations, 2015/ SEBI Listing Regulations/ Listing Regulations/SEBI (LODR)	The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 as amended, including instructions and clarifications issued by SEBI from time to time.
Stakeholders Relationship Committee	The Stakeholders Relationship Committee of the Board
Stock Exchange	Unless the context otherwise refers to BSE Limited.
Sub-Account	Sub-accounts registered with SEBI under the SEBI (Foreign Institutional Investors) Regulations, 1995, other than sub-accounts which are foreign corporates or foreign individuals.

## Issue Related Terms

Term	Description
Abridged Letter of Offer	The abridged letter of offer to be sent to the Eligible Equity Shareholders with respect to this Issue in accordance with SEBI ICDR Regulations and the Companies Act
Allot/ Allotted/ Allotment	Unless the context requires, the allotment of Rights Equity Shares pursuant to the Issue
Allotment Date	Date on which the Allotment is made
Allottee(s)	Person(s) who are Allotted Rights Equity Shares pursuant to the Allotment
Applicant	Eligible Equity Shareholder(s) and/or Renounces who make an application for the Rights Equity Shares pursuant to the Issue in terms of the Letter of Offer, including an ASBA Applicant
Application Money	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price
Application Supported by Blocked Amount/ ASBA	The application (whether physical or electronic) used by an ASBA investor to make an application authorizing the SCSB to block the amount payable on application in their specified bank account
ASBA Account	Account maintained by an ASBA Investor with an SCSB which will be blocked by such SCSB to the extent of the appropriate amount in relation to an application in an ASBA Account maintained with the SCSB
ASBA Applicant/ ASBA Investor	Eligible Equity Shareholders proposing to subscribe to the Issue through ASBA process and: (a) Who are holding the Equity Shares in dematerialized form as on the Record Date and have applied for their Rights Entitlements and/ or additional Equity Shares in dematerialized form; (b) Who have not renounced their Rights Entitlements in full or in part; (c) Who are not Renounces; and (d) Who are applying through blocking of funds in a bank account maintained with SCSBs. All (i) QIBs, (ii) Non-Institutional Investors, and (iii) other investors whose application value exceeds ₹ 200,000, can participate in the Issue only through an ASBA process
Bankers to the Issue	[●]
Bankers to the Company	Yes Bank Limited
Composite Application Form / CAF	The form used by an Investor to make an application for the Allotment of Rights Equity Shares in the Issue
Consolidated Certificate	In case of holding of Equity Shares in physical form, the certificate that would be issued for the Rights Equity Shares Allotted to each folio
Controlling Branches/ Controlling Branches of the SCSBs	Such branches of the SCSBs which coordinate with the Lead Manager, the Registrar to the Issue and the Stock Exchanges, a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries</a> and/or such other website(s) as may be prescribed by the SEBI / Stock Exchange(s) from time to time
Designated Stock Exchange	BSE Limited (SME Platform)
Designated Branches	Such branches of the SCSBs which shall collect the CAF or the plain paper application, as the case may be, used by the ASBA Investors and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries</a>
Draft Letter of Offer	This Draft Letter of Offer dated July 10, 2017 filed with Stock Exchange in accordance with the SEBI ICDR Regulations
Equity Shareholder(s)/ Shareholders	The holders of Equity Shares of our Company
Eligible Equity Shareholder(s)	Holders of Equity Shares of our Company as on the Record Date, i.e. [●]. Please note that investors eligible to participate in this Issue exclude certain overseas shareholders. For further details, please see “ <i>Notice to overseas Investors</i> ” on page 8.

Term	Description
Investor(s)	Eligible Equity Shareholders and/or Renounces applying in the Issue
Issue/ Rights Issue	Issue of up to [●] Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] per Equity Share including a premium of ₹ [●] per Equity Share for an amount up to ₹ 400 Lacs on a rights basis to the Eligible Equity Shareholders in the ratio of [●] Rights Equity Share(s) for every [●] fully paid-up Equity Share(s) held by the Eligible Equity Shareholders on the Record Date
Issue Closing Date	[●]
Issue Opening Date	[●]
Issue Price	₹ [●] per Rights Equity Share
Issue Proceeds	Gross proceeds of the Issue
Issue Size	The issue of [●] Rights Equity Shares up to ₹ 400 lakhs
Lead Manager	Hem Securities Limited
Letter of Offer	The final letter of offer to be filed with the Stock Exchanges after incorporating the observations received from the Stock Exchange on this Draft Letter of Offer
Net Proceeds	The Issue Proceeds less the Issue related expenses. For further details, please see “ <i>Objects of the Issue</i> ” on page 40 of the Draft Letter of Offer.
Non-ASBA Investor	Investors other than ASBA Investors who apply in the Issue otherwise than through the ASBA process
Non-Institutional Investors	Investor, including any company or body corporate, other than a Retail Individual Investor and a QIB
Qualified Foreign Investors / QFIs	Qualified Foreign Investor as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014 (as amended), registered with SEBI under applicable laws in India. A Qualified Foreign Investor may buy, sell or otherwise continue to deal in securities without registration as Foreign Portfolio Investors subject to compliance with conditions specified in the SEBI (Foreign Portfolio Investors) Regulations, 2014
QIBs or Qualified Institutional Buyers	Qualified institutional buyers as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations
Record Date	Designated date for the purpose of determining the Shareholders eligible to apply for Rights Equity Shares in the Issue, that is [●]
Registrar of Companies/ RoC	The Registrar of Companies, Ahmedabad
Registrar to the Issue/Registrar	Sharex Dynamic (India) Pvt. Ltd
Renouncee/s	Any persons who has / have acquired Rights Entitlements from the Eligible Equity Shareholder/s.
Retail Individual Investor	Individual Investors who have applied for Rights Equity Shares and whose Application Money is not more than ₹ 2,00,000 (including HUFs applying through their karta)
Rights Entitlement	The number of Rights Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date
Rights Equity Share(s)	The Equity Share(s) offered in this Issue
SAF(s)	Split Application Form(s)
SCSB(s)	A Self Certified Syndicate Bank, registered with SEBI, which acts as a banker to the Issue and which offers the facility of ASBA. A list of all SCSBs is available at <a href="http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries">http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries</a> and/or such other website(s) as may be prescribed by the SEBI / Stock Exchange(s) from time to time
Share Certificate	The certificate in respect of the Rights Equity Shares allotted to a folio in a physical form
Underwriter	[●]
Underwriting Agreement	Agreement dated [●] entered between our Company and the Underwriter [●].
Willful Defaulter	Company or person categorized as a willful defaulter by any bank or financial institution

Term	Description
	or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India and includes any company whose director or promoter is categorized as such
Working Days	All days other than second and fourth Saturdays of the month, Sundays or public holidays, on which commercial banks in Mumbai are open for business

#### Technical and Industry Related Terms

Term	Description
BGL	Bare Galvalume
FRP	Fiber Reinforced Plastic
GI	Galvanized Iron
PP	Pre Painted
PPAL	Pre Painted Aluminium
PPGI	Pre Painted Galvanized Iron
PPGL	Pre Painted Galvalume
PVC	Poly Vinyl Chloride
SDT	Self Drilling cum Tapping Screws
TCT	Total Coated Thickness
U.V.	Ultra Violet
H.R.	Hot Rolled
C.R.	Cold Rolled
G.P.	Galvanized Plated

#### Abbreviations

Term	Description
₹ / Rs. / Rupees / INR	Indian Rupees
A/c	Account
AGM	Annual General Meeting
AS	Accounting Standards issued by the Institute of Chartered Accountants of India.
A.Y.	Assessment Year
AoA	Articles of Association
ASBA	Application Supported by Blocked Amount
B.Com	Bachelor of Commerce
BG	Bank Guarantee
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CC	Cash Credit
CDSL	Central Depository Services (India) Limited
CENVAT	Central Value Added Tax
CIN	Corporate Identity Number
CST	Central Sales Tax
DGFT	Directorate General of Foreign Trade
DIN	Director Identification Number
DIPP	Department of Industrial Policy & Promotion
DP	Depository Participant
DP ID	Depository Participant's Identification Number
ECS	Electronic Clearing System
EBIDTA	Earnings before Interest, Depreciation, Tax and Amortisation
EGM	Extraordinary General Meeting of the shareholders

<b>Term</b>	<b>Description</b>
EPFA	The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
EPS	Earnings Per Share
ESIC	Employee's State Insurance Corporation
FCNR Account	Foreign Currency Non Resident Account
FDI	Foreign Direct Investment
FII(s)	Foreign Institutional Investor, as defined under the FII Regulations and registered with the SEBI under applicable laws in India
FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995, as amended from time to time.
FEMA	Foreign Exchange Management Act, 1999, as amended from time to time, and the Regulations framed there under
Financial Year/ Fiscal/ F.Y.	The period of twelve (12) months ended on March 31 of that particular year.
FI's	Financial Institutions
FTP	Foreign Trade Policy, 2015
FVCI	Foreign Venture Capital Investors registered with SEBI under the SEBI (Foreign Venture Capital Investor) Regulations, 2000.
GDP	Gross Domestic Product
GoI/Government	Government of India
HUF	Hindu Undivided Family
IBC	The Insolvency and Bankruptcy Code, 2016
IFRS	International Financial Reporting Standards
Indian GAAP	Generally Accepted Accounting Principles in India
IPO	Initial Public Offer
IRDA	Insurance Regulatory and Development Authority
ISIN	International Securities Identification Number
I. T. Act	The Income Tax Act, 1961, as amended.
IT Authorities	Income Tax Authorities
I. T. Rules	The Income Tax Rules, 1962, as amended, except as stated otherwise.
LC	Letter of Credit
MICR	Magnetic Ink Character Recognition
Mn	Million
MNC	Multi National Company
MoA	Memorandum of Association
MoF	Ministry of Finance, Government of India
MoU	Memorandum of Understanding
N.A.	Not Applicable
NAV	Net Asset Value
NECS	National Electronic Clearing System
NEFT	National Electronic Fund Transfer
NBFC	Non- Banking Finance Company
No.	Number
NoC	No Objection Certificate
NI Act	Negotiable Instruments Act, 1881
NRE Account	Non-Resident (External) Account
NRO Account	Non-Resident (Ordinary) Account
NSDL	National Securities Depository Limited
p.a.	Per annum
PAN	Permanent Account Number
PAT	Profit After Tax
P/E Ratio	Price/Earnings Ratio
QIB	Qualified Institutional Buyer



<b>Term</b>	<b>Description</b>
RBI	Reserve Bank of India
R & D	Research and Development
ROE	Return on Equity
RoC	Registrar of Companies
RONW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956, as amended from time to time
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992.
Sec.	Section
STT	Securities Transaction Tax
TAN	Tax Deduction Account Number
U.S.A. / United States / US / U.S.	United States of America
U.S. GAAP	Generally Accepted Accounting Principles in the United States of America
USD/US\$/ \$	United States Dollar
VAT	Value Added Tax
w.e.f.	With effect from
YoY	Year on Year

The words and expressions used but not defined herein shall have the same meaning as is assigned to such terms under the Companies Act, the Securities Contracts (Regulation) Act, 1956, the SEBI ICDR Regulations, the Depositories Act, 1996 and the rules and regulations made thereunder.

Notwithstanding the foregoing, terms in “*Statement of Tax Benefits*”, “*Outstanding Litigations and Other Defaults*” and “*Financial Information of the Company*” on pages 44, 86 and 54 respectively, shall have the meanings given to such terms in these respective sections.

## **NOTICE TO OVERSEAS SHAREHOLDERS**

The distribution of this Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, CAFs and the issue of the Equity Shares on a rights basis to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer and CAFs may come are required to inform themselves about and observe such restrictions. The Company is making this Issue on a rights basis to the Equity Shareholders of the Company and will dispatch the Letter of Offer/Abridged Letter of Offer and CAF to Equity Shareholders who have an Indian address. Those overseas shareholders who do not update the records with their Indian address, prior to the date on which we propose to dispatch the Letter of Offer and the CAF, shall not be sent the Letter of Offer and the CAF.

No action has been or will be taken to permit this Issue in any jurisdiction where action would be required for that purpose, except that the Draft Letter of Offer has been filed with BSE for observations. Accordingly, the Rights Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer, Letter of Offer may not be distributed in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, CAFs will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Draft Letter of Offer must be treated as sent for information only and should not be copied or redistributed. Accordingly, persons receiving a copy of this Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, CAFs should not, in connection with the issue of the Equity Shares or the Rights Entitlements, distribute or send the same in or into the United States or any other jurisdiction where to do so would or might contravene local securities laws or regulations. If this Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, CAFs is received by any person in any such territory, or by their agent or nominee, they must not seek to subscribe to the Rights Shares or the Rights Entitlements referred to in this Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, CAFs. A shareholder shall not renounce his entitlement to any person resident in the United States or any other jurisdiction where to do so would or might contravene local securities laws or regulations. Neither the delivery of this Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, CAFs nor any sale hereunder, shall under any circumstances create any implication that there has been no change in the Company's affairs from the date hereof or that the information contained herein is correct as at any time subsequent to this date.

Any person who makes an application to acquire Rights Entitlement and the Rights Equity Shares offered in this Issue will be deemed to have declared, represented, warranted and agreed that he is authorized to acquire the Rights Entitlement and the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. We, the Registrar, the Lead Manager or any other person acting on behalf of us, reserve the right to treat any CAF as invalid where we believe that CAF is incomplete or acceptance of such CAF may infringe applicable legal or regulatory requirements and we shall not be bound to allot or issue any Rights Equity Shares or Rights Entitlement in respect of any such CAF.

**The contents of the Draft Letter of Offer, Letter of Offer & Abridged Letter of Offer should not be construed as legal, tax or investment advice. Prospective investors may be subject to adverse foreign, state or local tax or legal consequences as a result of the offer of Rights Shares or Rights Entitlements. As a result, each investor should consult its own counsel, business advisor and tax advisor as to the legal, business, tax and related matters concerning the offer of Rights Shares or Rights Entitlements. In addition, neither the Company nor the Lead Manager is making any representation to any offeree or purchaser of the Rights Shares or Rights Entitlements regarding the legality of an investment in the Rights Shares or Rights Entitlements by such offeree or purchaser under any applicable laws or regulations.**

### **NO OFFER IN THE UNITED STATES**

The Rights Shares or Rights Entitlements have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of the Draft Letter of Offer, Letter of Offer and the CAF. Any representation to the contrary is a criminal offence in the United States. The rights and securities of the Company, including the Rights Shares have not been and will not be registered under the United States Securities Act, 1933, as amended (the "*Securities Act*"), or any U.S. state securities laws and may not be offered, sold, resold or otherwise transferred within the United States of

America or the territories or possessions thereof (the "***United States***" or "***U.S.***") or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act ("***Regulation S***"), except in a transaction exempt from the registration requirements of the Securities Act. The rights referred to in this Draft Letter of Offer are being offered in India, but not in the United States. The offering to which this Draft Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any securities or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said securities or rights. Accordingly, this Letter of Offer/ Abridged Letter of Offer and the enclosed CAF should not be forwarded to or transmitted in or into the United States at any time. None of the company(ies), the Lead Manager or any person acting on their behalf will accept subscriptions from any person or his agent, if to whom an offer is made, would require registration of this Letter of Offer with the United States Securities and Exchange Commission.

Neither the Company nor any person acting on behalf of the Company will accept subscriptions or renunciation from any person, or the agent of any person, who appears to be, or who the Company or any person acting on behalf of the Company has reason to believe is, either a U.S. person (as defined in Regulation S) or otherwise in the United States when the buy order is made. Envelopes containing CAF should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Draft Letter of Offer, and all persons subscribing for the Rights Shares and wishing to hold such Rights Shares in registered form must provide an address for registration of the Rights Shares in India. The Company is making this issue of Rights Shares on a rights basis to the Equity Shareholders of the Company and the Letter of Offer/Abridged Letter of Offer and CAF will be dispatched to Equity Shareholders who have an Indian address. Any person who acquires rights and the Rights Shares will be deemed to have declared, represented, warranted and agreed, (i) that it is not and that at the time of subscribing for the Rights Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made, (ii) it is not a U.S. person (as defined in Regulation S), and does not have a registered address (and is not otherwise located) in the United States, and (iii) is authorized to acquire the rights and the Rights Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat as invalid any CAF which: (i) does not include the certification set out in the CAF to the effect that the subscriber does not have a registered address (and is not otherwise located) in the United States and is authorized to acquire the Rights Entitlement and the Rights Equity Shares in compliance with all applicable laws and regulations; (ii) appears to our Company or its agents to have been executed in or dispatched from the United States; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that CAF is incomplete/acceptance of such CAF may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot any Rights Equity Shares or Rights Entitlement in respect of any such CAF.

Rights Entitlement may not be transferred or sold to any person in the United States.

## **PRESENTATION OF FINANCIAL INFORMATION AND USE OF MARKET DATA**

### **Certain Conventions**

All references in the Draft Letter of Offer to “India” are to the Republic of India and the ‘Government’ or ‘GoI’ or the ‘Central Government’ or the ‘State Government’ are to the Government of India, Central or State, as applicable. Unless stated otherwise, all references in the Draft Letter of Offer to the “U.S.”, “USA” or “United States” are to the United States of America.

In this Draft Letter of Offer, the terms “we”, “us”, “our”, “the Company”, “our Company”, “Bansal Roofing Products Limited”, and “BRPL”, and, unless the context otherwise indicates or implies, refers to Bansal Roofing Products Limited. In this Draft Letter of Offer, unless the context otherwise requires, all references to one gender also refers to another gender and the word “Lac / Lakh” means “one hundred thousand”, the word “million (mn)” means “Ten Lac / Lakh”, the word “Crore” means “ten million” and the word “billion (bn)” means “one hundred crore”. In this Draft Letter of Offer, any discrepancies in any table between total and the sum of the amounts listed are due to rounding-off.

### **Use of Financial Data**

Unless stated otherwise, throughout this Draft Letter of Offer, all figures have been expressed in Rupees or Lakh. Unless stated otherwise, the financial data in the Draft Letter of Offer is derived from our Company's audited financial statements in accordance with Indian GAAP, the Companies Act and SEBI (ICDR) Regulations, 2009 included under Section titled “***Financial Information of the Company***” beginning on page 54 of this Draft Letter of Offer. Our Company does not have a subsidiary. Accordingly, financial information relating to us is presented on Standalone basis. Our fiscal year commences on April 1 of every year and ends on March 31st of every next year.

There are significant differences between Indian GAAP, the International Financial Reporting Standards (“IFRS”) and the Generally Accepted Accounting Principles in the United States of America (“U.S. GAAP”). Accordingly, the degree to which the Indian GAAP financial statements included in this Draft Letter of Offer will provide meaningful information is entirely dependent on the reader’s level of familiarity with Indian accounting practice and Indian GAAP. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited. We have not attempted to explain those differences or quantify their impact on the financial data included herein, and we urge you to consult your own advisors regarding such differences and their impact on our financial data.

Any percentage amounts, as set forth in “***Risk Factors***” in the Draft Letter of Offer unless otherwise indicated, have been calculated on the basis of the Company’s financial statements prepared in accordance with the applicable provisions of the Companies Act, Indian GAAP and in accordance with SEBI (ICDR) Regulations, as set out in section titled “***Financial Information of the Company***” beginning on page 54 of this Draft Letter of Offer.

For additional definitions used in this Draft Letter of Offer, see the section “***Definitions and Abbreviations***” on page 1 of this Draft Letter of Offer.

### **Use of Industry & Market Data**

Unless stated otherwise, industry and market data and forecast used throughout the Draft Letter of Offer was obtained from internal Company reports, data, websites, Industry publications report as well as Government Publications. Industry publication data and website data generally state that the information contained therein has been obtained from sources believed to be reliable, but that their accuracy and completeness and underlying assumptions are not guaranteed and their reliability cannot be assured.

Although, we believe industry and market data used in the Draft Letter of Offer is reliable, it has not been independently verified by us or the LM or any of their affiliates or advisors. Similarly, internal Company reports and data, while believed by us to be reliable, have not been verified by any independent source. There are no standard

data gathering methodologies in the industry in which we conduct our business and methodologies and assumptions may vary widely among different market and industry sources.

**Currency of Financial Presentation**

All references to “Rupees” or “INR” or “₹” are to Indian Rupees, the official currency of the Republic of India. Except where specified, throughout the Draft Letter of Offer all figures have been expressed Rupees or Lakhs.

The Draft Letter of Offer contains conversion of certain US Dollar and other currency amounts into Indian Rupees that have been presented solely to comply with the requirements of the SEBI (ICDR) Regulations. These conversions should not be construed as a representation that those US Dollar or other currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

## **FORWARD LOOKING STATEMENTS**

All statements contained in this Draft Letter of Offer that are not statements of historical fact constitute forward-looking statements. All statements regarding our expected financial condition and results of operations, business, plans and prospects are forward-looking statements. We have included statements in this Draft Letter of Offer which contain words or phrases such as "will", "aim", "is likely to result", "believe", "expect", "will continue", "anticipate", "estimate", "intend", "plan", "contemplate", "seek to", "future", "objective", "goal", "project", "should", "will pursue" and similar expressions or variations of such expressions, that are "forward-looking statements".

All forward looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement. Forward-looking statements reflect our current views with respect to future events and are not a guarantee of future performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

1. General economic and business conditions in India and in the markets in which our Company operate and in the local, regional, national and international economies;
2. Increased competition in these sectors/areas in which we operate;
3. Changes in laws and regulations relating to the industry in which we operate;
4. Our ability to compete with and adapt to the technological advances;
5. Changes in political, economic and social conditions in India;
6. Fluctuations in the operating costs;
7. Changes in the foreign exchange control regulations, interest rates and tax laws in India;
8. Our ability to attract and retain qualified personnel;
9. Our ability to meet our capital expenditure requirements; and
10. Any adverse outcome in the legal proceedings in which we may be involved.
11. Market fluctuations and industry dynamics beyond our control;
12. Occurrence of natural disasters or calamities affecting the areas in which we have operations;
13. Conflicts of interest with affiliated companies, the promoter group and other related parties; and
14. Contingent Liabilities, environmental problems and uninsured losses;

For a further discussion of factors that could cause our actual results to differ from our expectations, please refer to the sections titled "***Risk Factors***" beginning on page no. 13 of this Draft Letter of Offer. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated.

Forward looking statements speak only as of the date of this Draft Letter of Offer. Neither our Company, our Directors and officers, nor any of our respective affiliates or associates has any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

## SECTION II: RISK FACTORS

*An investment in our Equity Shares involves a degree of risk. You should consider all information in the Draft Letter of Offer, including the risks and uncertainties described below, before making an investment in our Equity Shares. Investors should carefully consider all the information contained in the section titled “**Financial Information of the Company**” on page no. 54 for the information related to the financial performance of our Company. If any of the following risks or any of the risks and uncertainties discussed in the Draft Letter of Offer or other risks that are not currently known or are now deemed immaterial, actually occur, our business, cash flow, financial condition and results of operations could suffer, the price of our Equity Shares could decline and you may lose all or part of your investment.*

*The risk set out in the Draft Letter of Offer may not be exhaustive and additional risk and uncertainties not presently known to us, or which may arise or may become material in the future. Further, some events may have a material impact from a qualitative perspective rather than a quantitative perspective and may be material collectively rather than individually.*

*Investors are advised to read the risk factors carefully before taking an investment decision in this offering. Before making an investment decision, investors must rely on their own examination of the offer. Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implication of any of the risks described in this section.*

### **INTERNAL RISK FACTORS**

**1. *Our Company and our Promoters are involved in certain legal proceedings, which if determined, against them could have an adverse impact on the business and financial results of our Company.***

Our Company and our Promoters are involved in certain legal proceedings, which if determined, against them could have an adverse impact on the business and financial results of our Company. These proceedings are pending at different levels before various authorities, courts, tribunals, etc. For details kindly refer chapter titled “**Outstanding Litigation and Other Defaults**” at page no. 86 of the Draft Letter of Offer.

A brief detail of the legal proceedings instituted and the monetary amount involved, wherever quantifiable, in these cases is mentioned in brief below:-

<b>Nature of the Case</b>	<b>Party Involved</b>	<b>No. of Outstanding cases</b>	<b>Amount Involved (In Rs. Lacs)</b>
Taxation Matter	Filed against the Company	1	Not ascertainable
Other Litigation	Filed against the Company	2	Not ascertainable
Taxation Matter	Filed against the Promoter	1	2.11
Criminal Matter	Filed by the Promoter	2	Not ascertainable

All amounts mentioned above are to the extent quantifiable. We cannot provide any assurance that these matters will be decided in favour of the above mentioned entities or persons. Further, there is no assurance that similar proceedings will not be initiated against the above mentioned entities or persons in the future.

**2. *We have incurred substantial indebtedness which exposes us to various risks which may have an adverse effect on our business and results of operations***

Our ability to borrow and the terms of our borrowings will depend on our financial condition, the stability of our cash flows, general market conditions, economic and political conditions in the markets where we operate and our capacity to service debt. As on March 31, 2017, our total outstanding indebtedness was ₹ 217.27 Lakhs.

Our significant indebtedness results in substantial amount of debt service obligations which could lead to:

- increasing our vulnerability to general adverse economic, industry and competitive conditions;
- limiting our flexibility in planning for, or reacting to, changes in our business and the industry;
- affecting our credit rating;
- limiting our ability to borrow more money both now and in the future; and
- increasing our interest expenditure and adversely affecting our profitability.

If the loans are recalled on a short notice, we may be required to arrange for funds to fulfill the necessary requirements. The occurrence of these events may have an adverse effect on our cash flow and financial conditions of the Company. For further details regarding our indebtedness, see “*Statement of Financial Indebtedness*” on page 84 of this Draft Letter of Offer.

**3. *Excessive dependence on Yes Bank for obtaining financial facilities.***

Most of our fund based and non fund based financial assistance has been sanctioned from Yes Bank. We have been sanctioned the financial assistance on the security of assets and personal guarantee of our Promoters and the relative of our Promoters. Any default under such arrangement or non renewal or renewal of the sanction on adverse term with such lender may result into difficulty in arranging of funds for re-payment and may also adversely affect our operations and financials.

Further, there are certain restrictive terms and conditions attached to the sanction and any failure to adhere to the said covenants or non-compliance of some or any of them or delay by the Bank in granting such approval may hinder us from taking advantage of a dynamic market environment or may even result in revocation of the said financial facility which in turn may adversely affect our business operations and financial condition.

**4. *Our Company does not own Registered Office from which we currently operate.***

Our Company does not own our Registered Office premises situated at 3/2, Labdhi Industrial Estate, Acid Mill Compound, Ranmukteshwar Road, Pratapnagar, Vadodara – 390004, Gujarat, India. The above premises have been taken on an 11 Month’s lease from our Promoter, Mrs. Sangeeta K. Gupta vide Rent Agreement dated November 29, 2016 at consideration of ₹ 16,000.00 per month and is valid upto October 31, 2017. However, there is no assurance in future that the landlord of such premises may be willing to renew such agreement on similar terms or renew such agreement at all. Consequently we may have to vacate the said premises and we may not be able to arrange for an alternative work place in the given time. This may adversely affect our day to day operations and thus our profitability could be adversely impacted.



**5. *Net cash flows from our operating, investing and financing activities have been negative in some years in the past. Any negative cash flow in the future may affect our liquidity and financial condition.***

Cash flow from our operating, investing and financing activities have been negative in the past. Following are the details of our cash flow position for the last two financial years based on the audited financial statements:-

Particulars	For the year ended (in ₹ Lakhs)	
	31.03.2017	31.03.2016
Net cash flow from Operating activities	219.42	47.27
Net cash flow from Investing activities	(72.93)	(138.33)
Net cash flow from Financing activities	(164.40)	118.00

Any negative cash flows in the future could adversely affect our results of operations and consequently our revenues, profitability and growth plans.

**6. *We have not yet received the registration certificate for our corporate logo.***

Currently we are using logo i.e.  and  which we have applied for the registration of the same on March 6, 2014 under Class 19 and 6 through application nos. 2693319 and 2693320 respectively. The current status



of the trademark is objected also our company has received show cause notice under Rule 38(5) dated 14.06.2017 and there can be no assurance that any such registration will be granted. In the event we are not able to obtain registrations or if any injunctive or other adverse order is issued against us in respect of any of our trademarks for which we have applied for registration, we may not be able to avail the legal protection and legal remedies (in case of infringement) or prohibit unauthorized use of such trademarks by third parties by means of statutory protection, available as a proprietor of registered trademarks, which may materially and adversely affect our goodwill and business. We cannot provide any assurance that third parties will not infringe upon our trademark, trade names logos or brand names, and thereby cause damage to our business prospects, reputation or goodwill.

For further details of our pending approvals, please see section Intellectual Property under chapter ***“Government and Other Approvals”*** beginning on page 91 of this Draft Letter of Offer.

***7. There is no monitoring agency appointed by Our Company and the deployment of funds are at the discretion of our Management and our Board of Directors, though it shall be monitored by our Audit Committee.***

As per SEBI (ICDR) Regulations, 2009, as amended, appointment of monitoring agency is required only for Issue size above ₹10,000.00 Lacs. Hence, we have not appointed any monitoring agency to monitor the utilization of Issue Proceeds. However, the Audit Committee of our Board will monitor the utilization of Issue Proceeds in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, our Company shall inform about material deviations in the utilization of Issue Proceeds to the Stock Exchange and shall also simultaneously make the material deviations / adverse comments of the Audit Committee public.

***8. There may be potential conflict of interests between Our Company and other venture or enterprises promoted by our Promoters or directors.***

Our Promoter Mr. Kaushalkumar S. Gupta has promoted Agrawal Associates which is engaged in the similar line of business as that of our Company. There are no non - compete agreements between our Company and Promoter Group Entity. We cannot assure that our Promoter will not favour the interests of such Entities over our interest or that the said entities will not expand which may increase our competition, which may adversely affect business operations and financial condition of our Company.

***9. Our Promoters and Directors have given personal guarantees in relation to Cash Credit facility provided to our Company by Yes Bank.***

Our Promoters and Directors have given personal guarantees in relation to Credit facility provided to our Company by Yes Bank. In event of default on the debt obligations, the personal guarantees may be invoked thereby adversely affecting our Promoter’s, Director’s ability to manage the affairs of our Company and consequently the impact our business, prospects, financial condition and results of operations. Our Company has availed Credit facilities of ₹ 525.00 Lakhs from Yes Bank, for which the outstanding amount as on March 31, 2017 at ₹ 212.11 Lakhs (including Cash Credit, Bank Guarantee and Term Loan). Terms and conditions of the said facility stipulate that the facility shall be secured by a personal guarantee of our Promoters/Directors. In event of default on the debt obligations, the personal guarantees may be invoked thereby adversely affecting our Promoters’ ability to manage the affairs of our Company and consequently the impact our business, prospects, financial condition and results of operations.

***10. We are highly dependent on our Top 10 suppliers for uninterrupted supply of raw-materials. Any disruption in supply of raw materials from these suppliers will adversely affect our operations.***

We are highly dependent on colour coated steel rolls and aluminium, which are the prime raw material for our products. We procure our supply of raw materials from various suppliers depending upon the price and quality of raw materials. However our Top 10 suppliers contribute significantly to supply of raw materials. Any disruption of supply of raw materials from these suppliers will adversely affect our operations.

***11. Our business is substantially dependent on our key clients from whom we derive a significant portion of our revenues. The loss of any significant clients may have a material and adverse effect on our business and results of operations.***

We derive a significant portion of our revenues from a limited number of clients. For the year ended on March 31, 2017 our top five clients cumulatively accounted for more than 90% of our revenue from operations. In the event any one or more customers cease to continue doing business with us, our business may be adversely affected. The loss of such clients may be caused mainly because of competition. There may be factors other than our performance, which may not be predictable, which could cause loss of clients. Further, any significant reduction in demand for our products from our key clients, any requirement to lower the price offered by these clients, or any loss or financial difficulties caused to these clients, change in relationship with the clients could have a material adverse effect on our business, result of operations, financial conditions and cash flow.

While we are constantly striving to increase our customer base and reduce dependence on any particular customer, there is no assurance that we will be able to broaden our customer base in any future periods, or that our business or results of operations will not be adversely affected by a reduction in demand or cessation of our relationship with any of our major customers.

***12. We require number of approvals, licenses, registration and permits for our business and failure to obtain or renew them in a timely manner may adversely affect our operations.***

We require several statutory and regulatory permits, licenses and approvals to operate in the manufacturing business, many of these approvals are granted for fixed periods of time and need renewal from time to time. Non-renewal of the said permits and licenses would adversely affect our Company's operations, thereby having a material adverse effect on our business, results of operations and financial condition. There can be no assurance that the relevant authorities will issue any of such permits or approvals in the time-frame anticipated by us or at all. Further, some of our permits, licenses and approvals are subject to several conditions and we cannot provide any assurance that we will be able to continuously meet such conditions or be able to prove compliance with such conditions to the statutory authorities, which may lead to the cancellation, revocation or suspension of relevant permits, licenses or approvals. Any failure by us to apply in time, to renew, maintain or obtain the required permits, licenses or approvals, or the cancellation, suspension or revocation of any of the permits, licenses or approvals may result in the interruption of our operations and may have a material adverse effect on the business.

***13. Our operations are significantly concentrated in Gujarat and failure to expand our Operations may restrict our growth and adversely affect our business.***

At present, our manufacturing facilities are carried from Vadodara. We do not have any other branches/ factories apart from our factory at Vadodara in Gujarat. As on date of this Draft Letter of Offer, our operations are mainly focused in Gujarat. We believe that our future growth in business and revenues will be achieved only through a pan-India footprint.

***14. Our Company had entered into various transactions with our Promoters, Promoter Group, Directors and their Relatives and Group Companies.***

Our Company in the past has entered into Related Party Transactions and may continue to do so in future also, which may have adversely affected our competitive edge and better bargaining power had these transactions have been entered with non-related parties resulting into relatively more favorable terms and conditions and better margins. Our Company had entered into various transactions with our Promoters, Promoter Group, Directors and their Relatives and Group entities. These transactions, inter-alia includes sale/purchase of goods, payment for services received/rendered, remuneration, etc. Our Company entered into such transactions due to easy proximity and quick execution. However, there is no assurance that we could not have obtained better and more favorable terms had our Company not entered into such related party transactions. Our Company may enter into such transactions in future also and we cannot assure that in such that event there would be no adverse affect on results of our operations. For details please refer to the Section titled "***Financial Information of the Company***" beginning on page 54 of this Draft Letter of Offer.

**15. We require high working capital for our smooth day to day operations of business and any discontinuance or our inability to acquire adequate working capital timely and on favourable terms may have an adverse affect on our operations, profitability and growth prospects.**

Our business requires significant amount of working capital. Major Portion of our working capital is utilized towards debtors and inventory. We have been sanctioned working capital of ₹ 275 lakhs from Yes Bank. Our growing scale and expansion, if any, may result in increase in the quantum of current assets. Our inability to maintain sufficient cash flow, credit facility and other sourcing of funding, in a timely manner, or at all, to meet the requirement of working capital or pay out debts, could adversely affect our financial condition and result of our operations.

**16. Constraint in the availability of raw material or volatility in the price of raw material may have an adverse impact on our business operations and profitability.**

We have not entered into any long term supply agreement for the supply of major raw materials required for manufacturing of our products. Also volatility in the prices and non availability of these raw materials may have an adverse impact in our business. We depend highly on colour coated steel rolls and aluminium, which are the prime raw materials for our products. We generally procure these raw materials from indigenous suppliers as and when required. Any fluctuation in the international prices of these metals affects the price and supply of these raw materials. Therefore, any significant increase in the prices of these raw materials due to any reason, and our inability to pass on increased costs of raw material to our customers or reduction in demand from our customers due to such increase in the prices, may adversely affect our sales and profitability. In the absence of any long-term arrangement with suppliers and event of any disruption in the supply of raw materials supply in terms of requisite quantities and qualities, our production schedule may also be adversely affected.

**17. The Company is promoted by first generation entrepreneurs.**

Our Promoters are first generation entrepreneurs. Their experience in managing and being instrumental in the growth of our Company is limited to the extent of their knowledge and experience and we cannot assure that this will not affect our business growth.

**18. Our Promoters and Directors may have interest in our Company, other than reimbursement of expenses incurred or remuneration.**

Apart from receipt of remuneration and re-imbursement of expenses incurred by them, our Promoters and Directors and key management personnel may be deemed to be interested to the extent of the Equity Shares held by them, or their relatives or our Group Entities, and benefits deriving from their directorship in our Company. Our Promoters and Directors are interested in certain transactions entered into between our Company and themselves as well as between our Company and our Group Entities.

**19. Our manufacturing activities are dependent upon availability of skilled and unskilled labour.**

Our manufacturing activities are highly dependent on availability of skilled and unskilled labour. Labour is required to operate the machine, carry out the manufacturing process and for movement of the material from one place to another. Non availability of labour at any time or any disputes with them may affect our production schedule and timely delivery of our products to customers which may adversely affect our business and result of operations.

**20. Our inability to manage growth could disrupt our business operations and have an adverse impact on our profitability.**

We expect our business to grow as we gain greater access to financial resources. We expect this growth to place significant demands on us and require us to continuously evolve and improve our operational, financial and internal controls across our organization. In particular, with expansion we will have to counter the challenges involved in:

- preserving a uniform culture, values and work environment across our organization;
- developing and improving our internal administrative infrastructure, particularly our financial, operational,

- communications, internal control and other internal systems;
- recruiting, training and retaining sufficient skilled management, technical and marketing personnel;
- maintaining high levels of client satisfaction; and
- adhering to health, safety, and environmental standards.
- Our inability to manage growth could disrupt our business operations and have an adverse impact on our profitability.

***21. Our business is subject to various operating risks at our factory, the occurrence of which can affect our results of operations and consequently, financial condition of our Company.***

Our business operations are subject to operating risks, such as breakdown or failure of equipments used at our factory, interruption in power supply, shortage of consumables, performance below expected levels of output or efficiency, natural disasters, obsolescence, labour disputes, industrial accidents, our inability to respond to technological advancements and emerging realty industry standards and practices along with the need to comply with the directives of relevant government authorities. The occurrence of these risks, if any, could significantly affect our operating results, and the slowdown / shutdown of business operations may have a material adverse affect on our business operations and financial conditions.

***22. Our results of operations could be adversely affected by strikes, work stoppages or increased wage demands by our employees or other disputes with our employees or our contractors' employees.***

Our operations are dependent on availability of labour force. Currently none of our employees are unionized. However, there can be no assurance that our employees will not form a union, join any existing union or otherwise organize themselves. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for the establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. Although, we currently have harmonious relations with our employees and they are not unionized at present, there can be no assurance that we will continue to have such relations. If our relations with our employees are strained, it may become difficult for us to maintain our existing labour policies, and our business may be adversely affected.

***23. The business segment in which we operate is highly competitive, which may adversely affect our business operation and financial condition.***

We are engaged in the manufacturing of Roofing sheet and Accessories. Companies in this industry generally compete with each other on attributes such as quality of product, strength, relationship, pricing and timely delivery. Some of our competitors may have longer industry experience and greater financial, technical and other resources, which may enable them to react faster in changing market scenario and remain competitive. Growing competition may result in a decline in our market share and may affect our margins which may adversely affect our business operations and our financial condition.

***24. In the event there is any delay in the completion of the Issue, there would be a corresponding delay in the completion of the objects of this Issue which would in turn affect our revenues and results of operations.***

The funds that we receive would be utilized for the objects of the Issue as has been stated in the Chapter '*Objects of the Issue*' on page 40 of the Draft Letter of Offer. The proposed schedule of implementation of the objects of the Issue is based on our management's estimates. If the schedule of implementation is delayed for any other reason whatsoever, including any delay in the completion of the Issue, we may have to revise our working capital limits resulting in unprecedented financial mismatch and this may affect our revenues and results of operations.

***25. We are subject to the restrictive covenants of banks in respect of the Loans/ Credit Limits and other banking facilities availed from them.***

Our financing arrangements contain restrictive covenants whereby we are required to obtain approval from our lender, regarding, among other things such as major changes in share capital, changes in fixed assets, creation of any

other charge, not to issue any personal guarantee by the guarantors etc. There can be no assurance that such consents will be granted or that we will be able to comply with the financial covenants under our financing arrangements. In the event we breach any financial or other covenants contained in any of our financing arrangements, we may be required under the terms of such financing arrangements to immediately repay our borrowings either in whole or in part, together with any related costs. This may adversely impact our results of operations and cash flows.

For further details on the Cash Credit Limits and other banking facilities, please see “*Statement of Financial Indebtedness*” on page 84 of the Draft Letter of Offer.

***26. Our success largely depends on our key managerial personnel and our ability to attract and retain them. Any loss of our key managerial personnel could adversely affect our business, operations and financial condition.***

We depend significantly on the expertise, experience and continued efforts of our key managerial personnel. If one or more members of our key managerial personnel are unable or unwilling to continue in his/her present position, it could be difficult to find a replacement. Our business could thereby be adversely affected. Opportunities for key managerial personnel in our industry are intense and it is possible that we may not be able to retain our existing key managerial personnel or may fail to attract/ retain new employees at equivalent positions in the future. As such, any loss of key managerial personnel could adversely affect our business, operations and financial condition.

***27. We have not identified any alternate source of raising the working capital mentioned as our ‘Objects of the Issue’. Any shortfall in raising / meeting the same could adversely affect our growth plans, operations and financial performance.***

Our Company has not identified any alternate source of funding and hence any failure or delay on our part to mobilize the required resources or any shortfall in the Issue Proceeds can adversely affect our growth plan and profitability. The delay/shortfall in receiving these proceeds could result in inadequacy of working capital or may result in borrowing funds on unfavorable terms, both of which scenarios may affect the business operations and financial performance of the company.

***28. We have not carried out an independent appraisal of our working capital requirements. Therefore, if our estimation is not accurate, we may be required to raise additional debt on terms that may not be totally favourable to us.***

Our working capital requirements are as per the management’s estimates and we have not independently appraised or evaluated our working capital requirements by any bank or financial institution. Further, the estimates of our working capital requirement are based on the experience of our management and Promoters. However, it cannot be assured that these estimates may be accurate. We may require more working capital in which case, we may be required to raise additional debt, on terms that may not be totally favourable to our Company, which may in turn adversely affect our profitability.

We may have to revise our management estimates from time to time and consequently our funding requirements may also change. Our estimates may exceed the value that would have been determined by third party appraisals and may require us to reschedule our projected expenditure, which may have a bearing on our expected revenues and earnings.

***29. The schedule of implementation envisaged by us may be delayed and as a result thereof, we may face operational delays. This may have an adverse effect on our business operations and our return on investments.***

The proposed schedule of implementation may be delayed by any reason whatsoever, including any delay in completion of the Issue. If the schedule of implementation is delayed, we may have to revise our working capital limits resulting in unprecedented financial mismatch and this may affect our revenues and results of operations.

***30. Any Penalty or demand raised by statutory authorities in future will affect our financial position of the Company.***

Our Company is engaged in business of manufacturing of roofing sheets and roofing accessories such as Colour Coated Roof Sheets, FRP Roof Sheets, Polycarbonate Sheets and related products which attract tax liability such as Sales tax, Excise duty, professional tax, Value Added Tax and Service Tax as per the applicable provisions of Law. We are also subject to the labour laws like depositing of contributions with Provident Fund Authorities. Though, we have deposited the required returns under various applicable Acts any demand or penalty raised by the concerned authority in future for any previous year and current year will affect the financial position of the Company.

***31. Our Promoters, together with our Promoter Group, will continue to retain majority shareholding in our Company after the proposed Right Issue, which will allow them to exercise significant control over us.***

We cannot assure you that our Promoters and Promoter Group members will always act in the best interests of the Company. Our Promoters and Promoter Group members currently hold approximately 67.95% of total paid up capital of our Company. As a result, our Promoters will continue to exercise significant control over us, including being able to control the composition of our Board and determine matters requiring shareholder approval or approval of our Board. Our Promoters may take or block actions with respect to our business, which may conflict with our interests or the interests of our minority shareholders. By exercising their control, our Promoters could delay, defer or cause a change of our control or a change in our capital structure or cause a merger, consolidation, takeover or other business combination involving us, discourage or encourage a potential acquirer from making a tender offer or otherwise attempting to obtain control of our Company.

***32. Changes in technology may render our current technologies obsolete or require us to make substantial capital investments.***

Modernization and technology upgradation is essential to reduce costs and increase the output. Our technology and machineries may become obsolete or may not be upgraded timely, hampering our operations and financial conditions and we may lose our competitive edge. Although we believe that we have installed latest technology and that the chances of a technological innovation are not very high in our sector we shall continue to strive to keep our technology, plant and machinery in line with the latest technological standards. In case of a new found technology in the business of manufacturing of Roofing sheet and Accessories, we may be required to implement new technology or upgrade the machineries and other equipment's employed by us. Further, the costs in upgrading our technology and modernizing the plant and machineries are significant which could substantially affect our finances and operations.

***33. Our Company has not paid dividends in the past and there is no assurance that we may be able to pay any dividend in future also.***

Our Company has not paid any dividend (including any interim dividend) on its shares since its inception. Further, our ability to pay dividends in the future will depend upon a variety of factors, including our future earnings, financial condition, cash flows, working capital requirements, capital expenditure and restrictive covenants in our financing arrangements, if any, retention policy of the management, future growth prospects, market condition etc. As a result, we cannot assure you that we will make dividends. Accordingly, if no dividends are paid the realization of a gain on shareholders' investments will largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value.

***34. Any future issuance of Equity Shares may dilute your shareholdings, and sales of the Equity Shares by our major shareholders may adversely affect the trading price of our Equity Shares.***

Any future equity issuances by our Company may lead to the dilution of investors' shareholdings in our Company. In addition, any sale of substantial Equity Shares in the public market after the completion of this Issue, including by our major shareholders, or the perception that such sales could occur, could adversely affect the market price of the Equity Shares and could significantly impair our future ability to raise capital through offerings of the Equity Shares. We cannot predict what effect, if any, market sales of the Equity Shares held by the major shareholders of our Company or the availability of these Equity Shares for future sale will have on the market price of our Equity Shares.

***35. Dependence upon the third party services for supply and transportation of our products are subject to various uncertainties and risks, and delays in delivery may result in rejection of products by customer.***

We depend on transportation services to deliver our products. We rely on third parties to provide such services. Disruptions of transportation services because of weather related problems, strikes, lock-outs, inadequacies in road infrastructure or other events could impair our procurement of raw materials and our ability to supply our products to our customers. There is no assurance that such disruptions will not occur in the future. Any such disruptions could materially adversely affect our business, financial condition and results of operations.

***36. Our insurance coverage may not be adequate to protect us against certain operating hazards and this may have a material adverse effect on our business.***

Our company has obtained insurance coverage in respect of certain risks. Our insurance coverage consists of Standard fire and special perils, burglary, cash, Public liability policy. We believe that the insurance coverage maintained by us is adequate and consistent with the size of our business. However, there is no assurance that the insurance policy taken by us will be adequate for us to cover the losses. If we suffer any uninsured loss or if claim made by us in respect of an insurance is not accepted or any loss occurred by us is in excess of the insurance coverage may adversely affect our operation, results and financials.

**External Risk Factors**

***37. The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have affected significant changes to the existing Indian company law/ listing framework, which may subject us to higher compliance requirements and increase our compliance costs.***

A majority of the provisions and rules under the Companies Act, 2013 have come into effect. The Companies Act, 2013 has brought into effect significant changes to the Indian company law framework, such as in the provisions related to issue of capital (including provisions in relation to issue of securities on a private placement basis), disclosures in offering documents, corporate governance norms, accounting policies and audit matters, related party transactions, introduction of a provision allowing the initiation of class action suits in India against companies by shareholders or depositors, a restriction on investment by an Indian company through more than two layers of subsidiary investment companies (subject to certain permitted exceptions), prohibitions on loans to directors and insider trading and restrictions on directors and key managerial personnel from engaging in futures trading. Further, the Companies Act, 2013 imposes greater monetary and other liability on us and our directors for any non-compliance.

To ensure compliance with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we may need to allocate additional resources, which may increase our regulatory compliance costs and divert management attention. The Companies Act, 2013 introduced certain additional requirements which do not have corresponding equivalents under the Companies Act, 1956. Accordingly, we may face challenges in interpreting and complying with such provisions due to the limited jurisprudence on them. In the event our interpretation of such provisions of the Companies Act, 2013 differs from, or contradicts with, any judicial pronouncements or clarifications issued by the Government in the future, we may face regulatory actions or we may be required to undertake remedial steps. Further, we cannot currently determine the impact of provisions of the Companies Act, 2013 which are yet to be notified. Any increase in our compliance requirements or in our compliance costs may have an adverse effect on our business and results of operations.

***38. You may be subject to Indian taxes arising out of capital gains on the sale of the Equity Shares.***

Under current Indian tax laws and regulations, capital gains arising from the sale of equity shares of an Indian company are generally taxable in India. Any gain realized on the sale of shares on a stock exchange held for more than 12 months will not be subject to capital gains tax in India if the securities transaction tax (STT) has been paid on the transaction. The STT will be levied on and collected by an Indian stock exchange on which equity shares are sold. Further, any gain realized on the sale of listed equity shares held for a period of 12 months or less will be subject to short term capital gains tax in India, if securities transaction tax has been paid on the transaction. Any gain realized

on the sale of shares held for more than 36 months to an Indian resident, which are sold other than on a recognized stock exchange and as a result of which no STT has been paid, will be subject to long term capital gains tax in India. Further, any gain realized on the sale of equity shares held for a period of 36 months or less which are sold other than on a recognized stock exchange and on which no STT has been paid, may be subject to short term capital gains tax at a relatively higher rate as compared to the transaction where STT has been paid in India.

***39. Any downgrading of India's debt rating by a domestic or international rating agency could have a negative impact on our business.***

India's sovereign debt rating could be downgraded due to various factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, which are outside our control. Any adverse revisions to India's credit ratings for domestic and international debt by domestic or international rating agencies may adversely impact our ability to raise additional financing, and the interest rates and other commercial terms at which such additional financing is available. This could have a material adverse effect on our business and financial performance, ability to obtain financing for capital expenditures and the price of our Equity Shares.

***40. Regional hostilities, terrorist attacks, communal disturbances, civil unrest and other acts of violence or war involving India and other countries may result in a loss of investor confidence and adversely affect the financial markets and our business.***

Terrorist attacks, civil unrest and other acts of violence or war may negatively affect the Indian markets on which our Equity Shares will trade and also adversely affect the worldwide financial markets. In addition, the Asian region has from time to time experienced instances of civil unrest and hostilities among neighboring countries. Hostilities and tensions may occur in the future and on a wider scale. Military activity or terrorist attacks in India may result in investor concern about stability in the region, which may adversely affect the price of our Equity Shares. Events of this nature in the future, as well as social and civil unrest within other countries in the world, could influence the Indian economy and could have an adverse effect on the market for securities of Indian companies, including our Equity Shares.

***41. Changing laws, rules and regulations and legal uncertainties in India, including adverse application of tax laws and regulations, may adversely affect our business and financial performance.***

Our business and financial performance could be adversely affected by changes in law or interpretations of existing, or the promulgation of new, laws, rules and regulations in India applicable to us and our business. For further details please refer to the chapter "***Government and Other Approvals***" on page 91 for details of the laws currently applicable to us. There can be no assurance that the central or the state governments in India may not implement new regulations and policies which will require us to obtain approvals and licenses from the central or the state governments in India and other regulatory bodies or impose onerous requirements and conditions on our operations. Any such changes and the related uncertainties with respect to the implementation of the new regulations may have a material adverse effect on all our business, financial condition and results of operations. In addition, we may have to incur capital expenditures to comply with the requirements of any new regulations, which may also materially harm our results of operations. For instance, the Government has proposed a comprehensive national goods and services tax ("***GST***") regime that will combine taxes and levies by the Central and state Governments into a unified rate structure. Given the limited availability of information in the public domain concerning the GST, we are unable to provide any assurance as to the tax regime following implementation of the GST. The implementation of this new structure may be affected by any disagreement between certain state Governments, which could create uncertainty. Any such future amendments may affect our overall tax efficiency, and may result in significant additional taxes becoming payable.

***42. Instability in financial markets could materially and adversely affect our results of operations and financial condition.***

The Indian economy and financial markets are significantly influenced by worldwide economic, financial and market conditions. Any financial turmoil, especially in the United States of America or Europe, may have a negative impact on the Indian economy. Although economic conditions differ in each country, investors' reactions to any significant



developments in one country can have adverse effects on the financial and market conditions in other countries. A loss in investor confidence in the financial systems, particularly in other emerging markets, may cause increased volatility in Indian financial markets. The global financial turmoil, an outcome of the sub-prime mortgage crisis which originated in the United States of America, led to a loss of investor confidence in worldwide financial markets. Indian financial markets have also experienced the contagion effect of the global financial turmoil, evident from the sharp decline in SENSEX, BSE's benchmark index. Any prolonged financial crisis may have an adverse impact on the Indian economy and us, thereby resulting in a material and adverse effect on our business, operations, financial condition, profitability and price of our Equity Shares.

***43. Natural calamities could have a negative impact on the Indian economy and cause Our Company's business to suffer.***

India has experienced natural calamities such as earthquakes, tsunamis, floods etc. In recent years, the extent and severity of these natural disasters determine their impact on the Indian economy. Prolonged spells of abnormal rainfall or other natural calamities could have a negative impact on the Indian economy, which could adversely affect our business, prospects, financial condition and results of operations as well as the price of the Equity Shares.

***44. Government regulation of foreign ownership of Indian securities may have an adverse effect on the price of the Equity Shares.***

Foreign ownership of Indian securities is subject to government regulation. Under foreign exchange regulations currently in effect in India, transfer of shares between non residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the rupees proceeds from the sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the Income Tax authorities. There can be no assurance that any approval required from the RBI or any other government agency can be obtained.

***45. If certain labour laws become applicable to us, our profitability may be adversely affected.***

India has stringent labour legislations that protect the interests of workers, including legislation that sets forth detailed procedures for dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment. Any change or modification in the existing labour laws may affect our flexibility in formulating labour related policies.

***46. Political, economic and social changes in India could adversely affect our business.***

Our business, and the market price and liquidity of our Company's shares, may be affected by changes in Government policies, including taxation, social, political, economic or other developments in or affecting India could also adversely affect our business. Since 1991, successive governments have pursued policies of economic liberalization and financial sector reforms including significantly relaxing restrictions on the private sector. In addition, any political instability in India may adversely affect the Indian economy and the Indian securities markets in general, which could also affect the trading price of our Equity Shares.

***47. Our transition to Ind AS or IFRS reporting could have an adverse effect on our reported results of operations or financial condition.***

On January 2, 2015, the Ministry of Corporate Affairs, Government of India (MCA) announced the revised roadmap for the implementation of Ind AS for companies other than banking companies, insurance companies and non-banking finance companies through a press release. On February 16, 2015, the MCA issued the Companies (Indian Accounting Standards) Rules, 2015 (Indian Accounting Standard Rules) to be effective from April 1, 2015. The Indian Accounting Standard Rules provide for voluntary adoption of Ind AS by companies in financial year 2015 and, implementation of Ind AS will be applicable from April 1, 2016 to companies with a net worth of ₹ 5,000

million or more. Additionally, Ind AS differs in certain respects from IFRS and therefore financial statements prepared under Ind AS may be substantially different from financial statements prepared under IFRS. There can be no assurance that the adoption of Ind AS by our Company will not adversely affect its results of operation or financial condition. Any failure to successfully adopt Ind AS in accordance with the prescribed timelines may have an adverse effect on the financial position and results of operation of our Company.

***48. The nationalized goods and services tax (GST) regimes proposed by the Government of India may have material impact on our operations***

The Government of India has proposed a comprehensive national goods and service tax (GST) regime that will combine taxes and levies by the Central and State Governments into a unified rate structure. Given the limited liability of information in the public domain covering the GST we are unable to provide/ measure the impact this tax regime may have on our operations

**Prominent Notes**

1. Right Issue of [●] Equity Shares of face value of ₹ 10 each of our Company for cash at a price of ₹ [●] per Equity Share (including a share premium of ₹ [●] per Equity Share) aggregating up to ₹ 400 Lakhs on a rights basis to the existing Equity Shareholders of our Company in the ratio of [●] Equity Share for every [●] fully paid-up Equity Share(s) held (i.e., [●]) by the existing Equity Shareholders as on the Record Date.
2. The Net worth of our Company as on March 31, 2017 and March 31, 2016 was ₹ 618.88 Lakhs and ₹ 540.83 Lakhs respectively. For more information, see the section titled “***Mandatory Accounting and other Ratios***” beginning on page 80 of this Draft Letter of Offer.
3. The NAV / Book Value per Equity Share, based on Audited Financials of our Company as on March 31, 2017 and March 31, 2016 was ₹ 28.17 and ₹ 24.62 respectively. For more information, see the section titled “***Mandatory Accounting and other Ratios***” beginning on page 80 of this Draft Letter of Offer.
4. We have entered into various related party transactions with related parties including our Promoter Group and Group Companies for the period ended March 31, 2016 & March 31, 2017. For nature of transactions and other details as regard to related party transactions section titled “***Financial Information of the Company***” on page 54 of this Draft Letter of Offer.
5. There has been no financing arrangement whereby the Promoter Group, the Directors of our Company and their relatives have financed the purchase of securities of our Company by any other person, other than in the normal course of business of the financing entity during the period of six months immediately preceding the date of filing of the Draft Letter of Offer.
6. Our Company was originally incorporated on May 01, 2008, as “Bansal Roofing Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra & Nagar Havelli. Pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting of the Company held on August 24, 2013 name of our Company was changed to “Bansal Roofing Products Private Limited” from “Bansal Roofing Private Limited” and a fresh Certificate of Incorporation dated August 29, 2013 was issued by the Registrar of Companies, Gujarat, Dadra & Nagar Havelli. Subsequently, our Company was converted into a public limited company pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting of the Company held on November 1, 2013 and the name of our Company was changed to “Bansal Roofing Products Limited” pursuant to a fresh Certificate of Incorporation dated November 19, 2013 issued by the Registrar of Companies, Gujarat, Dadra & Nagar Havelli. For details of the changes in our Name and Registered Office, please see section titled “***History and Certain Corporate Matters***” on page 46 of this Draft Letter of Offer.
7. Our Company, Promoters, Directors, Promoter Group, Group entities have not been prohibited from accessing the Capital Market under any order or direction passed by SEBI nor they have been declared as willful defaulters

- by RBI / Government authorities. Further, no violations of securities laws have been committed by them in the past or pending against them.
8. The Lead Manager and our Company shall update this Draft Letter of Offer / Letter of Offer and keep the investors / public informed of any material changes. All information shall be made available by the Lead Manager and our Company to the public and investors at large and no selective or additional information would be available only to a section of investors in any manner whatsoever.
  9. Investors are free to contact the Lead Manager i.e. Hem Securities Limited for any clarification, complaint or information pertaining to the Issue.
  10. No loans and advances have been made to any person(s) / companies in which Directors are interested except as stated in the Financial Statements. For details, please see the section titled “***Financial Information of the Company***” beginning on page no. 54 of this Draft Letter of Offer.

### SECTION III: INTRODUCTION

#### THE ISSUE

The Board of Directors of our Company have, pursuant to a resolution passed at their meeting held on May 18, 2017 authorized this offer of Rights Equity Shares.

The following is a summary of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, more detailed information in the section titled “*Terms of the Issue*” on page 107 of this Draft Letter of Offer.

Rights Equity Shares being offered by our Company	[●] Equity Shares
Rights Entitlement for Rights Equity Shares	[●] Equity Shares for every [●] Equity Shares held on the Record Date i.e. [●].
Record Date	[●]
Face Value per Rights Equity Shares	Rs. 10.00
Issue Price per Rights Equity Share	[●]
Issue size	Not exceeding Rs. 400.00 Lacs
Paid-up Equity Shares outstanding prior to the Issue	21,97,200 Equity Shares
Equity Shares outstanding after the Issue	[●] Equity Shares
Terms of the Issue	Please refer to the section titled “ <i>Terms of the Issue</i> ” on page 107 of this Draft Letter of Offer.
Use of Issue Proceeds	For further information, see the section titled “ <i>Objects of the Issue</i> ” on page 40 of the Draft Letter of Offer.
ISIN	INE319Q01012
Scrip Code	538546

#### **Term of Payment**

The entire Issue Price will be paid on Application, along with the CAF.

### SUMMARY OF FINANCIALS

The following tables set forth our summary financial information derived from our audited financial statements as at and for Fiscal 2017 and Fiscal 2016 prepared in accordance with Indian GAAP, the Companies Act, 2013, applicable standards and guidance notes specified by the Institute of Chartered Accountants of India, applicable accounting standards and other applicable statutory and / or regulatory requirements. This chapter should be read in conjunction with, and is qualified in its entirety by, the more detailed information about us and our financial statements, including the notes thereto, included in the section titled “**Financial Information of our company**” on page 54 of the Draft Letter of Offer. Special attention is also drawn to chapter titled “**Risk Factors**” on page 13 of the Draft Letter of Offer, which discusses a number of factors and contingencies that could impact our financial condition and results of operations.

**For the financial year ended March 31, 2017 based on the standalone audited financial statements:**

#### BALANCE SHEET AS AT 31st March, 2017

(Amt. in Rs.)

	Particulars	Note No.	As at 31st March 2017	As at 31st March 2016
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>			
(1)	<b>Shareholder's Funds</b>			
	(a) Share Capital	1	21972000.00	21972000.00
	(b) Reserves and Surplus	2	39916420.09	32111575.19
(2)	<b>Non-Current Liabilities</b>			
	(a) Long-Term Borrowings	3	10070816.85	9918374.80
	(b) Deferred Tax Liabilities (Net)	4	2158941.00	1320489.00
(3)	<b>Current Liabilities</b>			
	(a) Short-Term Borrowings	5	11658146.35	25226335.02
	(b) Trade Payables	6	14301319.10	4711685.18
	(c) Other Current Liabilities	7	5559566.68	4285633.60
	(d) Short-Term Provisions	8	1302646.00	856627.00
	<b>TOTAL</b>		<b>106939856.07</b>	<b>100402719.79</b>
<b>II.</b>	<b>ASSETS</b>			
(1)	<b>Non-Current Assets</b>			
	(a) Fixed Assets			
	(i) Tangible Assets	9	37267005.33	32375666.83
	(ii) Intangible Assets		0.00	0.00
	(b) Other Non-Current Assets	10	2081147.35	3121715.35
(2)	<b>Current Assets</b>			
	(a) Inventories	11	47581139.49	32674036.44
	(b) Deposit	12	226416.00	49468.00
	(c) Trade Receivables	13	11748522.28	13988494.59
	(d) Cash and Cash Equivalents	14	2363390.43	4153525.65
	(e) Short-Term Loans and Advances	15	3271359.19	4321818.95
	(f) Other Current Assets	16	2400876.00	9717993.98
	<b>TOTAL</b>		<b>106939856.07</b>	<b>100402719.79</b>

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2017

(Amt. in Rs.)

	Particulars	Note No.	As at 31st March, 2017	As at 31st March, 2016
I.	Revenue from Operations	17		
	Sale of Products		302712560.63	247724001.58
	Sale of Services		374257.18	766538.00
	Gross Revenue From Operations		303086817.81	248490539.58
	Less: Excise Duty		31212522.61	24404689.67
	Net Revenue From Operations		271874295.20	224085849.91
II.	Other Incomes	18	998249.19	1277091.26
III.	<b>Total Revenue (I + II)</b>		<b>272872544.39</b>	<b>225362941.17</b>
IV.	Expenses:			
(1)	Cost of Material Consumed	19	238001751.39	188681941.18
(2)	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	20	(5994721.85)	1508733.70
(3)	Employee Benefit Expenses	21	8087693.00	6533691.00
(4)	Finance Costs	22	3024295.82	2110551.73
(5)	Depreciation and Amortization Expense	23	2557609.00	1794463.00
(6)	Other Expenses	24	14779472.93	14375255.05
	<b>Total Expenses</b>		<b>260456100.29</b>	<b>215004635.66</b>
V	Profit before Prior Period Items and Tax (III-IV)		12416444.10	10358305.51
VI	Exceptional and Extra Ordinary Items	25		
	Prior Period Items (Expenses)/Income		0.00	0.00
	Misc. Exp. Written Off		(1040568.00)	(1040572.00)
VII	Profit before Tax (V-VI)		11375876.10	9317733.51
VIII	Tax Expense:			
	(a) Current tax		2677470.00	2520303.00
	(b) Deferred Tax		838452.00	361832.00
	© Income Tax Expense of Previous Years		55109.20	6660.00
			3571031.20	2888795.00
IX	Profit/ (Loss) for the period (VII-VIII)		7804844.90	6428938.51
X	Earnings Per Equity Share			
	(1) Basic		3.55	2.93
	(2) Diluted		3.55	2.93

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON March 31<sup>st</sup>, 2017

(Amt in Rs.)

Particular	Year Ended	
	March 31, 2017	March 31, 2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax	11375876	9317734
<b>Adjustment for :</b>		
Depreciation and Amortization Exp	2557609	1794463
Misc Exp Written Off	1040568	1040572
Prior Period Depreciation	-	-
Interest Income	(156312)	(39113)
Profit on Sale of Investment	-	-
Loss on Sale of Asset	-	-
Profit on Currency Hedging	-	-
Dividend Income	-	-
Gratuity	-	-
Financial Cost	3024296	2110552
	6466160	4906474
<b>Operating profit before working capital changes</b>	<b>17842036</b>	<b>14224207</b>
<b>Adjustment for Changes in Working Capital :</b>		
Adjustment in provision for Gratuity	-	-
Increase / (Decrease) in Long Term Provisions	-	-
Increase / (Decrease) in Trade Payable	9589634	(5275862)
Increase / (Decrease) in Other Current Liabilities	1273933	(850406)
Increase / (Decrease) in Short Term Provision	446019	(108269)
(Increase) / decrease in Inventories	(14907103)	10076948
(Increase) / decrease in Deposit	(176948)	196076
(Increase) / Decrease in Short term Loans & Advances	1050460	1290439
(Increase) / Decrease in Trade Receivable	2239972	(3077775)
(Increase) / Decrease in Misc. Exp. (Assets)	-	-
(Increase) / Decrease in Other Current Assets	7317118	(9221841)
	6833085	(6970690)
<b>Cash Generated from Operation</b>	<b>24675121</b>	<b>7253517</b>
Net Income-tax paid	(2732579)	(2526963)
<b>Net Cash Flow from Operating Activities</b>	<b>21942542</b>	<b>4726554</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Capital Expenditure on Fixed Assets	(7448948)	(13871718)
Sale Proceed of Fixed Assets	-	-
(Increase) / Decrease in Non-current Investments	-	-
Increase / (Decrease) in Long Term Loans & Advances	-	-
Increase / (Decrease) in Non-current Assets	-	-
Dividend Income	-	-
Profit on Sale of Investment	-	-
Profit on Currency hedging	-	-
Interest Received	156312	39113
<b>Net Cash Flow from/(used) in Investing Activities</b>	<b>(7292635)</b>	<b>(13832605)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds from Issue of Share Capital	-	-
Proceeds from Security Premium	-	-
Repayment of Long Term Borrowings	152442	4469459

***Bansal Roofing Products Limited***

Repayment of Short Term Borrowings	(13568189)		9440899	
Financial Cost paid	(3024296)		(2110552)	
<b>Net Cash Flow from/(used) in Financing Activities</b>		<b>(16440042)</b>		<b>11799806</b>
Net Increase/(decrease) in Cash & Cash Equivalents(A+B+C)		<b>(1790135)</b>		2693756
Cash & Cash Equivalents at the beginning of the period		4153526		1459770
		<b>2363390</b>		<b>4153526</b>
<b>Cash &amp; Cash Equivalents at the end of the period</b>		<b>2363390</b>		<b>4153526</b>
1) The figures in bracket indicate outflow				
2) Previous period's figures have been regrouped wherever considered necessary.				



**GENERAL INFORMATION**

Our Company was originally incorporated on May 01, 2008, as “Bansal Roofing Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra & Nagar Havelli. Pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting of the Company held on August 24, 2013, name of our Company was changed to “Bansal Roofing Products Private Limited” from “Bansal Roofing Private Limited” and a fresh Certificate of Incorporation dated August 29, 2013 was issued by the Registrar of Companies, Gujarat, Dadra & Nagar Havelli. Subsequently, our Company was converted into a public limited company pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting of the Company held on November 1, 2013 and the name of our Company was changed to “Bansal Roofing Products Limited” pursuant to a fresh Certificate of Incorporation dated November 19, 2013 issued by the Registrar of Companies, Gujarat, Dadra & Nagar Havelli.

Pursuant to the resolution passed by our Board at its meeting held on May 18, 2017, our Company has been authorised to make the following Rights Issue to the Eligible Equity Shareholders of our Company with an option to renounce the Right.

*Issue of [●] Equity Shares of Face Value of Rs. 10/- (“right issue equity shares”) for cash at Issue Price of Rs. [●] per Equity Share including share premium of Rs. [●] per Equity Share for an amount aggregating up to Rs. 400 Lacs on a rights basis to the existing Equity Shareholders of our Company, in the ratio of [●] Equity Share for every [●] Equity Share held as on the Record Date i.e. [●]. The Issue Price of each Equity Share is [●] times of the face value of the Equity Share.*

For further details please refer to “**Terms of the Issue**” on page 107 of this Draft Letter of Offer.

**Brief Company and Issue Information**

<b>Registered Office</b>	3/2, Labdhi Industrial Estate, Acid Mill Compound, Ranmukteshwar Road, Pratapnagar, Vadodara, 390004, Gujarat, India Tel. No. +91-265-2580178, Fax No. +91-265-2581365 E-mail: <a href="mailto:cs@bansalroofing.com">cs@bansalroofing.com</a> Website: <a href="http://www.bansalroofing.com">www.bansalroofing.com</a>
<b>Factory Address</b>	Plot No. 06, Raj Industrial Estate, Vadadala, Near Samlatya Crossing, Vadodara, 391520, Gujarat.
<b>Date of Incorporation</b>	May 01, 2008
<b>Corporate Identification No.</b>	L25206GJ2008PLC053761
<b>Address of Registrar of Companies</b>	Registrar of Companies, Gujarat, Ahmedabad Roc Bhavan, Opposite Rupal Park Society, Behind Ankur Bus Stop, Naranpura, Ahmedabad – 380013 Phone: +91-79-27437597, Fax:+91-79-27438371 <a href="mailto:roc.ahmedabad@mca.gov.in">Email: roc.ahmedabad@mca.gov.in</a>
<b>Company Secretary &amp; Compliance Officer</b>	<b>Ms. Krupali Jigishchandra Joshi</b> <b>Bansal Roofing Products Limited</b> 3/2, Labdhi Industrial Estate, Acid Mill Compound, Ranmukteshwar Road, Pratapnagar, Vadodara – 390004, Gujarat, India Tel. No. +91-265-2580178, Fax No. +91-265-2581365 E-mail: <a href="mailto:cs@bansalroofing.com">cs@bansalroofing.com</a> Website: <a href="http://www.bansalroofing.com">www.bansalroofing.com</a>
<b>Designated Stock Exchange</b>	<b>BSE Ltd (BSE SME)</b> P J Towers, Dalal Street Fort, Mumbai-400001 Phone: 022-22721233/34; 022-66545695 Fax: 022-22721919

*Note: Investors may contact the Compliance Officer or Registrar to the Issue for any pre-Issue / post-Issue related matter such as non-receipt of letters of allotment/ share certificates/ refund orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as*

**Bansal Roofing Products Limited**

name, address of the applicant, ASBA Account number and the Designated Branch of the SCSBs where the CAF, or the plain paper application, as the case may be, was submitted by the ASBA Investors.

**Board of Directors of our Company**

Our Board of Directors of our Company consists of:

Name	Designation	Address	DIN
Mr. Kaushalkumar S. Gupta	Chairman and Managing Director	C- 45, Shreedharpark Society, Opposite Novino Batteries, Makarpura Road, Vadodara, 390010, Gujarat, India	02140767
Mr. Satishkumar S. Gupta	Whole-time Director	B-46, Girdharpark, Makarpura, Vadodara, 390010, Gujarat, India	02140734
Mrs. Sangeeta K. Gupta	Whole-time Director	C- 45, Shreedharpark Society, Opposite Novino Batteries, Makarpura Road, Vadodara, 390010, Gujarat, India	02140757
Ms. Bhavitaben D. Gurjar	Non Executive Independent Director	C- 43, Shreedhar Park., Behind Makarpura Depo., Vadodara, 390010, Gujarat, India	06720448
Mrs. Beena P. Bisht	Non Executive Independent Director	A/8, Purusarth Bunglows, Off. 30 Meter, Ring Road, Opposite Ratnakar Tenement, Gotri, Vadodara, 390021, Gujarat, India	06696882
Mrs. Shilpaba A. Jadeja	Non Executive Independent Director	C-7, Anant Park, Near Sabri Vidyalaya, Saiyed Vasna Road, Vadodara, 390015, Gujarat, India	06696913

For further details of the Directors of our Company, please refer to the chapter titled “**Our Management**” on page 50 of this Draft Letter of Offer.

**Details of Key Intermediaries pertaining to this Right Issue and Our Company:**

Lead Manager of the Issue	Legal Advisor to the Issue
<b>HEM SECURITIES LIMITED</b> 14/15, Khatau Building, 1 <sup>st</sup> Floor, 40, Bank Street, Fort, Mumbai - 400 001 Tel. No.: 91-22 – 49060000 Fax No.: 91-22 – 2262 5991 Website: <a href="http://www.hemsecurities.com">www.hemsecurities.com</a> Email: <a href="mailto:ib@hemsecurities.com">ib@hemsecurities.com</a> Investor Grievance Email: <a href="mailto:redressal@hemsecurities.com">redressal@hemsecurities.com</a> Contact Person: Mr. Anil Bhargava SEBI Regn. No. INM000010981	<b>M. V. KINI</b> Kini House, 6/39, Jangpura-B, New Delhi-110014 Tel No.:+91-11 2437 1038/39/40, +91-9899016169 Fax No.:+91- 11 2437 9484 Email: <a href="mailto:raj@mvkini.com">raj@mvkini.com</a> Contact Person: Ms. Raj Rani Bhalla
Registrar to the Issue	Bankers to the Company
<b>SHAREX DYNAMIC (INDIA) PRIVATE LIMITED</b> Unit-1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai – 400 072 Tel. No.: +91-22 – 2851 5606 / 44 Fax No.: +91-22 – 2851 2885 Website: <a href="http://www.sharexindia.com">www.sharexindia.com</a> mail: <a href="mailto:sharexindia@vsnl.com">sharexindia@vsnl.com</a> Investor Grievance Email : <a href="mailto:bansal.right@sharexindia.com">bansal.right@sharexindia.com</a> Contact Person: Mr. K. C. Ajitkumar SEBI Regn. No. INR000002102	<b>YES BANK LIMITED</b> Ground Floor Corner Square, Race Course Circle, Baroda – 390007 Tel No.: +91 – 0265 6619329 Fax No.: +91 (265) 6619341 Email : <a href="mailto:prashant.jain@yesbank.in">prashant.jain@yesbank.in</a> Contact Person : Prashant Jain Designation: Cluster Business Leader
Statutory Auditors of the Company	Bankers to the Issue/ Escrow Collection Banks/ Refund banker to the Issue
<b>M/S. SANTLAL PATEL &amp; CO.</b>	<b>[●]</b>

<p><b>CHARTERED ACCOUNTANTS</b>                  Address: 432, Phoniex Complex, Near Suraj Plaza,                  Sayajigunj, Vadodara, 390005                  Tel. No: +91- 265-2363343                  Email: <a href="mailto:santlalpatel@rediffmail.com">santlalpatel@rediffmail.com</a>                  Contact Person: CA. Santlal C. Patel</p>	
<p><b>Market Maker to the Company</b>                  Hem Securities Limited                  203, Jaipur Tower, M I Road Jaipur, 302001, Rajasthan                  Tel No.:+91 – 141 – 4051000, 5108113                  Fax No.: +91 – 141 – 5101757                  Email : <a href="mailto:hem@hemsecurities.com">hem@hemsecurities.com</a>                  Website : <a href="http://www.hemsecurities.com">www.hemsecurities.com</a>                  Contact person : Mr. Anil Bhargava</p>	<p><b>Underwriter to the Issue</b>                  [●]</p>

**Experts**

Our Company has received consent letter dated June 12, 2017 from the Statutory Auditor M/s. Santlal Patel & Co., Chartered Accountants to include their names as an “expert” under Section 2(38) read with Section 26 of the Companies Act, 2013 in this Draft Letter of Offer in relation to their report on the audited financial statements for the financial year ended March 31, 2017 of our Company provided under section “*Financial Information of the Company*” on page 54 and the Statement of Tax Benefit dated June 01, 2017 provided under section “*Statement of Tax Benefits*” on page 44 of the Draft Letter of Offer. Further, this consent has not been withdrawn as of the date of this Draft Letter of Offer.

**Statement of Inter se allocation of responsibilities**

Since Hem Securities Limited is the sole Lead Manager to this Issue, a statement of inter se allocation of responsibilities among Lead Managers is not required.

Sr. No.	Activities
1.	Capital structuring with relative components and formalities such as type of instruments, etc.
2.	Due Diligence of the Company, drafting and design of the Letter of Offer, the Abridged Letter of Offer, the CAF and of the advertisement or publicity material including newspaper advertisements and brochure / memorandum containing salient features of the offer document.
3.	Selection of various agencies connected with the issue, namely Registrars to the Issue, Bankers to the Issue, printers, advertising agencies, etc. as may be applicable.
4.	Drafting and approval of all publicity material including statutory advertisements, corporate advertisements, brochures, corporate films, etc.
5.	Liaisoning with the Stock Exchange for pre-Issue activities, including for obtaining in-principle listing approval and completion of prescribed formalities with the Stock Exchange.
6.	Post-issue activities, which shall involve essential follow-up steps including follow-up with bankers to the issue and Self Certified Syndicate Banks to get quick estimates of collection and advising the issuer about the closure of the issue, based on correct figures, finalization of the basis of allotment or weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds and coordination with various agencies connected with the post-issue activity such as Registrars to the Issue, Bankers to the Issue, Self-Certified Syndicate Banks, etc.

**Self Certified Syndicate Banks (“SCSBs”)**

All equity shareholders may apply in this Issue through the ASBA process. The ASBA Investors are required to fill the ASBA Form and submit the same to their Self Certified Syndicate Banks (“SCSB”) which in turn will block the amount as per the authority contained in the ASBA Form and undertake other tasks as per the specified procedure. The list of banks that have been notified by SEBI to act as SCSB for the ASBA process are provided on SEBI’s

website [http://www.sebi.gov.in/cms/sebi\\_data/attachdocs/1365051213899.html](http://www.sebi.gov.in/cms/sebi_data/attachdocs/1365051213899.html), Details relating to designated branches of SCSBs collecting the ASBA forms are available at the above mentioned link. On allotment, the amount would be unblocked and the account would be debited only to the extent required to pay for the Equity Shares allotted.

For more details on the ASBA process, please refer to the details given in ASBA form and also please refer to the chapter titled “*Terms of the Issue*” on page 107 of this Draft Letter of Offer.

### **Credit Rating**

This being an Issue of Equity Shares, credit rating is not required.

### **Debenture Trustees**

As the Issue is of Equity Shares, the appointment of Debenture trustees is not required.

### **Monitoring Agency**

Our Company is not required to appoint a monitoring agency pursuant to Regulation 16 of the SEBI (ICDR) Regulations. Our Board will monitor the use of the proceeds of this Issue as per clause 32(2) of the new (Listing Obligation and Disclosure Requirement) Regulations, 2015.

### **Appraising Entity**

None of the purposes for which the Net Proceeds are proposed to be utilized have been financially appraised by any bank or financial institution.

### **Underwriting**

This Issue is 100% Underwritten and the Underwriting agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement; the obligations of the Underwriters are several and are subject to certain conditions specified therein. The Underwriters have indicated their intention to underwrite the following number of specified securities being offered through this Issue:

<b>Details of the Underwriters</b>	<b>No. Of Shares Underwritten</b>	<b>Amount Underwritten</b>	<b>% of the Total Issue Size Underwritten</b>
[●]	[●]	[●]	[●]

As per Regulation 106P (2) of SEBI (ICDR) Regulations, 2009, the Lead Manager has underwritten at least 15% of the Issue out of its own account.

### **Minimum Subscription**

If we do not receive the minimum subscription of 90% in this Issue or if our Board fails to dispose off the unsubscribed Equity Shares in the manner as permitted under Section 62(1)(a)(i), subject to receipt of requisite regulatory approvals, if any, after the Issue Closing Date or the subscription level falls below 90% after the Issue Closing Date on the account of cheques being returned unpaid or withdrawal of applications, we shall refund the entire subscription amount received within 15 days from the Issue Closing Date. If the subscription amount is not refunded within 15 days from the Issue Closing date, we shall be liable to pay interest for the period of delay, after such aforesaid 15 days, in accordance with the provisions of the Companies Act, 2013 and SEBI (ICDR) Regulations.

### **Listing on the Stock Exchange**

The Equity Shares of our Company are listed on the SME platform of BSE Limited (BSE SME). We have received an in-principle approval for listing of the Rights Equity Shares from the BSE by a letter dated [●]. We will make

applications to the BSE SME for final listing and trading approvals in respect of the Rights Equity Shares offered in terms of the Letter of Offer.

### **Issue Schedule**

<b>Issue Opening Date</b>	[●]
<b>Last Date for receiving requests for split forms</b>	[●]
<b>Issue Closing Date</b>	[●]

The Board of Directors or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that the Issue will not be kept open in excess of 30 days from the Issue Opening Date.

### **Impersonation**

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of subsection (1) of Section 38 of the Companies Act, 2013 read with Section 447 of the Companies Act, 2013 which is reproduced below:

“Any person who makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

### **Principal terms of Loans (Credit Facility) and Assets charged at Security**

For details in connection with the principal terms of loans and assets charged as security, please see the section titled “**Financial Indebtedness**” on page 84 of the Draft Letter of Offer.

### **Subscription by Promoters**

Our Promoters, by way of their respective letters dated June 12, 2017, have undertaken on behalf of itself, other Promoters and Promoter Group that (a) they shall subscribe to the Rights Equity Shares offered to them on their own account or through Promoters and Promoter Group; and, or (b) apply on their own account or through Promoter and Promoter Group for any Rights Shares renounced in their favour by other members of Promoters and Promoter Group; and, or (c) if any Rights Equity Shares offered in the Issue remain unsubscribed, the Promoters shall subscribe for the same to the extent of any unsubscribed portion in the Issue.

Such subscription of Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their shareholding. However, the acquisition of additional Rights Equity Shares by the Promoters and members of the Promoter Group shall not result in a change of control of the management of our Company and shall not result in breach of minimum public shareholding requirement in accordance with Regulation 38 of the SEBI Listing Regulations read with Rule 19A of SCRR. For further details please refer to ‘**Terms of the Issue - Basis of Allotment**’ on page 107 of this Draft Letter of Offer

### **PRINCIPAL TERMS OF LOANS AND ASSETS CHARGED AS SECURITY**

For details of the principal terms of loans and assets charged as security of our Company, please see the section titled “**Financial Information of the Company**” on page 54 of this Draft Letter of Offer.

### CAPITAL STRUCTURE

The Equity Share Capital of our Company as at the date of this Draft Letter of Offer is set forth below:

(₹ in Lakhs, except share data)

Particulars	Aggregate Value at Face Value (₹)	Aggregate Value at Issue Price (₹)
<b>AUTHORIZED SHARE CAPITAL</b> 1,00,00,000 Equity Shares having Face Value of ₹ 10.00 each	1000.00	-
<b>ISSUED, SUBSCRIBED &amp; FULLY PAID-UP SHARE CAPITAL PRIOR TO THE ISSUE</b> 21,97,200 Equity Shares having Face Value of ₹ 10.00 each	219.72	-
<b>PRESENT ISSUE IN TERMS OF THIS DRAFT LETTER OF OFFER*</b> Issue of [●] Equity Shares of Face Value of Rs. 10/- each upto ₹ 400 Lacs	[●]	[●]
<b>ISSUED, SUBSCRIBED &amp; FULLY PAID-UP SHARE CAPITAL AFTER THE ISSUE</b> [●] Equity Shares of Face Value of Rs. 10/- each	[●]	-
<b>Securities Premium Account</b> Before the Issue After the Issue	136.00 [●]	

\*The Issue has been authorized by a resolution of our Board dated May 18, 2017, pursuant to section 62 of the Companies Act, 2013.

#### Notes to Capital Structure

##### 1. Intention and extent of participation by our Promoters in the Issue:

Our Promoters have, vide undertaking dated June 12, 2017 confirmed their intention to subscribe collectively to the full extent of their Rights Entitlement in this Issue. Our Promoters have further undertaken that subject to compliance with applicable laws including the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, they reserve the right to subscribe for additional Equity Shares of our Company.

Further, in the event of under-subscription in the Issue, subject to obtaining any approvals required under applicable law, our Promoters shall apply for Equity Shares, in addition to their Rights Entitlement in the Issue, to the extent of such undersubscribed portion of the Issue so as to ensure that at least 90% of the Issue is subscribed. As a result of this subscription and consequent allotment, our Promoters, may acquire Equity Shares over and above their Rights Entitlement, which may result in an increase of their shareholding above the current shareholding together with their Rights Entitlement. This subscription and acquisition of additional Equity Shares by our Promoters, if any, will not result in change of control of the management of our Company and shall be exempt in terms of Regulation 10(4)(b) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

Further, our Promoters also acknowledge and undertake that its entitlement to subscribe the unsubscribed portion over and above their Rights Entitlement would be restricted, to ensure that the public shareholding in our Company after the Issue does not fall below the permissible minimum level as specified in the listing conditions or Regulation 38 of the SEBI (LODR) Regulations, 2015.

##### 2. Details of outstanding instruments:

Our Company does not have any outstanding warrants, options, convertible loans, debentures or any other securities convertible at a later date into Equity Shares, as on the date of the Draft Letter of Offer, which would entitle the holders to acquire further Equity Shares.

3. Shareholding Pattern of our Company as per the last filings with the Bombay Stock Exchange (SME Platform).

i) The Equity Shareholding Pattern as on March 31, 2017 is as follows:

Category of Shareholder	Number of Shareholders	No. of fully paid up equity shares held	Total no. of shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Locked in shares		Number of equity shares held in dematerialized form
					No.(a)	As a % of total Shares held(b)	
(A) Promoter & Promoter Group	4	14,92,900	14,92,900	67.95	13,01,000	87.15	14,92,900
(B) Public	96	7,04,300	7,04,300	32.05	0	0.00	7,04,300
(C1) Shares underlying DRs	0	0	0	0.00	0	0.00	0
(C2) Shares held by Employer Trust	0	0	0	0.00	0	0.00	0
(C) Non Promoter – Non Public	0	0	0	0.00	0	0.00	0
<b>Grand Total</b>	<b>100</b>	<b>21,97,200</b>	<b>21,97,200</b>	<b>100.00</b>	<b>13,01,000</b>	<b>59.21</b>	<b>21,97,200</b>

ii) The Details of our Promoter and the Promoter Group's Shareholding in our Company as of March 31, 2017 are as follows:

Category of Shareholder	Number of Shareholders	No. of fully paid up equity shares held	Total no. of shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Locked in shares		Number of equity shares held in dematerialized form
					No.(a)	As a % of total Shares held(b)	
<b>A1) Indian</b>							
<b>Individuals/Hindu undivided Family</b>							
Gupta Satishkumar Sattyanarayan	1	1,48,000	1,48,000	6.74	0	0.00	1,48,000
Kailash Kaushal Kumar Gupta	1	12,000	12,000	0.55	0	0.00	12,000
Sangeeta K Gupta	1	3,68,000	3,68,000	16.75	3,64,000	98.91	3,68,000
Kaushal Kumar Gupta	1	9,64,900	9,64,900	43.91	9,37,000	97.11	9,64,900
<b>Sub Total A1</b>	<b>4</b>	<b>14,92,900</b>	<b>14,92,900</b>	<b>67.95</b>	<b>13,01,000</b>	<b>87.15</b>	<b>14,92,900</b>
<b>A2) Foreign</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>

A= A1 + A2	4	14,92,900	14,92,900	67.95	13,01,000	87.15	14,92,900
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iii) Statement showing shareholding pattern of the Public Shareholder as on March 31, 2017 are as follows:

Category of Shareholder	Number of Shareholders	No. of fully paid up equity shares held	Total no. of shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	No of Voting Rights	Total as a % of Total Voting right	Number of Locked in shares		Number of equity shares held in dematerialized form
							No.(a)	As a % of total Shares held (b)	
<b>B1) Institutions</b>	0	0	0	0.00	0	0.00	0	0.00	0
<b>B2) Central Government/ State Government(s)/ President of India</b>	0	0	0	0.00	0	0.00	0	0.00	0
<b>B3) Non-Institutions:</b>									
Individual share capital upto Rs. 2 Lacs	76	518777	518777	23.61	518777	23.61	0	0.00	518777
Individual share capital in excess of Rs. 2 Lacs:	3	84,000	84,000	3.82	84,000	3.82	0	0	84,000
Rajesh Joseph	1	28000	28000	1.27	28000	1.27	0	0.00	28000
Utsav Pramodkumar Shrivastav	1	24000	24000	1.09	24000	1.09	0	0.00	24000
Sharma Jayashivbhai Gopaldas	1	32000	32000	1.46	32000	1.46	0	0.00	32000
<b>Any Other (specify)</b>									
Bodies Corporate	3	21000	21000	0.96	21000	0.96	0	0.00	21000
Clearing Members	3	8523	8523	0.39	8523	0.39	0	0.00	8523
HUF	9	56000	56000	2.55	56000	2.55	0	0.00	56000
NRI – Non-Repatriate	2	16000	16000	0.73	16000	0.73	0	0.00	16000
<b>Sub Total B3</b>	<b>96</b>	<b>704300</b>	<b>7,04,300</b>	<b>32.06</b>	<b>7,04,300</b>	<b>32.06</b>	<b>0</b>	<b>0.00</b>	<b>7,04,300</b>
<b>B=B1+B2+B3</b>	<b>96</b>	<b>704300</b>	<b>7,04,300</b>	<b>32.06</b>	<b>7,04,300</b>	<b>32.06</b>	<b>0</b>	<b>0.00</b>	<b>7,04,300</b>

iii) Statement showing shareholding pattern of the Non Promoter – Non Public Shareholder as on March 31, 2017 are as follows:



Category of Shareholder	Number of Shareholders	No. of fully paid up equity shares held	Total no. of shares held	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) As a % of (A+B+C2)	Number of Locked in shares		Number of equity shares held in dematerialized form
					No.(a)	As a % of total Shares held(b)	
(C1)Custodian/D R Holder	0	0	0	0.00	0	0.00	0
(C2)Employee Benefit Trust	0	0	0	0.00	0	0.00	0
<b>Grand Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0.00</b>	<b>0</b>

4. None of our Promoters/Promoter Group have acquired any Equity Shares in the last one year immediately preceding the date of the Draft Letter of Offer except for 2000 shares purchased by Mr. Kailash Gupta member of the Promoter Group.

5. The Equity Shares of our Company are fully paid- up and there are no party paid- up Equity Shares as on the date of this Draft Letter of Offer.

6. The details of shareholding of persons belonging to the category public and holding more than 1 (one) percent of the total number of shares of our Company is as follows:

Name of the Shareholders	Total no. shares held	Shareholding (%)
Rajesh Joseph	28000	1.27
Utsav Pramodkumar Shrivastav	24000	1.09
Sharma Jayashivbhai Gopaldas	32000	1.46

8. Our Company has not introduced any Employees Stock Option Schemes/ Employees Stock Purchase Schemes.

9. The ex-rights price of the Equity Shares as per Regulation 10(4) (b) of the Takeover Regulations is Rs. [●] per Equity Share.

10. None of the Equity Shares held by the Promoter is subject to lock-in as on the date of this Draft Letter of Offer except:

Sr. No.	Name of Shareholder	No. of Shares	Lock-in Period	
			From	To
1.	Sangeeta K Gupta	364000	June 26, 2014	July 18, 2017
2.	Kaushalkumar Gupta	937000	June 26, 2014	July 18, 2017

11. The present Issue being a rights issue, as per Regulation 34(c) of the SEBI (ICDR) Regulations, the requirements of promoter's contribution are not applicable. Further, none of the equity shares held by promoter and promoter group are subject to lock-in.

### OBJECTS OF THE ISSUE

The Objects of the Issue are to finance working capital requirement of our Company and in connection with our Company's current business activities and matters related thereto.

We intend to utilize the Issue Proceeds for the following objects:

1. Working Capital Requirement
2. General Corporate Purpose
3. To Meet the Issue Expenses

**(Collectively referred as the "Objects")**

The main objects of our Memorandum of Association and the objects incidental or ancillary to the main objects enable our Company to undertake its existing activities. The purpose for which the funds are being raised through this Issue fall within the main objects of our Memorandum of Association.

The fund requirements and deployment described herein are based on internal management estimates and have not been appraised by any bank, financial institution or any other external agency. These are based on current circumstances of our business.

The net proceeds from the issue and allotment of the Equity Shares in the Issue from Shareholders and other eligible applicants, after deducting the Issue expenses, will be utilized by our Company for meeting its working capital requirement.

The details of the Proceeds of the Issue and Issue Expenses are summarized below:

**Proceeds of the Issue:-**

The following table summarizes the requirement of funds:

S.No	Particulars	Amt (₹ in Lacs)
1.	To Meet Working Capital Requirement	[●]
2.	Issue Expenses	[●]
3.	General Corporate Expenses	[●]
	<b>Gross Issue Proceeds</b>	[●]
	<b>Less: Issue Expenses</b>	[●]
	<b>Net Issue Proceeds</b>	[●]

*\*considering full subscription and allotment in the issue*

Our funding requirement is depending on number of factors which may not be in the control of our management, changes in our financial condition and current commercial condition. Such factors may entail rescheduling and / or revising the planned expenditure and funding requirement and increasing or decreasing the expenditure for a particular purpose from the planned expenditure.

**Means of Finance:** - The above-mentioned fund requirement will be met from the proceeds of the Issue. We intend to fund the shortfall, if any, from internal accruals and/ or debt. Set forth below are the means of finance for the above-mentioned fund requirement:

Particulars	Amt (₹ in Lacs)
Net Issue Proceeds	[●]
<b>Total</b>	[●]

Accordingly, we confirm that there is no requirement for us to make firm arrangements of finance through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised through the Issue.

In case of a shortfall in the Net Proceeds, we may explore options including seeking debt from existing and/or other lenders. In case of any surplus in net proceeds, the Company shall use the same for general corporate purposes, such as brand building exercises, strengthening of our marketing capabilities, or any other purposes as approved by our Board.

The working capital requirements are internal management estimates based on additional working capital required over a period of time, in consonance with past trends. The estimates are based on the current status of the business of our Company and are subject to change in light of variations in external circumstances or costs, or in the financial condition of our Company, its business or its strategy. The management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time and consequently its funding requirements and deployment of funds may also change.

For further details on the risks involved in our business plans and executing our business strategies, please see the section titled “**Risk Factors**” beginning on page 13 of the Draft Letter of Offer.

**Details of Utilization of the Issue Proceeds:**

The Issue Proceeds are estimated to be approximately Rs [●] Lacs. The details in relation to Objects of the Issue are set forth herein below.

**1. To Meet Working Capital Requirement**

Our business is working capital intensive. We finance our working capital requirement from various banks / financial institutions and from our internal accruals. As on March 31, 2017, the working capital funding facility from bank is of Rs 275 Lacs.

Considering the existing and future growth, the total working capital needs of our Company, as assessed based on the internal workings of our Company is expected to reach Rs 941.12 Lacs for FY 2017-18. We intend to meet our working capital requirements to the extent of Rs. [●] Lacs from the Net Proceeds of this Issue and the balance will be met from internal accruals and borrowings at an appropriate time as per the requirement.

Details of Estimation of Working Capital requirement are as follows:

				(₹ in Lacs)
S. No.	Particulars	Actual (Audited)	Actual (Audited)	Estimated
		31-March-16	31-March-17	31- March-18
I	<b>Current Assets</b>			
	Inventories	326.74	475.81	576.17
	Deposits	0.49	2.26	2.26
	Trade Receivable	139.88	117.48	230.86
	Cash and Cash Equivalents	41.53	23.63	44.54
	Short Term Loans and Advances	43.22	32.71	155.00
	Other Current Assets	97.18	24.01	75.00
	<b>Total(A)</b>	<b>649.04</b>	<b>675.90</b>	<b>1083.83</b>
II	<b>Current Liabilities</b>			
	Trade payables	47.12	143.01	45.00
	Short Term Provisions	8.57	13.03	43.00
	Other Current Liabilities	42.86	55.60	54.71
	<b>Total (B)</b>	<b>98.55</b>	<b>211.64</b>	<b>142.71</b>
III	<b>Total Working Capital Gap (A-B)</b>	<b>550.49</b>	<b>464.26</b>	<b>941.12</b>
IV	Funding Pattern			

	Short term borrowing & Internal Accruals	550.49	464.26	[●]
	Issue Proceeds			[●]

**Justification:**

S. No.	Particulars
<b>Debtors</b>	We expect Debtors Holding days to be at 23.22 Days for FY 2017-18 based on increased sales of services and better credit Management policies ensuring timely recovery of dues.
<b>Creditors</b>	We expect Creditors payments days to be 6.13 days due to reduction in credit period.
<b>Inventories</b>	We believe in maintaining the strong inventory level that gives a competitive edge, as the Company is able to supply its products within efficient time line. Considering our production cycle and required level of inventory we are assuming that Inventory holding period would estimate to be at 78 days for FY 2017-18.

**2. General Corporate Purposes**

Our management, in accordance with the policies of our Board, will have flexibility in utilizing the proceeds earmarked for general corporate purposes. We intend to deploy the balance Issue proceeds aggregating ₹ [●] towards the general corporate purposes to drive our business growth. In accordance with the policies set up by our Board, we have flexibility in applying the remaining Net Proceeds, for general corporate purpose including but not restricted to, meeting operating expenses, initial development costs for projects other than the identified projects, and the strengthening of our business development and marketing capabilities, meeting exigencies, which the Company in the ordinary course of business may not foresee or any other purposes as approved by our Board of Directors, subject to compliance with the necessary provisions of the Companies Act.

We confirm that any issue related expenses shall not be considered as a part of General Corporate Purpose. Further, we confirm that the amount for general corporate purposes, as mentioned in the Draft Letter of Offer, shall not exceed 25% of the amount raised by our Company through this Issue.

**3. Issue Expenses:-**

The estimated Issue related expenses includes Issue Management Fee, Printing and Distribution Expenses, Legal Fee, Advertisement Expenses, Registrar's Fees, Depository Fee and other Fee. The total expenses for this Issue are estimated to be approximately ₹ [●] which is [●] % of the Issue Size. All the Issue related expenses shall be met out by the Company and the same will be distributed among the Company and the selling shareholders as per the applicable laws.

All the Issue related expenses and the break-up of the same is as follows:

Activity	(Rs .in Lacs)*
Payment to Merchant Banker including payment to other intermediaries such as Legal Advisors, Registrars, etc*	[●]
Printing and Stationery and postage expenses	[●]
Advertising and Marketing expenses	[●]
Statutory expenses	[●]
<b>Total Estimated Issue Expenses</b>	<b>[●]</b>

\*Will be updated in the Letter of offer.

**Proposed Schedule of Implementation:**

The proposed year wise break up of deployment of funds and Schedule of Implementation of Net Issue Proceeds is as under:

(₹ In Lakhs)

S. No.	Particulars	Amount to be deployed and utilized in
		F.Y. 17-18
1.	To Meet Working Capital Requirement	[●]
2.	General Corporate Purpose	[●]
	<b>Total</b>	[●]

**Funds Deployed and Source of Funds Deployed:**

An amount of Rs. 4.20 Lacs has been deployed towards Issue Expenses as on June 01, 2017. The same has been certified by our statutory auditor, Santlal Patel & Co., Chartered Accountant vide certificate dated June 01, 2017.

**Appraisal**

The Objects of the Issue have not been appraised by any bank or financial institution or other agencies and is based on the management estimates.

**Bridge Financing Facilities**

As on the date of the Draft Letter of Offer, we have not raised any bridge loans which are proposed to be repaid from the Net Proceeds.

**Monitoring Utilization of Funds**

The Audit committee & the Board of Directors of our Company will monitor the utilization of funds raised through this right issue. Pursuant to Regulation 32 of SEBI Listing Regulations, 2015, our Company shall on half-yearly basis disclose to the Audit Committee the Applications of the proceeds of the Issue. On an annual basis, our Company shall prepare a statement of funds utilized for purposes other than stated in the Draft Letter of Offer and place it before the Audit Committee. Such disclosures shall be made only until such time that all the proceeds of the Issue have been utilized in full. The statement of funds utilized will be certified by the Statutory Auditors of our Company.

**Interim Use of Proceeds**

Pending utilization of the Issue proceeds of the Issue for the purposes described above, our Company will deposit the Net Proceeds with scheduled commercial banks included in schedule II of the RBI Act.

Our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in shares of any listed company or for any investment in the equity markets or investing in any real estate product or real estate linked products.

**STATEMENT OF TAX BENEFITS**

**To,  
The Board of Directors,  
Bansal Roofing Products Limited  
3/2, Ranmukteshwar Road,  
Labdhi Industrial Estate, Acid Mill Compound.  
Pratapnagar ,Vadodara ,Gujarat ,390004**

**Dear Sir,**

**Sub: Statement of Possible Tax Benefits ('The Statement') available to Bansal Roofing Products Limited ("The Company") and its shareholders prepared in accordance with the requirement in SCHEDULE VIII- CLAUSE (VII) (L) of Securities and Exchange Board of India (Issue of Capital Disclosure Requirements) Regulations 2009, as amended ("The Regulations")**

We hereby report that the enclosed annexure prepared by Bansal Roofing Products Limited, states the possible special Tax benefits available to Bansal Roofing Products Limited (the Company") and the shareholders of the Company under the Income - Tax Act, 1961 ('Act'), presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its shareholders to derive the tax benefits is dependent upon fulfilling such conditions which, based on business imperatives, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Annexure cover only special tax benefits available to the Company and do not cover any general tax benefits available to the Company Further , the preparation of enclosed statement and the contents stated therein is the responsibility of the Company's management. We are informed that, this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed right issue of equity shares ("the Issue") by the Company.

We do not express any opinion or provide any assurance as to whether:

- a) The Company or its Equity Shareholders will continue to obtain these benefits in future; or
- b) The conditions prescribed for availing the benefits have been / would be met with.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company. Our views are based on facts and assumptions indicated to us and the existing provisions of tax law and its interpretations, which are subject to change or modification from time to time by subsequent legislative, regulatory, administrative, or judicial decisions. Any such changes, which could also be retrospective, could have an effect on the validity of our views stated herein. We assume no obligation to update this statement on any events subsequent to its issue, which may have a material effect on the discussions herein. This report including enclosed annexure are intended solely for your information and for the inclusion in the Draft Letter of Offer/ Letter of Offer or any other issue related material in connection with the proposed right issue of the Company and is not to be used, referred to or distributed for any other purpose without our prior written consent.

**For Santlal Patel & Co.  
Chartered Accountants  
Firm Registration No. 113888w**

**(Jigisha J Parmar)  
Partner  
Membership No. 163712  
Date: 01.06.2017  
Place: Vadodara**

**ANNEXURE TO THE STATEMENT OF POSSIBLE TAX BENEFITS**

*The information provided below sets out the possible special tax benefits available to the Company and the Equity Shareholders under the Income Tax Act 1961 presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the Equity Shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.*

**YOU SHOULD CONSULT YOUR OWN TAX ADVISORS CONCERNING THE INDIAN TAX IMPLICATIONS AND CONSEQUENCES OF PURCHASING, OWNING AND DISPOSING OF EQUITY SHARES IN YOUR PARTICULAR SITUATION.**

- |   |            |
|---|------------|
| <b>A. SPECIAL TAX BENEFITS TO THE COMPANY</b>     | <b>NIL</b> |
| <b>B. SPECIAL TAX BENEFITS TO THE SHAREHOLDER</b> | <b>NIL</b> |

Note:

1. All the above benefits are as per the current tax laws and will be available only to the sole / first name holder where the shares are held by joint holders.
2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
3. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this statement

**SECTION IV- ABOUT THE ISSUER COMPANY**

**HISTORY AND CERTAIN CORPORATE MATTERS**

**Our History and Background**

Our Company was originally incorporated on May 01, 2008, as “Bansal Roofing Private Limited” under the provisions of the Companies Act, 1956 with the Registrar of Companies, Gujarat, Dadra & Nagar Havelli. Pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting of the Company held on August 24, 2013, name of our Company was changed to “Bansal Roofing Products Private Limited” from “Bansal Roofing Private Limited” and a fresh Certificate of Incorporation dated August 29, 2013 was issued by the Registrar of Companies, Gujarat, Dadra & Nagar Havelli. Subsequently, our Company was converted into a public limited company pursuant to Shareholders Resolution passed at the Extra Ordinary General Meeting of the Company held on November 1, 2013 and the name of our Company was changed to “Bansal Roofing Products Limited” vide a fresh Certificate of Incorporation dated November 19, 2013 issued by the Registrar of Companies, Gujarat, Dadra & Nagar Havelli. The Corporate Identity Number of our Company is L25206GJ2008PLC053761.

In the year 2014, our Company made an initial public offering of 6,80,000 Equity Shares of face value of ₹ 10 each and got listed on SME Platform of BSE Limited.

Our Company was originally promoted by Mr. Kaushalkumar S Gupta, Mr Satishkumar S Gupta and Mrs. Sangeeta K Gupta who were the original subscribers to the Company’s Memorandum and Articles of Association in the year 2008.

**Corporate Profile of our Company**

Our Company was incorporated in 2008, with foraying into business of marketing of roofing sheets and started trading of the same afterwards. We have started our commercial production in the year 2012. Registered office of our Company is at 3/2, Labdhi Industrial Estate, Acid Mill Compound, Ranmukteshwar Road, Pratapnagar, Vadodara, 390004, Gujarat, India. Our manufacturing facility is situated at Plot No. 06, Raj Industrial Estate, Vadadala, Near Samlatya Crossing, Vadodara, 391520, Gujarat. We are mainly a manufacturer of pre-engineered building, roofing sheets and roofing accessories such as Colour Coated Roof Sheets, FRP Roof Sheets, and Polycarbonate Sheets. We also manufacture Eco Ventilators and other miscellaneous Roofing Accessories and provide roofing solutions to our valuable customers, under one roof.

**Changes in Registered Office of the Company since incorporation**

The Registered Office of the Company is situated at 3/2, Labdhi Industrial Estate, Acid Mill Compound, Ranmukteshwar Road, Pratapnagar, Vadodara – 390004, Gujarat, India.

Following change has been made in our registered office since incorporation till date of this Draft Letter of Offer:

<b>Date of Change</b>	<b>Details of Address</b>
January 23, 2014	From 3/2, <i>Lubdhi</i> Industrial Estate, Acid Mill Compound, Ranmukteshwar Road, Pratapnagar, Vadodara – 390004, Gujarat, India to 3/2, <b>Labdhi</b> Industrial Estate, Acid Mill Compound, Ranmukteshwar Road, Pratapnagar, Vadodara – 390004, Gujarat, India

**Main Object of our Company**

The main object of our Company as set forth in the Memorandum of Association of our Company is as follows:

1. “To carry on the business of manufacturing, assembly, supply and trading of colour coated, galvanised, metal, aluminum, alloy & other roofing sheets and accessories like ridge, corner, gutter etc., FRP sheets and allied products of similar material, polycarbonate sheet and related products, self driven roof ventilator and similar other products, PUF insulated sheets and similar other products, polypropylene, PVC & other plastic sheets and



similar products, thermal insulation products, pre-engineering buildings, prefabricated cabins, houses, “Z” and “C” purlins and other roll formed products, fabrication at site, installation and all other products and services for industrial sheds and buildings, houses, infrastructure projects.”

### Changes in Memorandum of Association

Except as stated below there has been no change in the Memorandum of Association of our Company since its Incorporation:

Sr. No.	Particulars	Date of Meeting	Type of Meeting
1.	<u>Change in Clause V (Capital Clause) of the Memorandum of Association</u> Increase in the authorized share capital of the Company from ₹ 1.00 Lakh divided into 10,000 Equity Shares of ₹10.00 each to ₹ 10.00 Lakhs divided into 1,00,000 Equity Shares of ₹ 10.00 each.	05.09.2011	Extra-Ordinary General Meeting
2.	<u>Change in Clause V (Capital Clause) of the Memorandum of Association</u> Increase in the authorized share capital of the Company from ₹ 10.00 Lakhs divided into 1,00,000 Equity Shares of ₹10.00 each to ₹ 100.00 Lakhs divided into 10,00,000 Equity Shares of ₹ 10.00 each.	08.02.2013	Extra-Ordinary General Meeting
3.	<u>Change in Clause V (Capital Clause) of the Memorandum of Association</u> Increase in the authorized share capital of the Company from ₹ 100.00 Lakhs divided into 10,00,000 Equity Shares of ₹10.00 each to ₹ 1000.00 Lakhs divided into 1,00,00,000 Equity Shares of ₹ 10.00 each.	24.08.2013	Extra-Ordinary General Meeting
4.	<u>Change in Clause I (Name Clause) of the Memorandum of Association</u> Change of name of the Company to “Bansal Roofing Products Private Limited” from “Bansal Roofing Private Limited.” Since the existing name did not represent the business of the Company properly, the name was altered to above effect.	24.08.2013	Extra-Ordinary General Meeting
5.	<u>Change in Clause III (Object Clause) of the Memorandum of Association</u> Main object of the Company was replaced by the following clause: “To carry on the business of manufacturing, assembly, supply and trading of colour coated, galvanised, metal, aluminum, alloy & other roofing sheets and accessories like ridge, corner, gutter etc., FRP sheets and allied products of similar material, polycarbonate sheet and related products, self driven roof ventilator and similar other products, PUF insulated sheets and similar other products, polypropylene, PVC & other plastic sheets and similar products, thermal insulation products, pre-engineering buildings, prefabricated cabins, houses, “Z” and “C” purlins and other roll formed products, fabrication at site, installation and all other products and services for industrial sheds and buildings, houses, infrastructure projects.”	10.09.2013	Extra-Ordinary General Meeting
6.	Conversion of our Company from “Private Limited” to “Limited” resulting into change of name from “Bansal Roofing Products Private Limited” to “Bansal Roofing Products Limited”. The Company proposed to increase its capital base by way of issue of shares to public and accordingly, the same was converted to “Public Limited” company resulting into change of name as detailed above.	01.11.2013	Extra-Ordinary General Meeting

### Capital raising (Debt / Equity)

For details of the equity capital raising of our Company, please refer to the chapter titled "*Capital Structure*" on page 36 of this Draft Letter of Offer.

We have not done any debt issuances or raised any long term debt since incorporation till date.

### Key Events and Mile Stones

Year	Key Events / Milestone / Achievements
2008	Incorporation of the Company in the name and style of “Bansal Roofing Private Limited”
2012	Commencement of Operations at Company’s Manufacturing facility situated at Plot No. 06. Raj Industrial Estate, Vadadala, Near Samlatya Crossing, Vadodara, 391520, Gujarat Accredited with ISO 9001 : 2008
2013	Total Turnover of the Company crosses ₹ 1000 Lacs Change of name of the Company to Bansal Roofing Products Private Limited Conversion of our Company from Private Limited Company to Public Limited Company
2014	<ul style="list-style-type: none"> <li>Awarded with “NSIC – CRISIL Rating: SE-2B (High Performance Capability and Moderate Financial Strength)”</li> <li>Our Company made an initial public offering of 6,80,000 Equity Shares of face value of ₹ 10 each and got listed on SME Platform of BSE Limited .</li> </ul>
2016	Awarded with “NSIC- CRISIL Rating: MSE 2 (High Financial Strength and High Operating Performance)”.

### Awards and Accreditations

Our Company has been awarded with “NSIC – CRISIL Rating: SE-2B (High Performance Capability and Moderate Financial Strength)” vide their report dated December 28, 2013. Further, NSIC- CRISIL Limited has reviewed and upgraded their ratings to the Company to MSE-2- “High Financial Strength and High Operating Performance” vide Letter No. BSRGPSL/30/SMER/2016/112203 dated December 21, 2016.

### Acquisition of business/undertakings & Amalgamation

There has been no acquisition of business/undertakings and amalgamation since incorporation.

### Capital raising through equity or debt

For details in relation to our capital raising activities through equity, please refer to the chapter titled “*Capital Structure*” beginning on page 36 of this Draft letter of Offer. For details on the debt facilities of our Company, see section “*Statement of Financial Indebtedness*” on page 84 of this Draft letter of Offer.

### Defaults or Rescheduling of Borrowings with Financial Institutions/ Banks and Conversion of loans into Equity Shares

There have been no defaults or rescheduling of borrowings with financial institutions in respect of our current borrowings from lenders. For further details, see the chapter entitled ‘*Capital Structure*’ on page 36 of this Letter of Offer.

### Time and Cost Overruns in setting up projects

There has been no time / cost overrun in setting up projects by our Company.

### Injunctions or Restraining Orders

There are no injunctions/ restraining orders that have been passed against the Company in the last 5 years.

### Revaluation of Assets

Our Company has not revalued its assets during the last 5 years.

### **Strikes and Lock-outs**

Our Company has, since incorporation, not been involved in any labour disputes or disturbances including strikes and lockouts. As on the date of this draft Letter of Offer, our employees are not unionized

### **Changes in the Activities of Our Company during the last Five Years**

There are no changes in the business activities of our Company during last five (5) years from the date of this Draft Letter of Offer which may have had a material effect on the profit/loss account of our Company.

### **Holding Company**

As on the date of this Draft letter of Offer, our Company is not a subsidiary of any company.

### **Subsidiary of our Company**

Our Company does not have any Subsidiary as on the date of this Draft Letter of Offer.

### **Shareholders of our Company**

Our Company has 100 shareholders, as on March 31, 2017. For further details on the shareholding pattern of our Company, please refer to the chapter titled “*Capital Structure*” beginning on page 36 of the Draft Letter of Offer.

### **Changes in the Management**

For details of change in Management, please see chapter titled “*Our Management*” on page 50 of the Draft Letter of Offer.

### **Shareholders Agreement**

As on the date of this Draft Letter of Offer, there are no subsisting shareholders agreements among our shareholders in relation to our Company, to which our Company is a party or otherwise has notice of the same.

### **Collaboration Agreements**

Except as mentioned in this Draft Letter of Offer, our Company is not a party to any collaboration agreements.

### **Other material agreements:**

Our Company has not entered into any other material agreements, other than disclosed in the Draft Letter of Offer. For further details please refer to the chapter titled “*Outstanding Litigation and Other Defaults*” and “*Material Contracts and Documents for Inspection*” beginning on page 86 and 138 respectively of the Draft Letter of Offer.

## OUR MANAGEMENT

### Board of Directors

In terms of our Articles of Association, our Company shall not have less than 3 (Three) and not more than 15 (Fifteen) Directors. Currently, our Company has 6 (Six) Directors out of which 1 (One) is Managing Director, 2 (Two) is Whole Time Director and 3 (Three) are Non Executive & Independent Directors.

The following table sets forth the details regarding the Board of Directors as on the date of filing of this Draft Letter of Offer:

Sr. No.	Name, Father's Name, Designation, Address, Experience, Occupation, Qualification & DIN	Age	Date of Appointment	Other Director-ships
1.	<p><b>Mr. Kaushalkumar Satyanarayan Gupta</b>  <b>Designation:</b> Chairman &amp; Managing Director  <b>Occupation:</b> Business  <b>Address:</b> C- 45, Shreedharpark Society, Opposite N ovino Batteries, Makarpura, Vadodara, MI Estate 390010, Gujarat, India  <b>Experience:</b> 25 Years  <b>Qualification:</b> Bachelor of Engineering (Industrial)  <b>DIN:</b> 02140767</p>	47 Years	<p>Appointed since Incorporation</p> <p>Re-appointed as Managing Director of the Company w.e.f August 01, 2016 for a term of Five Years.</p>	Nil
2.	<p><b>Mr. Satishkumar Satyanarayan Gupta</b>  <b>Designation:</b> Whole-time Director  <b>Occupation:</b> Business  <b>Address:</b> B-46, Girdharpark, Makarpura, Vadodara, 390010, Gujarat, India  <b>Experience:</b> 36 Years  <b>Qualification:</b> Diploma in Mechanical Engineering &amp; Certificate Course in Materials Management  <b>DIN:</b> 02140734</p>	55 Years	<p>Appointed since Incorporation</p> <p>Re- appointed as Whole-time Director of the Company w.e.f August 01, 2016 for a term of Five Years.</p>	Nil
3.	<p><b>Mrs. Sangeeta K. Gupta</b>  <b>Designation:</b> Whole-time Director  <b>Occupation:</b> Business  <b>Address:</b> C- 45, Shreedharpark Society, Opposite N ovino Batteries, Makarpura, Vadodara, MI Estate 390010, Gujarat, India  <b>Experience:</b>8 Years  <b>Qualification:</b> Master of Arts (English Literature) &amp; Bachelor of Education  <b>DIN:</b> 02140757</p>	44 Years	<p>Originally Appointed on Incorporation*</p> <p>Re Appointed as Whole-time Director of the Company w.e.f. 09.01.2017 for a term of Five Years.</p>	Nil
4.	<p><b>Ms. Bhavitaben D. Gurjar</b>  <b>Designation:</b> Non-Executive Independent Director  <b>Occupation:</b> Consultancy Professional  <b>Address:</b> C- 43, Shreedhar Park, Behind Makarpura Depo., Vadodara, 390010, Gujarat, India  <b>Experience:</b> 8 Years  <b>Qualification:</b> Bachelor of Commerce  <b>DIN:</b> 06720448</p>	31 Years	January 20, 2014	Nil
5.	<p><b>Mrs. Beena P. Bisht</b>  <b>Designation:</b> Non-Executive Independent Director</p>	41 Years	January 20, 2014	Nil

Sr. No.	Name, Father's Name, Designation, Address, Experience, Occupation, Qualification & DIN	Age	Date of Appointment	Other Directorships
	<b>Address:</b> A/8, Purusarth Bungalows, Off. 30 Meter, Ring Road, Opposite Ratnakar Tenament, Gotri, Vadodara-390021, Gujarat, India <b>Experience:</b> 22 Years <b>Occupation:</b> Executive in a Private Company. <b>Qualification:</b> Bachelor of Arts <b>DIN:</b> 06696913			
6.	<b>Mrs. Shilpaba Ashoksinh Jadeja</b> <b>Designation:</b> Non-Executive Independent Director <b>Address:</b> C-7, Anant Park, Near Sabri Vidyalaya, Saiyed Vasna Road, Vadodara, 390015, Gujarat, India <b>Experience:</b> - 3 Years <b>Occupation:</b> House Wife <b>Qualification:</b> Master of Science <b>DIN:</b> 06696913	46 Years	January 20, 2014	Nil

### Brief Profiles of our Directors

#### Mr. Kaushalkumar Satyanarayan Gupta, Chairman & Managing Director

Mr. Kaushalkumar Satyanarayan Gupta, aged 47 years, is the Chairman cum Managing Director of our Company. He holds a Bachelor Degree in Industrial Engineering from Saurashtra University. He is one of the founder promoters of our Company and our Director since incorporation. He has an overall experience of more than 25 years in various business activities ranging from Trading, Distribution, Manufacturing and Consulting. He has been associated with a reputed MNC and worked in different departments before branching out on his own since 1995 and gathering an experience of around 19 years in the line of business. His main role in the Company is to strategise new business plans with industry trends and consumer preference in mind. He has also lead us for all the technical advancements made by our Company in its products and method of manufacturing.

#### Mr. Satishkumar Satyanarayan Gupta, Whole-time Director

Mr. Satishkumar S. Gupta, aged 55 years, is a holder of Diploma in Mechanical Engineering from Technical Examinations Board, Gujarat State. He has also done Certificate Course in Materials Management conducted by Indian Association of Material Management. He has worked in ASEA Brown Boveri Limited for more than 19 years since 1980 handling purchase of bought out's, equipment and components for power plants, before starting business of his own. With an overall experience of more than 36 years to his credit, he provides strategic inputs to the administration for better materials, new designs and development of our Products. He is our Director since incorporation and was re-appointed as Whole-time Director on August 01, 2016 for a term of 5 years.

#### Mrs. Sangeeta K Gupta, Whole-time Director

Mrs. Sangeeta K. Gupta, aged 44 years, is also one of the founder promoters of the Company. She holds a Master degree in Arts (English Entire) and Bachelor degree in Education from The Maharaja Sayajirao University of Baroda. She is responsible for internal operations and staff support services of our Company. She was originally appointed as Director of the Company on incorporation and was re-appointed as Whole-time Director of our Company on January 09, 2017 for a term of 5 years.

#### Ms. Bhavitaben D. Gurjar, Non-Executive-Independent Director

Ms. Bhavitaben D. Gurjar, aged 31 years, is a Non-Executive Independent Director of our Company. She holds a Bachelor's degree in Commerce from The Maharaja Sayajirao University of Baroda & is currently serving as Head of Operations – Consultancy with Vaathu Associates, Vadodara since last 8 years. As an Independent Director of our

Company, she with her finance and corporate acumen is expected to bring value addition to our Company. She was appointed as an Independent Director of our Company w.e.f. from January 20, 2014.

**Mrs. Beena P. Bisht, Non-Executive-Independent Director**

Mrs. Beena P. Bisht, aged 41 years, is a Non-Executive Independent Director of our Company. She holds a Bachelor's degree in Arts from University of Delhi. Currently, she is working as Executive to Managing Director, with Elster-Instrument India Pvt. Ltd., Vadodara. With an experience of more than 22 years working in various Corporates, as an Independent Director of our Company with corporate insightfulness, she contributes professional competency to our Company. She was appointed as an Independent Director of our Company w.e.f. from January 20, 2014.

**Mrs. Shilpa A. Jadeja, Non-Executive-Independent Director**

Mrs. Shilpa A. Jadeja, aged 46 years, is an Independent Director of our Company. She holds a Master's degree in Science from Saurashtra University. As an Independent Director of our Company, she is expected to provide our Company with valuable guidance in her sphere of knowledge. She was appointed as an Independent Director of our Company w.e.f. from January 20, 2014.

**Nature of any family relationship between our Directors**

The present Directors in our Board are related to each other, details of which are as follows:-

Sr. No.	Name of Director	Name of Director and (Relation with Director)
1.	Kaushalkumar Satyanarayan Gupta	Sangeeta K. Gupta (Wife) Satishkumar Satyanarayan Gupta (Brother)
2.	Satishkumar Satyanarayan Gupta	Kaushalkumar Satyanarayan Gupta (Brother) Sangeeta K. Gupta (Sister in Law)
3.	Sangeeta K. Gupta	Kaushalkumar Satyanarayan Gupta (Husband) Satishkumar Satyanarayan Gupta (Brother in Law)

We also confirm that:

- We have not entered into any arrangement or understanding with our major shareholders, customers, suppliers or others, pursuant to which our Directors were appointed as Directors as on date of this Draft Letter of Offer.
- The terms of appointment with our Managing Director/Executive Director(s) do not provide for any benefit upon termination of employment except the retirement benefits as applicable by law.
- None of our Directors is / was a Director in any listed Company, during the last five years from the date of filing of Draft Letter of Offer, whose shares have been / were suspended from being traded on the BSE Limited and / or National Stock Exchange of India Limited.
- Further, none of our Directors is / was a Director of any listed Company which has been / was delisted from any Recognized Stock Exchange.

**Service agreements entered into between our Company and Directors**

Except as disclosed below, there are no service contracts executed between our Company and any Director/Manager providing for benefits upon termination of employment:

**Compensation of our Managing Director & Whole-time Director**

The compensation payable to Mr. Kaushalkumar Satyanarayan Gupta, Managing Director and Mr. Satishkumar Satyanarayan Gupta and Mrs. Sangeeta K. Gupta, Whole-time Directors of the Company will be governed as per the terms of their appointments and shall be subject to the provisions of Sections 196, 197 and 203 read with Schedule V, and all other applicable provisions, if any, of the Companies Act 2013.

**Non Executive Directors**

The non – executive directors were not paid any remuneration except sitting fees for attending the meetings of the Board of Directors and or Committees thereof. The details of the sitting fees paid to the Non- Executive Director in F.Y 2016- 2017 are as under:

Sr. No.	Name of Director	Sitting Fees (Rs.)
1	Bhavitaben D. Gurjar	11,000
2	Beena P. Bisht	11,000
3	Shilpa A. Jadeja	11,000

**Interest of Directors**

All the Directors of our Company may be deemed to be interested to the extent of remuneration and/or reimbursement of expenses payable to them as per the applicable laws, and the Articles of Association.

The Directors may also be regarded as interested in the Equity Shares, dividend payable thereon and other distributions in respect of the said Equity Shares, if any, held by or that may be subscribed by and allotted/transferred to them or the companies and firms, in which they are interested as Directors, Members and partners trustees and promoters, pursuant to this Issue. All Directors may be deemed to be interested in the contracts, agreements/arrangements entered into or to be entered into by our Company with any Company in which they hold Directorships.

The Managing Director and Directors of our Company are interested to the extent of remuneration paid to them for services rendered as officer or employee of our Company. Further, the Directors are also interested to the extent of Equity Shares, if any, already held by them or their relatives in our Company.

Further our Directors are interested in our Company as under:

Sr. No.	Name of Director	Nature of interest
1.	Mrs. Sangeeta K. Gupta	<ul style="list-style-type: none"> <li>Our Director Mrs. Sangeeta K. Gupta has entered into a lease agreement dated November 29, 2016 with our Company for the purpose of registered office at consideration of ₹ 16,000.00 per month valid upto October 31, 2017.</li> <li>Extended personal guarantee towards the term loan, bank Guarantee and CC limit of ₹ 1.5 Cr., 1 Cr. and 2.75 Cr. respectively borrowed by the Company.</li> </ul>
2.	Mr. Kaushalkumar S. Gupta	<ul style="list-style-type: none"> <li>Shop no. 1 to 9 B/h. Shivam Hotel, Dabhoi Road, Kapuria Crossing, Vadodara, Gujarat, which has been offered as collateral security against the term loan and CC limit of ₹ 1.5 Cr. And 2.75 Cr. respectively borrowed by the Company.</li> <li>Extended personal guarantee towards the term loan, bank Guarantee and CC limit of ₹ 1.5 Cr., 1 Cr. and 2.75 Cr. respectively borrowed by the Company.</li> </ul>
3.	Mr. Satishkumar S. Gupta	<ul style="list-style-type: none"> <li>Extended personal guarantee towards the term loan, bank Guarantee and CC limit of ₹ 1.5 Cr., 1 Cr. and 2.75 Cr. respectively borrowed by the Company.</li> </ul>

Further each of the above directors is interested as relatives of each of the aforementioned directors.

**SECTION V – FINANCIAL INFORMATION OF THE COMPANY**

**AUDITOR'S REPORT  
INDEPENDENT AUDITORS' OPINION**

**To  
The Members of  
BANSAL ROOFING PRODUCTS LIMITED**

**Reports on the Financial Statements**

We have audited the accompanying financial statements of **BANSAL ROOFING PRODUCTS LIMITED**, which comprise the Balance Sheet as at **31<sup>st</sup> March 2017** and the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at **March 31, 2017**; and



- (b) in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date.
- (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor’s Report) Order, 2017 (“the Order”) issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A statement on the matters Specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we further report that:
  - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
  - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d) in our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014 .
  - e) on the basis of written representations received from the directors as on **March 31, 2017**, and taken on record by the Board of Directors, none of the directors is disqualified as on **March 31, 2017**, from being appointed as a director in terms of Section 164(2) of the Act
  - f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in “Annexure B”; and
  - g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise.
    - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise.
    - iv. The Company has provided requisite disclosures in the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8<sup>th</sup> November, 2016 to 30<sup>th</sup> December, 2016. and these are in accordance with the books of accounts maintained by the Company. Refer note no.6 to (B) Notes to account of notes forming part of financial statement.

**For SANTLAL PATEL & CO.**  
**[Chartered Accountants]**  
**Firm Reg. No. 113888W**

**C.A. JIGISHA J. PARMAR**  
**[Partner]**  
**Memb. No. 163712.**  
**Place: Vadodara**  
**Date: 18/05/2017.**

**ANNEXURE-A TO THE AUDITORS' REPORT**

The annexure referred to in our report to the members of **BANSAL ROOFING PRODUCTS LIMITED** for the year ended **31<sup>st</sup> March, 2017**:

- i. (a) In our opinion, the Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.  
  
(b) The Company has a regular program of physical verification of fixed assets which, in our opinion is reasonable. The assets which were to be covered as per the said program have been physically verified by the Independent valuer during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.  
  
(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, The title deeds of Immovable Properties are held in the name of the Company.
- ii. (a) The inventory has been physically verified by the Management during the year. The discrepancies noticed on verification between the physical stock and the book records were not material.
- iii. (a) In our opinion and according to the information and explanations given to us, the Company has not granted any loans, secured or unsecured, during the year to companies, firms or other parties covered by clause (76) of Section 2 of the Companies Act, 2013. Thus, Paragraph 4(iii) (a) (b) & (c) of the order is not applicable to the Company.
- iv. The Company has not given any Loan, Investment and guarantees as per Section 185 and 186 of the Company Act 2013.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013
- vi. As informed to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Act.
- vii. a) According to the information and explanations given to us and based on the records of the Company examined by us, the Company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Service Tax, Custom Duty, Excise Duty, Vat and other material statutory dues, as applicable, with the appropriate authorities in India.  
  
(b) According to the information and explanations given to us and based on the records of the Company examined by us, there are no dues of Income Tax, Service Tax, Sales Tax, Customs Duty, Excise Duty and Vat which have not been deposited on account of any disputes.
- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to financial institutions, debenture holders and nationalized bank.
- ix. The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (ix) of the Order is not applicable.
- x. According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit
- xi. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.

- xii. In our opinion and according to the information and explanations given to us, the Company is not a nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- xv. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.

**For SANTLAL PATEL & CO.**  
**[Chartered Accountants]**  
**Firm Reg. No. 113888W**

**C.A. JIGISHA J. PARMAR**  
**[Partner]**  
**Memb. No.163712**  
**Place: Vadodara**  
**Date: 18/05/2017.**

## **ANNEXURE-B TO THE AUDITORS' REPORT**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **BANSAL ROOFING PRODUCTS LIMITED** as of **31 March 2017** in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at **31 March 2017**, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For SANTLAL PATEL & CO.**  
**[Chartered Accountants]**  
**Firm Reg. No. 113888W**

**C.A. JIGISHA J. PARMAR**  
**[Partner]**  
**Memb. No. 163712**  
**Place: Vadodara.**  
**Date: 18/05/2017.**

**ANNEXURE I**  
**BALANCE SHEET AS AT 31st March, 2017**

(Amt. in Rs.)

	Particulars	Note No.	As at 31st March 2017	As at 31st March 2016
<b>I.</b>	<b>EQUITY AND LIABILITIES</b>			
(1)	<b>Shareholder's Funds</b>			
	(a) Share Capital	1	21972000.00	21972000.00
	(b) Reserves and Surplus	2	39916420.09	32111575.19
(2)	<b>Non-Current Liabilities</b>			
	(a) Long-Term Borrowings	3	10070816.85	9918374.80
	(b) Deferred Tax Liabilities (Net)	4	2158941.00	1320489.00
(3)	<b>Current Liabilities</b>			
	(a) Short-Term Borrowings	5	11658146.35	25226335.02
	(b) Trade Payables	6	14301319.10	4711685.18
	(c) Other Current Liabilities	7	5559566.68	4285633.60
	(d) Short-Term Provisions	8	1302646.00	856627.00
	<b>TOTAL</b>		<b>106939856.07</b>	<b>100402719.79</b>
<b>II.</b>	<b>ASSETS</b>			
(1)	<b>Non-Current Assets</b>			
	(a) Fixed Assets			
	(i) Tangible Assets	9	37267005.33	32375666.83
	(ii) Intangible Assets		0.00	0.00
	(b) Other Non-Current Assets	10	2081147.35	3121715.35
(2)	<b>Current Assets</b>			
	(a) Inventories	11	47581139.49	32674036.44
	(b) Deposit	12	226416.00	49468.00
	(c) Trade Receivables	13	11748522.28	13988494.59
	(d) Cash and Cash Equivalents	14	2363390.43	4153525.65
	(e) Short-Term Loans and Advances	15	3271359.19	4321818.95
	(f) Other Current Assets	16	2400876.00	9717993.98
	<b>TOTAL</b>		<b>106939856.07</b>	<b>100402719.79</b>

**ANNEXURE II**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2017**

(Amt. in Rs.)

	Particulars	Note No.	As at 31st March, 2017	As at 31st March, 2016
I.	Revenue from Operations	17		
	Sale of Products		302712560.63	247724001.58
	Sale of Services		374257.18	766538.00
	Gross Revenue From Operations		303086817.81	248490539.58
	Less: Excise Duty		31212522.61	24404689.67
	Net Revenue From Operations		271874295.20	224085849.91
II.	Other Incomes	18	998249.19	1277091.26
III.	<b>Total Revenue (I + II)</b>		<b>272872544.39</b>	<b>225362941.17</b>
IV.	Expenses:			
(1)	Cost of Material Consumed	19	238001751.39	188681941.18
(2)	Changes in Inventories of Finished Goods, Work-in-Progress and Stock-in-Trade	20	(5994721.85)	1508733.70
(3)	Employee Benefit Expenses	21	8087693.00	6533691.00
(4)	Finance Costs	22	3024295.82	2110551.73
(5)	Depreciation and Amortization Expense	23	2557609.00	1794463.00
(6)	Other Expenses	24	14779472.93	14375255.05
	<b>Total Expenses</b>		<b>260456100.29</b>	<b>215004635.66</b>
V	Profit before Prior Period Items and Tax (III-IV)		12416444.10	10358305.51
VI	Exceptional and Extra Ordinary Items	25		
	Prior Period Items (Expenses)/Income		0.00	0.00
	Misc. Exp. Written Off		(1040568.00)	(1040572.00)
VII	Profit before Tax (V-VI)		11375876.10	9317733.51
VIII	Tax Expense:			
	(a) Current tax		2677470.00	2520303.00
	(b) Deferred Tax		838452.00	361832.00
	© Income Tax Expense of Previous Years		55109.20	6660.00
			3571031.20	2888795.00
IX	Profit/ (Loss) for the period (VII-VIII)		7804844.90	6428938.51
X	Earnings Per Equity Share			
	(1) Basic		3.55	2.93
	(2) Diluted		3.55	2.93

**ANNEXURE III**  
**CASH FLOW STATEMENT FOR THE PERIOD ENDED ON March 31<sup>st</sup>, 2017**

(Amt in Rs.)

	Year Ended	
	March 31, 2017	March 31, 2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax	11375876	9317734
<b>Adjustment for :</b>		
Depreciation and Amortization Exp	2557609	1794463
Misc Exp Written Off	1040568	1040572
Prior Period Depreciation	-	-
Interest Income	(156312)	(39113)
Profit on Sale of Investment	-	-
Loss on Sale of Asset	-	-
Profit on Currency Hedging	-	-
Dividend Income	-	-
Gratuity	-	-
Financial Cost	3024296	2110552
	6466160	4906474
<b>Operating profit before working capital changes</b>	<b>17842036</b>	<b>14224207</b>
<b>Adjustment for Changes in Working Capital :</b>		
Adjustment in provision for Gratuity	-	-
Increase / (Decrease) in Long Term Provisions	-	-
Increase / (Decrease) in Trade Payable	9589634	(5275862)
Increase / (Decrease) in Other Current Liabilities	1273933	(850406)
Increase / (Decrease) in Short Term Provision	446019	(108269)
(Increase) / decrease in Inventories	(14907103)	10076948
(Increase) / decrease in Deposit	(176948)	196076
(Increase) / Decrease in Short term Loans & Advances	1050460	1290439
(Increase) / Decrease in Trade Receivable	2239972	(3077775)
(Increase) / Decrease in Misc. Exp. (Assets)	-	-
(Increase) / Decrease in Other Current Assets	7317118	(9221841)
	6833085	(6970690)
<b>Cash Generated from Operation</b>	24675121	7253517
Net Income-tax paid	(2732579)	(2526963)
<b>Net Cash Flow from Operating Activities</b>	<b>21942542</b>	<b>4726554</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Capital Expenditure on Fixed Assets	(7448948)	(13871718)
Sale Proceed of Fixed Assets	-	-
(Increase) / Decrease in Non-current Investments	-	-
Increase / (Decrease) in Long Term Loans & Advances	-	-
Increase / (Decrease) in Non-current Assets	-	-
Dividend Income	-	-
Profit on Sale of Investment	-	-
Profit on Currency hedging	-	-
Interest Received	156312	39113
<b>Net Cash Flow from/(used) in Investing Activities</b>	<b>(7292635)</b>	<b>(13832605)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Proceeds from Issue of Share Capital	-	-
Proceeds from Security Premium	-	-
Repayment of Long Term Borrowings	152442	4469459



***Bansal Roofing Products Limited***

Repayment of Short Term Borrowings	(13568189)		9440899	
Financial Cost paid	(3024296)		(2110552)	
<b>Net Cash Flow from/(used) in Financing Activities</b>		<b>(16440042)</b>		<b>11799806</b>
Net Increase/(decrease) in Cash & Cash Equivalents(A+B+C)		<b>(1790135)</b>		2693756
Cash & Cash Equivalents at the beginning of the period		4153526		1459770
		<b>2363390</b>		<b>4153526</b>
<b>Cash &amp; Cash Equivalents at the end of the period</b>		<b>2363390</b>		<b>4153526</b>
3) The figures in bracket indicate outflow				
4) Previous period's figures have been regrouped wherever considered necessary.				

**ANNEXURE IV  
NOTES FORMING PART OF FINANCIAL STATEMENTS**

**1) Corporate Information:**

The Company is engaged in the business of manufacturing and selling of Colour coated roof sheets, FRP roof sheets, Polycarbonate sheets, Turbo Ventilators, PEB(Pre Engineering Building) and other miscellaneous Roofing Accessories.

**2) SIGNIFICANT ACCOUNTING POLICIES**

**2.1 Basis of Preparation of Financial Statements:**

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles(GAAP) under the historical cost convention on the accrual basis GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act,2013 ('Act') read with Rule 7 of the Companies(Accounts) Rules,2014 and guidelines issued by the Securities and Exchange Board of India (SEBI).Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

**2.2 Use of Estimates:**

The preparation of the financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Examples of such estimates include computation of percentage of completion which requires the Group to estimate the efforts or costs expended to date apportion of the total efforts or costs to be expended, provisions for doubtful debts, future obligations under employee retirement benefit plans, income taxes, post-sales customer support and the useful lives of tangible assets and intangible assets ( No need to disclose examples).

Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the consolidated financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the consolidated financial statements.

**3) Revenue recognition:**

**3.1 Sales and Services**

Revenue from sale of goods and services is recognized when the significant risks and rewards in respect of ownership are transferred by the Company inclusive of excise duty net of VAT/Sales Tax/Service Tax.

**3.2 Other Income**

Other income is recognized on accrual basis except when realization of such income is uncertain.

**4) Tangible Assets and Capital work in process**

**4.1** Tangible Assets are stated at cost, net of CENVAT/VAT credit, if any, after reducing accumulated depreciation until the date of the Balance Sheet. Direct cost are capitalized until the asset are ready for use and include financial cost relating to any borrowing attributable to acquisition of the Tangible assets.

**4.2** Capital work in progress includes the cost of Tangible assets that are not yet ready for the intended use and the cost of assets not put to use before the Balance Sheet Date.

**5) Depreciation**

Depreciation on tangible assets is provided on the straight line method Over the useful lives of assets. Depreciation for assets purchased/sold during the year/period is proportionately charged. Intangible assets are amortized over the irrespective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available for its use. The Management estimates the useful lives for the other fixed assets as follows:

Factory Buildings	30 years
Plant and machinery	3-15 years
Office equipment	5-10 years
Computer equipment	6 years
Furniture and fixtures	10 years
Vehicles	6 years
Borewell	15 years
Solar Equipment	15 years

Based on technical evaluation, the management believes that the useful lives as given above best represent the period over which management expects to use these assets. Hence, the useful life for these assets is different from the useful lives as prescribed under Part C of Schedule II of the Companies Act 2013.

Depreciation and amortization methods, useful lives and residual values are reviewed periodically, including at each financial year end.

**6) Impairment of assets:**

An impaired loss is charged to the statement of profit and loss in the year in which an asset is identified as impaired. The impairment loss recognized in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

**7) Foreign Currency Transactions :**

Transactions in foreign currencies are recognized at the prevailing exchange rates on the transaction dates. Realize gain and losses on settlement of foreign currency transactions are recognized in the profit and loss account under the natural revenue head of accounts. Exchange differences relating to fixed assets are capitalized to respective Fixed Asset.

**8) Inventories:**

Stock of Raw Material and WIP is valued at cost, Finished goods are valued at cost or market value whichever is less. Cost of raw Material and finish goods includes the purchase cost (net of any taxes on which credits are received or receivable) and other incidental cost, to bring such material to its present location and condition. The Company follows First in First out (FIFO) method for valuation of inventory.

**9) Employee benefits:**

**9.1 Defined-Contribution plans:**

Provident fund and pension scheme Defined Contribution Plans in the Company. The Company is a member of recognized Provident Fund scheme established under The Provident Fund & Miscellaneous Act, 1952 by the Government of India. The Company is contributing 12% of Basic Salary of eligible employees under the scheme every month. The contribution paid or payable under the scheme is recognized during the period under which the employee renders the related services.

**9.2 Defined-Benefit Plans:**

Employee Gratuity Fund scheme is the Defined Benefit Plan. Provision for gratuity has been made in the accounts, in case of those employees who are eligible for the retirement benefits. Gratuity is paid at the time of retirement of employees. Provision for gratuity liability is provided based on Valuation made by LIC of India.

Short term Employee Benefits like leave benefit, in any, are paid along with salary wages on a month to month basis, bonus to employees are charged to profit and loss account on the basis of actual payment.

**a) Post-employment benefits**

**i) Defined Contribution plan**

The Company's contribution to defined contribution plan paid/payable for the year is charged to Statement of Profit and Loss.

**ii) Defined Benefit plan**

Company's liabilities towards defined benefit schemes are determined using the Projected Unit

Credit Method. Actuarial valuations under the Projected Unit Credit Method are carried out at the balance sheet date. Actuarial gains and losses are recognized in the Statement of Profit and Loss in the period of occurrence of such gains and losses. Past service cost is recognized immediately to the extent that the benefits are already vested and otherwise it is amortized on straight-line basis over the remaining average period until the benefits become vested.

The retirement benefit obligation recognized in the balance sheet represents the present value of the defined benefit obligation as reduced by fair value of plan assets.

**b. Short-term employee benefits**

Short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognized undiscounted during the period employee renders services. These benefits include salary, wages, bonus and performance incentives etc.

**c. Long term employee benefits**

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related services are recognized as an actuarially determined liability at present value of the defined benefit obligation at the balance sheet date.

**10) Taxes on Income:**

**10.1** Current Tax - Provision for current tax / minimum alternate tax (MAT) is made based on tax liability computed after considering tax allowances and exemptions.

**10.2** Deferred Tax - Deferred tax is recognized on timing differences between the accounting income and taxable income for the year and quantified using the tax rates and laws enacted or substantively enacted as on the Balance Sheet date. Deferred tax assets are recognized and carry forward to the extent that there is a reasonable or virtual certainty, as may be applicable, that sufficient future taxable income will be available against which such deferred tax asset can be realized.

**11) Earnings Per Share:**

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit After tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares.

**12) Cash and Cash Equivalents:**

Cash and cash equivalents comprise cash and cash on deposit with banks and corporations.

**13) Provisions, Contingent Liabilities and Contingent Assets:**

A provision is recognized when the company has present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimates required to settle the obligation at the balance sheet date.

**14) Leases**

**14.1 Finance Lease**

The Company has not entered in to finance lease arrangements.

**14.2 Operating lease**

Operating leases are mainly in the nature of lease of office premises with no restrictions and are renewable by mutual consent. There are no restrictions imposed by lease arrangements. Lease rental payments made by the Company are recognized in the statement profit and loss account in restated financials under the head 'Other Expenses'

<b>Particulars</b>	<b>For the year ended 31-03-2017</b>
Office Rent	1,92,000.00

**15) Borrowing Costs:**

Borrowing costs that are attributable to the acquisition, construction or production of qualifying assets are capitalized as part of such assets. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognized as expense in the period in which they are incurred.

**16) Miscellaneous Expenditure:**

The Management of the Company has decided that Miscellaneous Expenditure pertaining to IPO expenses have been written off over the period of five years from Financial year of the expenditure incurred.

**B) NOTES TO ACCOUNTS**

**1. Segment Reporting :**

The operations of the Company are limited to one segment, namely, "Trading and Manufacturers, supplier, metal roofing, polycarbonate roofing, roofing sheets, etc."

**2. Micro, Small and Medium Enterprise :**

The Company is in the process of identifying the supplier, if any, covered under the Micro and Small enterprise as defined under Micro, Small and Medium Enterprise Development Act, 2006. Due to non-availability of data, the details required have not been furnished.

**3. Employee Benefits :**

**i) Defined contribution plans**

The Company has recognized an amount of Rs. 1,11,325/- (P.Y 23,166/-) as expenses under the defined

contribution plan in the Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2017.

(ii) **Defined benefit plan**

The Company recognizes the liability towards the gratuity at each balance sheet date.

The Company makes annual contributions to the Employees' Group Gratuity of the LIC, a funded defined benefit plan for employees of the Company. The scheme provides for payment to vested employees as under:

- a) On Normal retirement/ early retirement/ withdrawal/resignation:  
As per the provisions of Payment of Gratuity Act, 1972 with vesting period of 5 years of service.
- b) **On death in service:**  
As per the provisions of Payment of Gratuity Act, 1972 without any vesting period.  
The most recent actuarial valuation of plan assets and the present value of the defined benefit obligation for gratuity and leave encashment were carried out at 31<sup>st</sup> March, 2017 by an LIC.  
The present value of the defined benefit obligations and the related current service cost and past service cost, were measured using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of benefit entitlement and measures each unit separately to build up the final obligation.

The following table sets out the status of the gratuity plan and the amounts recognized in the Company's financial statements as at 31<sup>st</sup> March, 2017.

Particulars	(in Rs.)	
	For the year ended 31/03/2017	For the year ended 31/03/2016
<b>1. The amounts recognized in the Balance Sheet are as follows:</b>		
Fair value of plan assets at the end of the period	111325	23166
Present value of benefit obligations as at the end of the period	0	0
Funded Status		0
Net Liability	111325	23166
<b>2. The amounts recognized in the Profit &amp; Loss A/c are as follows:</b>		
Current Service Cost	103326	16814
Interest on Defined Benefit Obligation	7999	6352
Net Actuarial Losses / (Gains) Recognized in Year	0	0
<b>Expense recognized in P&amp;L</b>	<b>111325</b>	<b>23166</b>
<b>3. Changes in the present value of defined benefit obligation:</b>		
Defined benefit obligation as at the beginning of the year/period	0	0
Service cost		0
Interest cost	7999	6352
Actuarial Losses/(Gains)	0	0
Defined benefit obligation as at the end of the year/period		0
<b>Benefit Type :</b>		
Retirement Age:	58 years	58 Years
Vesting Period:	5 years	5 Years
<b>The principal actuarial assumptions for the above are:</b>		
Discount rate per annum	8%	8%
Expected salary escalation rate per annum	7%	7%
Attrition Rate per Annum	1% to 3%	1% to 3%

4. Basic and diluted earnings per share (EPS) is calculated as under:

	Year Ended 31 <sup>st</sup> March, 2017	Year Ended 31 <sup>st</sup> March, 2016
Profit (loss) after Tax	7804844.90	6428938.51
Less: Adjustment for Preference Shares Dividend	0.00	0.00
Profit/ (Loss) attributable to Equity Shareholders	7804844.90	6428938.51
Weighted average number of Equity Shares	2197200.00	2197200.00
Basic & Diluted EPS (In ₹) (Face value per share ₹ 10/- each)	3.55	2.93

## 5. Related Party Disclosures:

Disclosures as required by Accounting Standard - 18 are given below:

	Name of Related Parties	Nature of Relationship
1.	Mr. Kaushalkumar S. Gupta	Director / Key Management Personnel
2.	Mrs. Sangeeta K. Gupta	Director / Key Management Personnel
3.	Mr. Satishkumar S. Gupta	Director / Key Management Personnel
4.	Mr. Satishkumar K. Agrawal	Relatives of Director / Key Management Personnel
5.	Bansal Roofing Products	Entities significantly influence by Directors/ Key Management Personnel or end relatives of Director / Key Management Personnel
6.	Agrawal Associates	
7.	Bhavita Engineering.	Relatives of Director / Key Management Personnel

Nature of Transaction	Subsidiary	Associates	Key Mgt. Personnel	Relatives of Directors	Total
<b>Transaction during the year</b>	0	0	0	0	0
Remuneration	0	0	2290000 (2040000)	0	2290000 (2040000)
Rent	0	0	192000 (192000)	0	192000 (192000)
Finance	0	0	0 (4700000)	0 (0)	0 (4700000)
Purchase of Fixed Assets	0	0	0	0 (225750)	0 (225750)
Sales	0	0	0	0	0
Services rendered	0	0	0	0 (4800)	0 (4800)
Purchase	0	0	0	0	0 (0)
Service Received	0	83790 (0)	0	0	83790 (0)

(Figures for the previous year are indicated in brackets)

## 6. Disclosure on Specified Bank Notes.(SBNs)

During the year, the Company had specified bank notes or other denomination note as defined in MCA notification G.S.R.308(E) dated March 31, 2017 on details of Specified Bank notes(SBN) held and transacted during the period from November 8, 2016 to December ,30 2016,the denomination wise SBNs and other notes as per notification is given below :

In Rs.

Particulars	SBNs	Other denomination Notes	Total
Closing cash in Hand as on 08.11.2016	7,50,000	53,846	8,03,846
(+) Permitted Receipts	-	2,74,713	2,74,713
(-) Permitted Payments	-	(2,27,711)	(2,27,711)
(-) Amount Deposited in Banks	(7,50,000)	-	(7,50,000)
Closing cash in hand as on 30.12.2016	-	1,00,848	1,00,848

**7. Additional Details**
**a. Value of Imported and Indigenous consumption:**

## i) Consumption of Raw Material:

Rs. In lacs

	2016-17		2015-16	
Imported	0	0	0	0
Indigenous	100%	2380.02	100%	1886.81
<b>Total</b>	<b>100%</b>	<b>2380.02</b>	<b>100%</b>	<b>1886.81</b>

<b>b) Expenditure in Foreign currencies on account of:</b>			(₹ in Lacs)	
			2016-17	2015-16
i)	Travelling		2.52	4.95
ii)	Exhibition Expenses		0.00	0.00
<b>Total</b>			<b>2.52</b>	<b>4.95</b>
<b>c) Earnings in Foreign currencies on account of:</b>			(₹ in Lacs)	
			2016-17	2015-16
i)	FOB value of Exports		35.49	185.62
ii)	Settlement claim Received		0.00	2.49
<b>Total</b>			<b>35.49</b>	<b>188.11</b>

8. The value of realization of Current Assets other than Fixed Assets and Non-current investments in the ordinary course of business will not be less than the value at which they are stated in the Balance Sheet.
9. The balances of Trade Receivable and Trade Payable are subject to confirmation, reconciliation and consequential adjustments, if any.
10. The Company has provided net deferred tax liability in the books of accounts according to the Accounting Standard issued by the ICAI
11. Previous year figures are regrouped, reclassified and rearranged wherever necessary.



**NOTE #1  
SHARE CAPITAL**

Particulars	As at 31st March, 2017		As at 31st March, 2016	
	Nos.	Amt.	Nos.	Amt
(i) Authorized:				
Equity Shares of Rs. 10/- Each	10000000	100000000	10000000	100000000
Issued:				
Equity Shares of Rs. 10/- Each	2197200	21972000	2197200	21972000
Subscribed & Paid-up:				
Equity shares of Rs. 10/- each.	2197200	21972000	2197200	21972000
Call Unpaid		0		0
Par Value per Share		10		10
(ii) Reconciliation of Numbers of Equity Shares:				
Equity Shares:				
Shares Outstanding at the beginning of the Year	2197200	21972000	2197200	21972000
Shares Issued during the Period	0	0	0	0
Fresh / Right Issue	0	0	0	0
Bonus Issue	0	0	0	0
Shares Outstanding at the end of the Year	2197200	21972000	2197200	21972000
(iii) The right preference and restrictions attaching to each class of shares including restrictions on the distribution of dividends and repayment of capital.	0	0	0	0
(iv) Shares in respect of each class in the Company held by its holding company or ultimate holding company	0	0	0	0
(v) Details of Shareholders holding more than 5% shares.		As at 31-03-17		As at 31-03-16
	Shares Held	% of holding	Shares Held	% of holding
Kaushalkumar S. Gupta (Promoter)	964900	43.91%	964900	43.91%
Sangeeta K. Gupta (Promoter)	368000	16.74%	368000	16.74%
Satishkumar S. Gupta (Promoter)	148000	6.74%	156000	7.10%
Hem Securities Limited	9000	0.41%	197000	8.96%
		As at 31-03-17		As at 31-03-16
(vi) Shares reserved for issue under option and contracts / commitments for sale of shares / disinvestment.	0	0	0	0
(vii) For the period of 5 years immediately preceding the date as at Balance sheet is prepared	0	0	0	0
- Aggregate number and class of shares allotted as fully paid-up pursuant to contract(s) without payment being received in cash.	0	0	0	0
- Aggregate number and class of shares allotted as fully paid-up by way of bonus shares	0	0	0	0
- Aggregate number and class of shares bought back.	0	0	0	0
(viii) Terms of any securities convertible into	0	0	0	0

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equity / preference shares issued along with the earliest date of conversion in descending order starting from the farthest such date				
(ix) Calls unpaid	0	0	0	0
(x) Forfeited shares	0	0	0	0

**NOTE #2**
**RESERVES & SURPLUS**

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amt.	Amt.
<b>Surplus in the Statement of Profit &amp; Loss</b>		
Opening balance	18511575.19	12082636.68
Add :Profit during the year	7804844.90	6428938.51
Less :Bonus shares issued	0.00	0.00
Closing Balance - [A]	26316420.09	18511575.19
<b>Security Premium</b>	13600000.00	13600000.00
(680000 shares issued @ 20 Rs. Security Premium)		
Closing Balance [B]	13600000.00	13600000.00
<b>Closing Balance [A+B]</b>	<b>39916420.09</b>	<b>32111575.19</b>

**NOTE # 3**
**LONG TERM BORROWINGS**

Particulars		As at 31st March, 2017		As at 31st March, 2016
<b>Secured</b>				
From Yes Bank (Plant & Machinery Loan) (Secured by hypothecation of Plant & Machinery)		9811014.85		9401545.28
From HDFC Bank (Mobilier Car Loan) (Secured by hypothecation of vehicle)		259802.00		516829.52
		10070816.85		9918374.80
<b>Notes :</b>				
<b>a)- Terms of Borrowing</b>				
<b>Details of lender</b>		<b>Maturity Date</b>	<b>Installment Due on</b>	<b>Current Maturity</b>
YES BANK LTD [Plant & Machinery]	10.50%	03.05.2021	Monthly	3,098,215.08
HDFC BANK LTD [Mobilo]	10.25%	07.02.2019	Monthly	257,027.52
<b>Unsecured Loans</b>				
From Directors		0.00		0.00
		0.00		0.00

**NOTE # 4**
**Deferred Tax Liabilities**

Particulars		As at 31st March, 2017		As at 31st March, 2016
<b>Deferred Tax Liabilities</b>				
Deferred Tax liability on account of depreciation		2158941.00		1320489.00
Deferred Tax liability on account of other difference		0.00		0.00
		2158941.00		1320489.00

**NOTE # 5****SHORT TERM BORROWINGS**

Particulars		As at 31st March, 2017		As at 31st March, 2016
<b>Secured</b>				
From Banks [Yes Bank Ltd]				
1. <b>Cash Credit</b> is secured against hypothecation of entire Stocks and Book Debts				
2. Collateral security of immovable property situated shop no. 1 to 9 behind shivam hotel, dabhoi road, kapurai crossing, vadodara.				
3. Collateral security of immovable property situated Plot No. 6, Raj Industrial Estate, Jarod Samlaya Road, Savli, Vadodara.				
4. Personal guarantee of Mr. Kaushal S. Gupta, Smt. Sangeeta Kaushal Gupta, Mr. Satishkumar S. Gupta & Mr. Ashish S. Gupta.				
5. The rate of interest 10.50%.				
6. Sanction amount 275 lacs.		8302903.75		23113939.32
Current maturities of short-term debt (Refer Note No. C) [Mobilo]		257027.52		232086.70
Current maturities of short-term debt (Refer Note No. C) [ Plant & Mach]		3098215.08		1880309.00
(Secured by hypothecation of vehicle)		11658146.35		25226335.02
<b>Notes :</b>				
<b>a)- Terms of Borrowing</b>				
<b>Details of lender</b>	<b>Rate of Interest</b>	<b>Maturity Date</b>	<b>Installment Due on</b>	<b>Current Maturity</b>
YES BANK LTD [Plant & Machinery]	10.50%	03.05.2021	Monthly	3,098,215.08
HDFC BANK LTD [MOBILIO]	10.25%	07.02.2019	Monthly	257,027.52
<b>Unsecured Loans</b>				
From related party		0.00		0.00
		0.00		0.00

**NOTE # 6****TRADE PAYABLES**

Particulars		As at 31st March, 2017		As at 31st March, 2016
For Goods & Services		13382921.10		2498733.10
For Capital Goods		133687.00		559834.00
For Expenses		784711.00		1653118.08
		14301319.10		4711685.18
The Company does not have any information related to Micro and Small enterprises as defined under Micro, Small and Medium Enterprise Development Act, 2006. Due to non availability of data, the details required have not been furnished.				

**NOTE # 7****OTHER CURRENT LIABILITIES**

Particulars		As at 31st March, 2017		As at 31st March, 2016
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<b>OTHER CURRENT LIABILITIES</b>				
Statutory Dues		564706.00		948685.00
Advance from customers		4994860.68		3336948.60
		5559566.68		4285633.60

**NOTE # 8**
**SHORT TERM PROVISIONS**

Particulars		As at 31st March, 2017		As at 31st March, 2016
Provision for Employee Benefits		590126.00		450466.00
Other Provision		712520.00		406161.00
		1302646.00		856627.00

**NOTE # 10**
**OTHER NON CURRENT ASSETS**

Particulars		As at 31st March, 2017		As at 31st March, 2016
IPO a/c		2081147.35		3121715.35
		2081147.35		3121715.35

**NOTE # 11**
**INVENTORIES**

Particulars		As at 31st March, 2017		As at 31st March, 2016
Raw Material ( includes goods in transit)		34024376.64		25111995.44
Work in Progress		9573402.10		6066107.00
Finished Goods		3983360.75		1495934.00
		47581139.49		32674036.44

**NOTE # 12**
**DEPOSIT**

Particulars		As at 31st March, 2017		As at 31st March, 2016
Deposit (MGVCL)		226416.00		49468.00
B.S.E. LTD. [DEPOSIT]		0.00		0.00
		226416.00		49468.00

**NOTE # 13**
**TRADE RECEIVABLES**

Particulars		As at 31st March, 2017		As at 31st March, 2016
Unsecured, Considered Good				
- Outstanding for a period exceeding six months from the date they are due for payments		923883.06		238922.00
- Others		10824639.22		13749572.59
		11748522.28		13988494.59

**NOTE # 14**
**CASH AND BANK BALANCE**

Particulars		As at 31st March, 2017		As at 31st March, 2016
Cash on Hand		84534.00		367335.00
Fixed Deposits With Banks With Accrued		1283807.32		907677.79

Interest				
Balance with banks in Current Account		995049.11		2878512.86
		2363390.43		4153525.65

**NOTE # 15****SHORT TERM LOANS & ADVANCES**

Particulars		As at 31st March, 2017		As at 31st March, 2016
Unsecured, Considered Good				
Advance Tax and TDS Receivable (net of provisions)		1363558.12		1809420.20
Prepaid Exp.		288031.00		302166.00
Advance to Employees		0.00		0.00
Balance with Government Authorities		1619770.07		2210232.75
		3271359.19		4321818.95

**NOTE # 16****OTHER CURRENT ASSETS**

Particulars		As at 31st March, 2017		As at 31st March, 2016
Unsecured, Considered Good				
Advance to Suppliers		2400876.00		9717993.98
		2400876.00		9717993.98

**NOTE # 17****REVENUE FROM OPERATIONS**

Particulars		For the year ended 31st March, 2017	For the year ended 31st March, 2016
<b>Sale of Products</b>			
Roofing Products		302712560.63	247724001.58
<b>Sale of Services</b>			
Labour Income		374257.18	766538.00
Freight Receivable		0.00	0.00
		303086817.81	248490539.58
<b>Less: Excise and Duties</b>		31212522.61	24404689.67
		271874295.20	224085849.91

**NOTE # 18****OTHER INCOME**

Particulars		For the year ended 31st March, 2017	For the year ended 31st March, 2016
Miscellaneous Income		998249.19	1277091.26
		998249.19	1277091.26

**NOTE # 19****COST OF MATERIAL CONSUMED**

Particulars		For the year ended 31st March, 2017	For the year ended 31st March, 2016
Inventory at the beginning of the year		25111995.44	33680210.00
Add : Purchases		246914132.59	180113726.62
		272026128.03	213793936.62
Less : Inventory at the end of the year		34024376.64	25111995.44

		238001751.39	188681941.18
<b>Details of materials consumed:</b>			
Metal Sheet		197323816.56	167027340.00
FRP and Other Materials		40677934.83	21654601.18
		238001751.39	188681941.18

**NOTE # 20**
**CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS:**

Particulars		For the year ended 31st March, 2017	For the year ended 31st March, 2016
Inventory at the end of the year:			
WIP (Roofing products)		9573402.10	6066107.00
Finished Goods		3983360.75	1495934.00
Inventory at the beginning of the year:			
WIP (Roofing products)		6066107.00	6350422.70
Finished Goods		1495934.00	2720352.00
		(5994721.85)	1508733.70

**NOTE # 21**
**EMPLOYEE BENEFIT EXPENSE**

Particulars		For the year ended 31st March, 2017	For the year ended 31st March, 2016
Salary & Wages		7382359.00	5948289.00
Contribution to Provident Fund & other funds		504338.00	330047.00
Incentive		200996.00	255355.00
		8087693.00	6533691.00

**NOTE # 22**
**FINANCE COST**

Particulars		For the year ended 31st March, 2017	For the year ended 31st March, 2016
Interest Expenses		2813628.53	1491549.28
Other Borrowing Cost		210667.29	619002.45
		3024295.82	2110551.73

**NOTE # 23**
**DEPRECIATION & AMORTIZATION EXPENSE**

Particulars		For the year ended 31st March, 2017	For the year ended 31st March, 2016
Depreciation		2557609.00	1794463.00
		2557609.00	1794463.00

**NOTE # 24**
**OTHER EXPENSE**

Particulars		For the year ended 31st March, 2017	For the year ended 31st March, 2016
Power & Fuel		199412.00	156997.00
Repairs & Maintenance :			
Building		23662.00	58211.00
Machinery		715116.00	67826.00
Others		84216.00	97248.00
Insurance		492287.98	405100.17
Rent, Rates & Taxes		741026.18	723161.63

***Bansal Roofing Products Limited***

Freight and Forwarding Charges		2900310.41	3238783.69
Stationery, Postage & Subscription		181794.60	196964.73
Communication		160298.91	112297.41
Legal & Professional Fees		1232145.77	1448672.84
Payment to Auditor			
Stat. Audit fee		150000.00	100000.00
Tax Audit Fee		50000.00	29000.00
Internal Audit Fees		240000.00	240000.00
Travelling and Conveyance		748917.09	957534.14
Advertisement & Sales Promotion Exp		2510122.46	2383789.02
Labour Exp		3274252.00	3169114.56
Project Design Charges		214800.00	266280.00
Miscellaneous Expenses*		861111.53	724274.86
<b>Total</b>		<b>14779472.93</b>	<b>14375255.05</b>
* None of the items individually account for more than Rs. 100,000 or 1% of revenue whichever is higher			

**NOTE # 25**

**PRIOR PERIOD ITEMS**

Particulars		For the year ended 31st March, 2017	For the year ended 31st March, 2016
Depreciation Expenses / (Income)		0.00	0.00
		0.00	0.00
<b>MISC. EXPENSES WRITTEN OFF</b>			
Misc. Exp. Written Off		1040568.00	1040572.00
		1040568.00	1040572.00

**MATERIAL DEVELOPMENTS**

There have been no developments since March 31, 2017, which effect the operations, performance, prospects or financial condition of our Company.



**WORKING RESULTS**

In accordance with circular no.F.2/5/SE/76 dated February 5, 1977 issued by the Ministry of Finance, Government of India, as amended by Ministry of Finance, Government of India through its circular dated March 8, 1977, the information relating to the working results for the period between the last date of the financial statements and up to the end of the last but one month preceding the date of the Draft Letter of Offer will be updated in the Letter of Offer to be filed with the Stock Exchange.

Working results of our Company for the period from April 1, 2017 to June 30, 2017:

<b>Particulars</b>	<b>Amount in Rs. Lakhs</b>
Sales/Turnover	775.18
Other Income	0.64
Estimated Gross Profit/Loss (excluding depreciation & taxes)	84.39
Provision for Depreciation	8.19
Provision for taxes	7.00
Estimated Net Profit/ loss	17.29

**MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF OUR COMPANY**

Except as disclosed in the section titled “*Material Developments*” on page 78 of the Draft Letter of offer, there are no material changes and commitments, if any affecting the financial position of our Company.

**MANDATORY ACCOUNTING & OTHER RATIOS**

(Amt. in Rs. Lakhs)

Particulars	As at	
	31.03.2017	31.03.2016
Net Worth	618.88	540.85
Net Profit after tax	78.05	64.29
Number of Equity Share outstanding (Nos.)	2197200	2197200
Weighted average no of Equity shares (Nos.)	2197200	2197200
Current Assets	675.92	649.05
Current Liabilities	328.22	350.80
Face Value per Share (in Rs.)	10.00	10.00
Basic and Diluted Earnings Per Share (Rs.) Refer Note 1 given below	3.55	2.93
Return on Net worth (%)	12.61	11.89
Net asset value per share	28.17	24.62
Current Ratio (times)	2.06	1.85

## Notes:-

- 1) The ratios have been computed as below:
  - a) Basic earnings per share (Rs.) : Net profit after tax as restated for calculating basic EPS / Weighted average number of equity shares outstanding at the end of the period or year
  - b) Diluted earnings per share (Rs.) : Net profit after tax as restated for calculating diluted EPS / Weighted average number of equity shares outstanding at the end of the period or year for diluted EPS
  - c) Return on net worth (%) : Net profit after tax (as restated) / Net worth at the end of the period or year
  - d) Net assets value per share : Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year
- 2) Net assets value per share (effect of bonus issue of equity shares) - : Net Worth at the end of the period or year / Total number of equity shares outstanding at the end of the period or year (after split and bonus issue)
- 3) Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the period/year adjusted by the number of equity shares issued during period/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/year.
- 4) Net worth for ratios mentioned in note 1(c) and 1(d) is = Equity share capital + Reserves and surplus (including, Securities Premium, General Reserve and surplus in statement of profit and loss).
- 5) The figures disclosed above are based on the Financial Statement of the Company.

### CAPITALISATION STATEMENT

The capitalization statement of our Company as at March 31, 2017 as adjusted post the Issue is as follows:

(Amt in Rs. Lakhs)

Particulars	Pre-Issue Standalone 31-Mar-17	As adjusted for the Issue*
Debt:		
Short Term Debt [A]	83.03	[●]
Long Term Debt (Including current maturities of long term Debts) [B]	134.26	[●]
<b>Total Debt: (C) [A+B]</b>	<b>217.29</b>	<b>[●]</b>
<b>Shareholders Fund:</b>		
Share Capital	219.72	[●]
Share Capital Issued through the Rights Issue	-	[●]
<b>Reserve and Surplus (excluding Revaluation Reserve)</b>		
--Securities Premium	136.00	[●]
--Surplus in Statement of Profit and Loss	263.16	[●]
<b>Total Shareholders Fund (D)</b>	<b>618.88</b>	<b>[●]</b>
Debt / Equity Ratio: (Long Term Debt/Shareholders Fund (B/D))	0.22	[●]
Debt / Equity Ratio: (Total Debt/Shareholders Fund (C/D))	0.35	[●]

\*To be included in the Letter of offer

**MARKET PRICE INFORMATION**

The Equity Shares of our Company are listed and traded on the SME platform of BSE. Therefore the stock market data have been given for BSE SME only.

We have received in-principle approval for listing of the Equity Shares to be issued pursuant to this Issue from the BSE vide its letter dated [●].

1. The high and low of the closing prices recorded on the SME platform of BSE for the preceding three years and the number of Equity Shares traded on the days the high and low of the closing prices were recorded are stated below:

Year ended March 31	High	Date of High	Volume on the date of High	Low	Date of Low	Volume on the date of low	Average price for the Year
2017	80.00	February 7, 2017	16000	30.00	April 08, 2016	8000	52.10
2016	32.35	April 10, 2015	100000	27.50	February 12, 2016	4000	30.22
2015	34.45	November14, 2014	8000	28.00	February 5, 2015	8000	31.77

(Source: bseindia.com)

**Notes:**

- a) High price is the maximum of the daily high prices and low price is the minimum of the daily low prices of the Equity Shares for the year;
  - b) Average price is the average of the daily closing prices of the Equity Shares for the year;
  - c) In case of two days with the same high/low/closing price, the date with the higher volume has been considered;
  - d) Our Company was listed on July 14, 2014.
2. Monthly high and low closing prices on the Stock exchange for the six months preceding the date of filing of the Draft Letter of Offer is as stated below:

Month	High	Date of High	Volume on the date of High	Low	Date of Low	Volume on the date of low	Average price for the Month
June 2017	99.00	June 02, 2017	10000	76.95	June 29, 2017	6000	83.60
May 2017	111.00	May 10, 2017	4000	78.75	May 24, 2017	18000	93.76
April 2017	122.90	April 26, 2017	12000	67.90	April 07, 2017	4000	85.80
March 2017	71.00	March 24, 2017	12000	60.00	March 03, 2017	8000	66.63
February 2017	80.00	February 7, 2017	16000	64.00	February 21, 2017	4000	71.20
January 2017	61.80	January 9, 2017	60000	41.00	January 5, 2017	32000	53.52

(Source: bseindia.com)

**Notes:**

- a) High price is the maximum of the daily high prices and low price is the minimum of the daily low prices of the Equity Shares for the month
  - b) Average price is the average of the daily closing prices of the Equity Shares for the month
  - c) In case of two days with the same high/low/closing price, the date with the higher volume has been considered.
3. Week end prices of Equity Shares of our Company for the last four weeks on the BSE along with the highest and lowest closing prices for the weeks are as below:

Week	High	Date of High	Volume on the date of High	Low	Date of Low	Volume on the date of low	Average price for the Week
June 30, 2017	81.00	June 27, 2017	2000	76.95	June 29, 2017	6000	78.23
June 23, 2017	79.00	June 23, 2017	2000	79.00	June 23, 2017	2000	79.00
June 16, 2017	81.00	June 13, 2017	4000	77.45	June 12, 2017	8000	78.30

***Bansal Roofing Products Limited***

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June 09, 2017	99.00	June 02, 2017	4000	81.50	June 09, 2017	4000	89.38
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(Source: [bseindia.com](http://bseindia.com))

The closing price of our Equity Shares as on May 16, 2017 the day on which the shares were traded immediately preceding the day on which the Board resolution was passed approving the Issue was Rs. 108.00. The market capitalization of our Equity Shares as on May 16, 2017 the day on which the shares were traded immediately prior to the date of the Board resolution was Rs. 2372.976 Lacs.

(Source: [www.bseindia.com](http://www.bseindia.com))

### STATEMENT OF FINANCIAL INDEBTEDNESS

Brief details of the Financial indebtedness of Bansal Roofing Products Limited “the Company” as on March 31, 2017 is as under:-

#### Secured Loans

(Amt in Rs Lakhs)

Name of Lender	Nature & Purpose of Loan	Amount Sanctioned	Amount outstanding	Rate of Interest p.a.	Repayment Schedule	Securities Offered
Yes Bank Limited	Cash Credit for working Capital	275.00	83.02	(Base Rate 10.50% Currently +1%) =11.50%	On Demand	See Note 1 Below
Yes Bank Limited	Term Loan	150.00	129.09	(Base Rate 10.50% Currently + 1%) =11.50%	Principal Amt shall be repaid in 60 Equal monthly installment after a moratorium period of 5 years from the date of disbursement	See Note 1 Below
HDFC Bank Ltd.	Vehicle Loan for purchase of Honda Mobilio V	9.75	5.16	10.25% p.a Fixed Interest Rate	48EMI of Rs. 24,846 each	Hypothecation of Vehicle (Honda Mobilio V –Year of Manufacture 2014) Chassis no. 0301625

#### Note 1

<b>Prime Security</b>	Hypothecation of entire Stocks and Book Debts
<b>Collateral Securities</b>	<b>Immovable Security</b>
	Equitable Mortgage over Shop No. 1-9, Behind Shivam Hotel, Dabhoi Road, Kapurai Crossing, Vadodara of area measuring 11464 Sq. Feet owned by Mr. Kaushalkumar S. Gupta
	Equitable Mortgage over Plot No.6, Raj industrial Estate, Jarod Samlaya Road, Savli, Vadodara
	<b>Personal Guarantees</b>
	Mr. Kaushalkumar S. Gupta
	Mr. Satishkumar S. Gupta
	Mrs. Sangeeta K. Gupta

#### Restrictive covenants pertaining to facility of Cash Credit and Term Loan:

1. Effect any change in the Company’s capital structure.
2. Implement any scheme of expansion / modernization / diversification / renovation or acquire fixed assets except during any accounting year, except such schemes those indicated in the funds flow statement submitted to the Bank from time to time and approved by Bank.
3. Formulate any scheme of amalgamation or reconstruction.
4. Invest by way of the share capital in or lend or advance funds to or place deposits with any other concern including sister / associate / family / subsidiary / group concerns. However, normal trade credit or security deposits in the normal course of businesses or advances to employees can be excluded.
5. Enter into borrowing arrangement either secured or unsecured with any other bank, financial institution, Company or person.
6. Undertake guarantee obligation on behalf of any other company, firm or person.

***Bansal Roofing Products Limited***

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7. Declare the dividends of any year except out of profit relating to that year after making all due and necessary provisions and provided further that no default had occurred in any repayment obligations.
8. Effect any drastic changes in the management setup.
9. Effect any change in the remuneration payable to the Directors / partners etc. either in the form of sitting fees or otherwise.
10. Pay guarantee commission to the guarantor whose guarantee have been stipulated / furnished for the credit limits sanctioned by the bank.
11. Create further charge, lien or encumbrance over the assets and properties of the unit / guarantors to be charged / charged to the bank in favor of any other financial institution, bank, company, firm or person.
12. Sell assign, mortgage or otherwise dispose off any of fixed assets charged to the Bank.
13. Undertake any trading activity other than the sale of product arising out of its own manufacturing operations.
14. Open any account with any other bank. If already opened the details thereof is to be given immediately and a confirmation to this effect given to the bank.

**For Santlal Patel & Co.**

**Chartered Accountants**

Firm Registration No. 113888W

**CA. Jigisha J.Parmar**

**Partner**

M. No. 163712

Date: June 01, 2017.

Place: Vadodara

**SECTION VI – LEGAL AND OTHER INFORMATION**

**OUTSTANDING LITIGATIONS AND OTHER DEFAULTS**

*Except as stated in this Draft Letter of Offer there are no outstanding or pending litigation, suit, criminal or civil prosecution, proceeding initiated for offence (irrespective of whether specified in paragraph (I) of Part I of Schedule XIII of the Companies Act) or litigation for tax liabilities against our Company, our Directors or our Promoters or companies promoted by our Promoters and there are no defaults to banks/financial institutions, non-payment of or overdue statutory dues, or dues towards holders of any debentures, bonds and fixed deposits and arrears of preference shares, other unclaimed liabilities of our Company and no disciplinary action has been taken by SEBI or any stock exchanges against our Company, our Promoters or Directors. Further, except as stated in this Draft Letter of Offer, there are no past cases in which penalties have been imposed on our Company or our Promoters, Directors or companies promoted by the Promoters by concerned authorities, and there is no outstanding litigation against any other company whose outcome could have a material adverse effect on the position of our Company.*

*Neither our Company nor its Promoters, members of the Promoter Group and Directors have been declared as willful defaulters by the RBI or any other Governmental authority and, except as disclosed in this section in relation to litigation, there are no violations of securities laws committed by them in the past or pending against them.*

**PART I – Contingent Liabilities of Our Company**

NIL

**PART II – LITIGATIONS RELATING TO OUR COMPANY**

**A. Cases filed against our Company**

**1. Litigation involving Civil Laws**

Nil

**2. Litigation involving Criminal Laws**

Nil

**3. Litigation involving Securities and Economic Laws**

Nil

**4. Litigation involving Labour Laws**

Nil

**5. Litigation involving Taxation**

**Assessment Year 2015-2016**

- 1.) The Company received a notice dated January 23, 2017 u/s 142(1) of Income Tax Act, 1961 from Office of the D.Y. Commissioner of Income Tax Cir. 1(1)(1) in connection with assessment proceedings for A.Y. 2015-2016 and requested to make compliance on Large share premium received during year, mismatch in amount paid to related person u/s 40(2)(b) reported in Audit report and ITR, to furnish reconciliation of credit as per 26AS vis-à-vis P&L account etc on or before February 06, 2017. The company filled its reply on March 03, 2017 with the explanations. The matter is still pending before the Department.

**5. Other Litigation**



## ***Bansal Roofing Products Limited***

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The Company is in receipt of two show cause notices under Rule 38(5) of Trade Marks Rules, 2002, numbering 2086313 and 2086315, both dated June 14, 2017 from the Registrar of Trademarks. The Company had applied for registration of its Trade Mark (BRPL Bansal) in Classes 19 and 6 vide applications no. 2693319 and 2693320 respectively. The said applications have been objected to and the hearing in the matters has been fixed for July 20, 2017. The said show cause notice says that if Company fails to appear in the person or through authorized representative, the Company application would be treated as abandoned for lack of prosecution under Rule 38(5) of Trade Marks Rules, 2002.

### **B. Cases filed by our Company**

#### **1. Litigation involving Civil Laws**

**NIL**

#### **2. Litigation involving Company Laws**

**NIL**

#### **3. Litigation involving Criminal Laws**

Nil

#### **4. Litigation involving Securities and Economic Laws**

Nil

#### **5. Litigation involving Labour Laws**

Nil

#### **6. Litigation involving Taxation**

Nil

### **C. Notices from Statutory Authorities**

Nil

## **PART III – LITIGATIONS RELATING TO THE DIRECTORS OTHER THAN PROMOTERS OF THE COMPANY**

### **A. Cases filed against the Directors**

#### **1. Litigation involving Civil/Statutory Laws**

Nil

#### **2. Litigation involving Criminal Laws**

Nil

#### **3. Litigation involving Economic Offenses**

Nil

**4. Litigation involving Tax Liabilities**

Nil

**B. Cases filed by the Directors**

**1. Litigation involving Civil/Statutory Laws**

Nil

**2. Litigation involving Criminal Laws**

Nil

**3. Litigation involving Economic Offenses**

Nil

**4. Litigation involving Tax Liabilities**

Nil

**PART IV – LITIGATIONS RELATING TO OUR PROMOTER AND PROMOTER GROUP ENTITIES**

**A. Cases filed against the Promoter and Promoter Group entities**

**1. Litigation involving Civil/Statutory Laws**

Nil

**2. Litigation involving Criminal Laws**

Nil

**3. Litigation involving Economic Offenses**

Nil

**4. Litigation involving Taxation matters**

***M/S Agarwal Associate V/s Commissioner of Customs, Central Excise, Vadodara II***

The Agarwal Associate (a proprietary concern of our Promoter Mr. Kaushal Gupta) (hereinafter referred to as —Appellant) has preferred an appeal bearing Appeal No. ST/602/2010) & (Stay No. ST/S-1696/10-DB) before Custom, Excise & Service Tax Appellate Tribunal, West Zone Bench: Ahmadabad. The Appeal has been preferred by the Appellant against the order bearing no. OIR/No.05/VDR-II/S.TAX/AGARWAL-ASSO/COMMR/2010 dated August 24, 2010 of Commissioner of Customs and Excise-Vadodara-II. The order dated August 24, 2010 was passed in revision against the original order passed by the Assist Commissioner Service Tax, dropping the show cause notice V/STC/AR-177/Agrawal/2007 dated November 21, 2007 and further determining the demand against the firm for an amount Rs. 2,11,141 and an equal amount as penalty, rejecting the plea of claim abatement by the proprietor. The appeal is pending before the Customs, Excise and Service Tax Appellate Tribunal.

**B. Cases filed by the Promoter and Promoter Group entities**

**1. Litigation involving Civil Laws**

NIL

## **2. Litigation involving Criminal Laws**

### ***i. State v/s Nitinbhai Karsan bhai Luhar Anr. (C.S. No. 4081/2004 in I Court, Vadodara)***

A FIR was filed by Mr. Kaushal Gupta (hereinafter referred to as the —**Complainant**) which had been registered under **Sec. 323, 504, 506 (2), 114 of Indian Penal Code 1860 and u/s 135 of B.P. Act**. It was reported to the police by the Complainant, that the Complainant had delivered certain goods to Karsan bhai Lohar of Yogesh Engineering for which payment was due from him. When he went to his place to recover the same, heated arguments took place between them. Later that day, accused no.1 Mr. Nitinbhai Karsanbhai Luhar and accused no.2 Mr. Bholabhai Narsinghbhai Luhar and accused no.3 Buttiwalo and some unknown persons came to Complainant's office and abused him and accused no.1 hit Complainant with a iron pipe on wrist of his hand, while accused no.2 hit Complainant with iron pipe on left leg, there by injuring him severely and they also gave him threatening of life. Subsequently the Complainant filed the instant FIR in Wadi Police Station, Vadodara City. The instant matter came to be registered as C.S. No. 4081/2004 in Ist Court, Vadodara wherein a summon dated November 20, 2007 was issued to Mr. Kaushal Gupta to present himself before Court for giving evidence in the instant matter. Subsequently the matter was transferred to Additional Metropolitan Magistrate 13th Court, Vadodara. The matter is still pending before the concerned Court.

### ***ii. FIR dated February, 3, 2007***

A FIR was filed by Mr. Kaushal Gupta (hereinafter referred to as —the **Complainant**) which was registered under Sec. 279 & 427 of Indian Penal Code, 1860 and u/s 177, 184, 134 of The Motor Vehicles Act. 1988 It was reported to the police by Complainant that he was driving his Hyundai Accent Car No. GJ 6CB 2609 towards Savli Manjusar where he stopped at Kalaghoda traffic signal and when the said signal opened a three wheeler tempo No. GJ 6Z 9771 drove very carelessly on wrong side and struck the Complainant's car thereby causing scratch on the car near left bonnet side and ran away. The matter is still pending.

## **3. Litigation involving Securities and Economic Laws**

Nil

## **4. Litigation involving Labour Laws**

Nil

## **5. Litigation involving Taxation**

**NIL**

## **C. Notices received from Statutory Authorities**

**NIL**

## **PART V- PAST CASES WHERE PENALTY IMPOSED**

### **On Company**

#### ***i. Before Regional Director, North Western Region Branch, Ahmedabad of Registrar of Companies***

The Company failed to comply with certain provisions of Companies Act, 1956 till FY 2012-13 since its incorporation, the Company was operating on a very small scale till the financial year 2012-13, with highest revenue being Rs. 70.84 Lac only in F.Y. 2011-12, it had not inducted any expert for the purpose of accounting and preparation of financial statements and that the accounting was done by person having working knowledge of

## **Bansal Roofing Products Limited**

accounting. Therefore, there were certain discrepancies while preparing financial statements in consonance with Accounting Standards resulting in non-compliance of Section 211 of Companies Act, 1956 for the period since incorporation till F.Y. ending 2012-13. However the Company subsequently made necessary corrections in the books of accounts for the financial year beginning on April 01, 2013.

Company filed suo-moto compounding application in relation to the Non-compliances, vide SRN: C03928322 on May 22, 2014 and physical Application was also submitted on May 22, 2014 before Regional Director, Registrar of Companies, North-western Region Bench, Ahmadabad.

Vide order dated December 12, 2014, Company Law Board, Mumbai Bench imposed a penalty of Rs. 25,000 on each defaulter i.e. the Managing Director Mr. Kaushal Kumar Gupta and Two Whole Time Directors Mr. Satish Kumar Satyanaryan Gupta and Mrs. Sangeeta Kaushal Kumar Gupta for compounding the said violation of Companies Act. The said penalty was duly paid by them.

### **On Promoter entity**

A penalty of Rs. 2,11,141 was imposed on Ms. Agarwal Associates which is a proprietary concern of our promoter Mr. Kaushal Gupta, vide order dated August 24, 2010, by Commissioner, Central Excise, Customs and Service Tax, Vadodara II, However an appeal is pending against the said order.

### **AMOUNTS DUE TO CREDITORS**

As on March 31, 2017, our Company owes total amounts aggregating to ₹ 143.01 lakhs towards all creditors. There are no disputes with such entities in relation to payments to be made to them. Following is the list of creditors as on March 31, 2017 to whom our Company owes a sum exceeding Rs. One Lakh.

<b>S. No.</b>	<b>Creditors</b>	<b>Amount (in Rs.)</b>
1.	Bhushan Power & Steel Limited	15,19,453.00
2.	Bhushan Steel Ltd.	8,42,632.00
3.	Chimanlal Dalal & Sons	1,09,424.00
4.	Kapoor Enterprises	11,02,364.00
5.	Laxmi Fibre Glass	8,16,056.00
6.	Manaksia Coated Metals & Industries Ltd.	71,16,532.10
7.	Reichhold India Pvt. Ltd.	5,29,801.00
8.	Shree Umiya Cutters Pvt.Ltd	7,22,085.00
9.	Transchem Agritech Pvt Ltd	1,33,687.00
10.	Hem Securities Limited (Market Maker)	1,31,250.00
11.	Purvash Roadlines	1,57,529.00
12.	Supreme Services	1,38,656.00

### **ADVERSE EVENTS**

There has been no adverse event affecting the operations of our Company occurring within one year prior to the date of filling Draft Letter.

### GOVERNMENT AND OTHER STATUTORY APPROVALS

Our Company have received the necessary consents, licenses, permissions and approvals from the Government and various governmental agencies required for our present business and except as mentioned below, no further approvals are required for carrying on our present business.

In view of the approvals listed below, we can undertake this Issue and our current/proposed business activities and no further major approvals from any governmental or regulatory authority or any other entity are required to be undertaken in respect of the Issue or to continue our business activities. It must be distinctly understood that, in granting these approvals, the Government of India does not take any responsibility for our financial soundness or for the correctness of any of the statements made or opinions expressed in this behalf. Unless otherwise stated, these approvals are all valid as of the date of this draft offer letter.

#### I. APPROVALS OBTAINED BY THE COMPANY

S. No.	Nature of License/Approval	Registration/ License No.	Issuing Authority	Date of granting License/Approval	Validity
<b>Incorporation and Other Details</b>					
1.	Certificate of Incorporation in the name of Bansal Roofing Private Limited	U25206GJ2008PTC053761	The Registrar of Companies, Gujarat, Dadra & Nagar Havelli	May 01, 2008	One Time Registration
2.	Fresh Certificate of Incorporation consequent upon change of name of our Company from —Bansal Roofing Private Limited to Bansal Roofing Products Private Limited.	U25206GJ2008PTC053761	The Registrar of Companies, Gujarat, Dadra & Nagar Havelli	August 29, 2013	One Time Registration
3.	Fresh Certificate of Incorporation on change of name of our Company from " Bansal Roofing Products Private Limited " to " Bansal Roofing Products Limited " pursuant to conversion into a public limited company	U25206GJ2008PLC053761	The Registrar of Companies, Gujarat, Dadra & Nagar Havelli	November 19, 2013	One Time Registration
<b>Tax Related Approvals</b>					
4.	Permanent Account Number (PAN)	AADCB4379 B	Income Tax Department	May 01, 2008	One Time Registration
5.	Tax Deduction Account Number (TAN)	BRDB02042F	Income Tax Department	March 11, 2015	One Time Registration
6.	Certificate of Registration under Central Sales Tax Act, 1956	24691202069	Commercial Tax Officer, Unit 5, Vadodara	August 04, 2010	One Time Registration
7.	Certificate of Registration under Gujarat Value Added Tax Act, 2003	24191202069	Commercial Tax Officer (Commercial Tax Department, Government of Gujarat ) Unit 5, Vadodara	August 04, 2010	One Time Registration

***Bansal Roofing Products Limited***

8.	Central Excise Registration Certificate under Rule 9 of the Central Excise Rules, 2002,	AADCB4379 BEM001	Assistant Commissioner, Central Excise & Customs, City Division, Vadodara-II. Central Board of Excise and Custom	January 24, 2014	One Time Registration
9.	Service Tax Registration under Section 69 of the Finance Act, 1994 (32 of 1994)	AADCB4379 BSD001	Superintendent (Service Tax), Central Excise & Customs, City Division, Head Quarters, Vadodara-II	Date of Issue of Original Certificate – September 06, 2011  Date of Last Amendment – October 01, 2015	One Time Registration
10.	Professional Tax Registration under sub-section (1) of Section 5 of the Gujarat State Tax on Professions, Trades, Callings and Employment Act, 1976	PEP 19090800675	Profession Tax Commissioner , Savli	March 24, 2014	One Time Registration
11.	Goods and Services Tax (GST)	Provisional ID Number – 24AADCB4379B1Z0	Central Board of Excise and Custom	Date of filing – November 30, 2016	N.A.
<b>Business Related Approvals</b>					
12.	Factory License	License No. – 13613  Registration No. – 1359/28999/2012	Joint Director Industrial Safety and Health Baroda Region	December 17, 2016	December 31, 2018
13.	Certificate of Importer-Exporter Code (IEC)	3411003413	Foreign Trade Development Officer, Office of Joint Director General of Foreign Trade (Vadodara), Department of Commerce, Ministry of Commerce & Industry, GoI.	September 7, 2011	One Time Registration
14.	Employees Provident Fund Registration	GJ/BD/68051	Assistant Provident Fund Commissioner, Regional Office, Vadodara, Employees Provident Fund Organization, Ministry of Labour &	Date of Issue of Original Certificate - April 07, 2013	One Time Registration

***Bansal Roofing Products Limited***

			Employment, GoI	Date of Last Amendment – July 07, 2015	
15.	Certificate of Registration under Contract Labour (Regulation & Abolition) Act, 1970	1330/1	Assistant Labour Commissioner, Vadodara	August 20, 2011	One Time Registration
16.	Registration Certificate of Establishment under Bombay Shops and Establishments Act, 1948.	B -26/17305	Inspector under the Bombay Shops and Establishments Act, 1948, Vadodara Municipal Corporation Shops and Establishments Branch	Date of Issue of Original Certificate - May 19, 2011 Date of Renewal – January 25, 2017	December 31, 2019
17.	Registration as Small Scale Enterprise	EM2 24 019 12 004682 Category: Small	General Manger District Industries Centre, Vadodara, Govt. of Gujarat	December 16, 2013	One Time Registration
18.	Consent to Establish (NOC) under Section 25 of Water act 1974 and Section 21 of Air Act, 1981	CTE No. - 14675	Gujarat Pollution Control Board	December 27, 2013	December 26, 2018.
<b>Other Approvals</b>					
19.	Govt. Purchase Enlistment Certificate Store Detail Certificate	Old Registration No. – NSIC/GP/RS/ PMT/GUJ/B- 137  New Registration No. – NSIC/GP/AH M/2014/00102 24	The National Small Industries Corporation Limited	January 23, 2017	January 22, 2019
20.	ISO 9001 : 2008 for Manufacture and supply of Color Coated Roofing Sheets and its allied Accessories	GUJ /Q – 1857/C1	Nimbus Certifications Private Limited	Date of Issue of Initial Certificate - June 28, 2012  Date of Current Certificate – June 28,	June 27, 2018



***Bansal Roofing Products Limited***

				2015	
21.	Registration Certificate as Approved supplier of stores in Central Railway	13013472	Secretary to Controller of Stores, Central Railway, C.S.T., Mumbai -1	October 29, 2015	October 28, 2018

**II. PENDING APPROVALS**

S. No.	Nature of License/Approval	Registration/License No.	Issuing Authority	Date of granting License/Approval	Validity
Nil					

**III. Approvals Relating to Intellectual Property**

S. No.	Particular of Mark	Word/Label	Applicant	Date of filing	Application No.	Class	Status
1.		Label	Bansal Roofing Products Limited	March 06, 2014	2693319	19	Objected
2.		Label	Bansal Roofing Products Limited	March 06, 2014	2693320	6	Objected



## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue**

The Issue of Equity Shares to the Shareholders of Our Company as on the Record Date is being made in accordance with the resolution passed by our Board of Directors at their meeting held on May 18, 2017.

The Board of Directors in their meeting held on [●] have determined the Issue Price at ₹ [●] per Equity Share. The Issue Price has been arrived at in consultation with the Lead Manager.

Our Company has obtained in-principle approval from the BSE for listing of the Equity Shares to be allotted in the Issue pursuant to BSE's letter dated [●].

### **RBI Approval for Renunciation**

Our Company proposes to apply to the RBI for seeking approval for renunciation of the Rights Entitlement by (a) an Equity Shareholder resident in India, in favour of any person resident outside India (other than OCBs); (b) an Equity Shareholder resident outside India (other than OCBs), in favour of any person resident in India; and (c) an Equity Shareholder resident outside India (other than OCBs), in favour of any other person resident outside India (other than OCBs).

### **Prohibition by SEBI or other Governmental Authorities**

We confirm that there is no prohibition on our Company, our Promoter, our Promoters Group, our Directors, our Group Companies or the natural person(s) in control of our Company from accessing or operating in the Capital Markets or restrained from buying, selling or dealing in securities under any order or direction passed by the Board (SEBI) or any other authorities.

Neither of our Promoter, Promoter Group, Directors or the person(s) in control of our Company, has ever been part of Promoter, Promoter Group, Directors or the person(s) in control of any other Company which is debarred from accessing the capital market under any order or directions made by the Board (SEBI) or any other regulatory or governmental authority.

### **Association with Securities Market**

None of our Directors are associated with the securities market and there has been no action taken by the SEBI against the Directors or any other entity with which our Directors are associated as promoters or directors.

### **Prohibition by RBI**

Neither our Company, our Promoter, our Directors, Group Companies, relatives (as per Companies Act, 2013) of Promoter or the person(s) in control of our Company have been identified as a will full defaulter by the RBI or other governmental authority and there has been no violation of any securities law committed by any of them in the past and no such proceedings are pending against any of them except as details provided in the chapter "*Outstanding Litigations and Other Defaults*" beginning on page 86 of the Draft Letter of Offer.

### **Eligibility for the Issue**

Our Company is an existing company registered under the Companies Act who's Equity Shares are listed on the SME platform of BSE Limited. Our Company is eligible to undertake this Issue in terms of Regulation 4(2) and Regulation 106 (M) (3) of the SEBI (ICDR) Regulations, 2009 as amended from time to time.

However, as per the proviso of Regulation 106(M)(3) of SEBI (ICDR) Regulations, 2009, the provisions of Regulations 6(1), 6(2), 6(3), Regulation 8, Regulation 9, Regulation 10, Regulation 25, Regulation 26, Regulation 27 and Sub Regulation (1) of Regulation 49 of SEBI (ICDR) Regulations, 2009 shall not apply to us in this Issue.

Pursuant to clause (1) of part E of Schedule VIII of the SEBI Regulations, our Company is eligible to make an offer this Issue in terms of 'Part E' of Schedule VIII of the SEBI (ICDR) Regulations, 2009.

**DISCLAIMER CLAUSE OF SEBI**

**AS REQUIRED, A COPY OF THE LETTER OF OFFER HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THE LETTER OF OFFER TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE ISSUE IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THE LETTER OF OFFER. THE LEAD MANAGER, HEM SECURITIES LIMITED HAS CERTIFIED THAT THE DISCLOSURES MADE IN THE LETTER OF OFFER ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING INVESTMENT IN THE PROPOSED ISSUE.**

**IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE ISSUER IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THE LETTER OF OFFER, THE LEAD MANAGER IS EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE ISSUER DISCHARGES ITS RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE LEAD MANAGER, HEM SECURITIES LIMITED HAS FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED [●] WHICH READS AS FOLLOWS:**

- 1. WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC., AND OTHER MATERIALS IN CONNECTION WITH THE FINALISATION OF THE DRAFT LETTER OF OFFER PERTAINING TO THE SAID ISSUE;**
- 2. ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE ISSUER, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES, INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE ISSUE, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE ISSUER, WE CONFIRM THAT:**
  - A. THE DRAFT LETTER OF OFFER FILED WITH SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE ISSUE;**
  - B. ALL THE LEGAL REQUIREMENTS RELATING TO THE ISSUE, AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ ISSUED BY SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**
  - C. THE DISCLOSURES MADE IN THE DRAFT LETTER OF OFFER ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED ISSUE AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956, THE COMPANIES ACT, 2013 TO THE EXTENT APPLICABLE, THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 AND OTHER APPLICABLE LEGAL REQUIREMENTS.**
- 3. WE CONFIRM THAT BESIDES OURSELVES, ALL THE INTERMEDIARIES NAMED IN THE DRAFT LETTER OF OFFER ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID.**

4. WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITER TO FULFIL THEIR UNDERWRITING COMMITMENTS – NOT APPLICABLE
5. WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTERS HAS BEEN OBTAINED FOR INCLUSION OF THEIR EQUITY SHARES AS PART OF THE PROMOTERS “ CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF THE PROMOTERS” CONTRIBUTION SUBJECT TO LOCK-IN WILL NOT BE DISPOSED OR SOLD OR TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT LETTER OF OFFER WITH SEBI UNTIL THE DATE OF COMMENCEMENT OF THE LOCK-IN PERIOD AS STATED IN THE DRAFT LETTER OF OFFER - NOT APPLICABLE.
6. WE CERTIFY THAT REGULATION 33 OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, WHICH RELATES TO SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTERS' CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS TO COMPLIANCE WITH THE CLAUSE HAVE BEEN MADE IN THE DRAFT LETTER OF OFFER/ LETTER OF OFFER - NOT APPLICABLE.
7. WE UNDERTAKE THAT SUB-REGULATION 4 OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUBREGULATION (2) OF REGULATION 8 OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE ISSUE. WE UNDERTAKE THAT AUDITOR'S CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO THE BOARD. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTERS' CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO OUR COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC ISSUE - NOT APPLICABLE.
8. WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE ISSUER FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT ISSUE FALL WITHIN THE “OBJECTS” LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE ISSUER AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION.
9. WE CONFIRM THAT NECESSARY ARRANGEMENTS WILL BE MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THE ISSUE ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SECTION 40 (3) OF THE COMPANIES ACT, 2013 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE DRAFT LETTER OF OFFER. WE FURTHER CONFIRM THAT THE AGREEMENT TO BE ENTERED INTO BETWEEN THE BANKERS TO THE ISSUE AND THE ISSUER SPECIFICALLY CONTAINS THIS CONDITION - NOT APPLICABLE FOR A RIGHTS ISSUE. TRANSFER OF MONIES RECEIVED PURSUANT TO THE ISSUE SHALL BE RELEASED TO OUR COMPANY AFTER FINALISATION OF THE BASIS OF ALLOTMENT IN COMPLIANCE WITH REGULATION 56 OF THE SEBI REGULATIONS.
10. WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT LETTER OF OFFER THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE EQUITY SHARES IN DEMAT OR PHYSICAL MODE.
11. WE CERTIFY THAT ALL APPLICABLE DISCLOSURES MANDATED IN THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.

12. WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT LETTER OF OFFER:

- (A) AN UNDERTAKING FROM THE ISSUER THAT AT ANY GIVEN TIME THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF OUR COMPANY; AND
- (B) AN UNDERTAKING FROM THE ISSUER THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI FROM TIME TO TIME.

13. WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 WHILE MAKING THE ISSUE – NOTED FOR COMPLIANCE

14. WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE ISSUER, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, RISK FACTORS, PROMOTERS EXPERIENCE ETC.

15. WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT LETTER OF OFFER WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.

16. WE ENCLOSE STATEMENT ON “ PRICE INFORMATION OF PAST ISSUES HANDLED BY MERCHANT BANKERS (WHO ARE RESPONSIBLE FOR PRICING THIS ISSUE)”, AS PER THE FORMAT SPECIFIED BY THE BOARD THROUGH CIRCULAR – NOT APPLICABLE

17. WE CERTIFY THAT THE PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS -- COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS REPORTED, IN ACCORDANCE WITH ACCOUNTING STANDARD 18, IN THE FINANCIAL STATEMENTS OF OUR COMPANY INCLUDED IN THIS DRAFT LETTER OF OFFER.

ADDITIONAL CONFIRMATIONS/ CERTIFICATION TO BE GIVEN BY MERCHANT BANKER IN DUE DILIGENCE CERTIFICATE TO BE GIVEN ALONG WITH OFFER DOCUMENT REGARDING SME EXCHANGE

1. WE CONFIRM THAT NONE OF THE INTERMEDIARIES NAMED IN THE DRAFT LETTER OF OFFER HAVE BEEN DEBARRED FROM FUNCTIONING BY ANY REGULATORY AUTHORITY.

2. WE CONFIRM THAT ALL THE MATERIAL DISCLOSURES IN RESPECT OF THE COMPANY HAVE BEEN MADE IN DRAFT LETTER OF OFFER AND CERTIFY THAT ANY MATERIAL DEVELOPMENT IN THE COMPANY OR RELATING TO THE ISSUE UP TO THE COMMENCEMENT OF LISTING AND TRADING OF THE SPECIFIED SECURITIES OFFERED THROUGH THIS ISSUE SHALL BE INFORMED THROUGH PUBLIC NOTICES/ ADVERTISEMENTS IN ALL THOSE NEWSPAPERS IN WHICH PRE-ISSUE ADVERTISEMENT AND ADVERTISEMENT FOR OPENING OR CLOSURE OF THE ISSUE HAVE BEEN GIVEN. – NOTED FOR COMPLIANCE

3. WE CONFIRM THAT THE ABRIDGED LETTER OF OFFER CONTAINS ALL THE DISCLOSURES AS SPECIFIED IN THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 - NOTED FOR COMPLIANCE.

4. WE CONFIRM THAT AGREEMENTS HAVE BEEN ENTERED INTO WITH THE DEPOSITORIES FOR DEMATERIALISATION OF THE SPECIFIED SECURITIES OF THE ISSUER;
5. WE CERTIFY THAT AS PER THE REQUIREMENTS OF FIRST PROVISOR TO SUB-REGULATION (4) OF REGULATION 32 OF SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009; CASH FLOW STATEMENT HAS BEEN PREPARED AND DISCLOSED IN THE DRAFT LETTER OF OFFER. - NOT APPLICABLE
6. WE CONFIRM THAT UNDERWRITING AND MARKET MAKING ARRANGEMENTS AS PER REQUIREMENTS OF REGULATION 106P AND 106V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 HAVE BEEN MADE. – NOTED FOR COMPLIANCE
7. WE CONFIRM THAT THE ISSUER HAS REDRESSED AT LEAST NINETY FIVE PER CENT. OF THE COMPLAINTS RECEIVED FROM THE INVESTORS TILL THE END OF THE QUARTER IMMEDIATELY PRECEDING THE MONTH OF THE FILING OF THE LETTER OF OFFER WITH SME EXCHANGE.

THE FILING OF THIS LETTER OF OFFER DOES NOT, HOWEVER, ABSOLVE THE ISSUER FROM ANY LIABILITIES UNDER SECTION 34 OR SECTION 36 OF THE COMPANIES ACT, 2013 OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED ISSUE. SEBI, FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE LEAD MANAGER, ANY IRREGULARITIES OR LAPSES IN THE LETTER OF OFFER.

AS PER REGULATION 106(O) OF THE SEBI ICDR REGULATIONS, ONLY THE LETTER OF OFFER HAS TO BE FILED WITH SEBI ALONGWITH A DUE DILIGENCE CERTIFICATE AS PER FORM A OF SCHEDULE VI OF THE SEBI ICDR REGULATIONS BY THE LEAD MANAGER.

#### **Disclaimer from our Company and the Lead Manager**

Our Company, its Directors and the Lead Manager accept no responsibility for statements made otherwise than those contained in this Draft Letter of Offer or, in case of the Company, in any advertisements or any other material issued by us or at our Company's instance and anyone placing reliance on any other source of information would be doing so at his or her own risk.

Investors who invest in the Issue will be deemed to have represented to our Company, the Lead Manager and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire Securities, and are relying on independent advice / evaluation as to their ability and quantum of investment in the Issue.

#### **CAUTION**

Our Company and the Lead Manager shall make all information available to the Eligible Shareholders and no selective or additional information would be available for a section of the Eligible Shareholders in any manner whatsoever including at presentations, in research or sales reports etc. after filing of this Draft Letter of Offer with the stock exchange.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Draft Letter of Offer. You must not rely on any unauthorized information or representations. This Draft Letter of Offer is an offer to sell only the Equity Shares and rights to purchase the Equity Shares offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained in this Draft Letter of Offer is current only as of its date.

### **Disclaimer in Respect of Jurisdiction**

This Draft Letter of Offer has been prepared under the provisions of Indian laws and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Vadodara, India only.

### **Designated Stock Exchange**

The Designated Stock Exchange for the purpose of the Issue will be BSE SME Platform.

### **Disclaimer Clause of BSE**

As required, a copy of this Draft Letter of Offer has been submitted to the BSE. The disclaimer clause as intimated by the BSE to us, post scrutiny of the Draft Letter of Offer, will be included in the Letter of Offer prior to the filing with the Stock exchange.

### **Selling Restriction**

The distribution of the Draft Letter of Offer and the issue of Equity Shares on a rights basis to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession the Draft Letter of Offer may come are required to inform themselves about and observe such restrictions. Our Company is making the Issue of Equity Shares on a rights basis to the Eligible Equity Shareholders of our Company and will dispatch the Draft Letter of Offer and CAFs only to Eligible Equity Shareholders who have provided an Indian address.

The Letter of Offer and its accompanying documents will be supplied to you solely for your information and may not be reproduced, redistributed or passed on directly or indirectly to any other person or published in whole or in part for any purpose.

No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of the Draft Letter of Offer or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction, where action would be required for that purpose, except that the Draft Letter of Offer has been filed with Stock Exchange.

Accordingly, the Equity Shares and Rights Entitlement may not be offered or sold, directly or indirectly, and none of the Draft Letter of Offer or any offering materials or advertisements in connection with the Equity Shares or Rights Entitlement may be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Draft Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

The Draft Letter of Offer and its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose.

If the Draft Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlement referred to in the Draft Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and additional Equity Shares or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Equity Shares or Rights Entitlement.

Neither the delivery of the Draft Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company's affairs from the date hereof or that the information contained herein is correct as of any time subsequent to this date or the date of such information.

Each person who exercises Rights Entitlement and subscribes for Equity Shares or excess Equity Shares, or who purchases Rights Entitlement or Equity Shares shall do so in accordance with the restrictions set out below.

The rights referred to in this Draft Letter of Offer are being offered in India, but not in the United States. The offering to which this Draft Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or rights for sale in the United States or as a solicitation therein of an offer to buy any of the said Equity Shares or rights. Accordingly, the Draft Letter of Offer and the enclosed CAF should not be forwarded to or transmitted in or into the United States at any time. Neither our Company nor any person acting on behalf of our Company will accept subscriptions or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on behalf of our Company has reason to believe is, either a “U.S. person” (as defined in Regulation S) or otherwise in the United States when the buy order is made. Envelopes containing Draft Letter of Offer / Abridged Letter of Offer and CAF should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Draft Letter of Offer, and all persons subscribing for the Equity Shares and wishing to hold such Equity Shares in registered form must provide an address for registration of the Equity Shares in India. Our Company is making this issue of Equity Shares on a rights basis to its Eligible Equity Shareholders and the Draft Letter of Offer / Abridged Letter of Offer and CAF will be dispatched to Eligible Equity Shareholders who have an Indian address.

Any person who acquires rights and the Equity Shares will be deemed to have declared, represented, warranted and agreed, (i) that it is not and that at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made, (ii) it is not a “U.S. person” (as defined in Regulation S), and does not have a registered address (and is not otherwise located) in the United States, and (iii) is authorized to acquire the rights and the Equity Shares in compliance with all applicable laws and regulations.

Our Company reserves the right to treat as invalid any CAF which: (i) does not include the certification set out in the CAF to the effect that the subscriber is not a “U.S. person” (as defined in Regulation S), and does not have a registered address (and is not otherwise located) in the US and is authorized to acquire the rights and the Equity Shares in compliance with all applicable laws and regulations; (ii) appears to our Company or its agents to have been executed in or dispatched from the US; (iii) where a registered Indian address is not provided; or (iv) where our Company believes that CAF is incomplete or acceptance of such CAF may infringe applicable legal or regulatory requirements; and our Company shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such CAF.

For further details please refer to the section entitled “*Notice to Overseas Shareholders*” on page 8 of this Draft Letter of Offer.

### **Filing**

The Draft Letter of Offer shall not be filed with SEBI, nor will SEBI issue any observations on the Draft Letter of Offer in terms of Regulation 106(O)(1) of the SEBI ICDR Regulations. However, a copy of the Letter of Offer shall be filed with SEBI at the Western regional Office, Unit No. -002, Ground Floor, SAKAR I, Near Gandhigram Railway Station, Opp. Nehru Bridge, Ashram Road, Ahmedabad - 380009

A copy of the Letter of offer, required to be filed under the SEBI ICDR Regulations, 2009 would be filed with all Stock exchange(s) where the equity shares of our Company are listed.

### **IMPORTANT INFORMATION FOR INVESTORS - ELIGIBILITY AND TRANSFER RESTRICTIONS**

As described more fully below, there are certain restrictions regarding the Rights Shares and Equity Shares that affect potential Investors. These restrictions are restrictions on the ownership of Equity Shares by such persons following the offer.

The Rights Shares have not been and will not be registered under the Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act) (U.S. Persons) except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act

and applicable state securities laws.

The Rights Shares have not been and will not be registered, listed or otherwise qualified in any jurisdiction outside India and may not be offered or sold, and bids may not be made by persons in any such jurisdiction, except in compliance with the applicable laws of such jurisdiction.

Until the expiry of forty (40) days after the commencement of the Issue, an offer or sale of Rights Shares within the United States by a dealer (whether or not it is participating in the Issue) may violate the registration requirements of the Securities Act.

This Issue is made to Eligible Equity Shareholders as per the list to be furnished by the Depositories in respect of the Equity Shares held in the electronic form and as appearing in the register of members of our Company in respect of Equity Shares held in the physical form, at the close of business hours on the Record Date i.e. [●], after giving effect to the valid share transfers lodged with our Company up to the Record Date; who is an Indian national and is based, working and present in India as on the date of submission of the EAF and who continues to be in such employment till the finalisation of the basis of Allotment in consultation with the Designated Stock Exchange, but excludes persons not eligible under applicable laws, rules, regulations and guidelines.

Your attention is drawn to the section titled “**Risk Factors**” on page 13 of the Draft Letter of Offer. Please ensure that you have received the CAF or EAF with the Abridged Letter of Offer. Please read the Draft Letter of Offer, the Abridged Letter of Offer, the CAF/EAF, and the instructions contained therein carefully before filling in the CAF/EAF. The instructions contained in the CAF are each an integral part of the Letter of Offer and must be carefully followed. An application is liable to be rejected for any noncompliance of the provisions contained in the Draft Letter of Offer, the Abridged Letter of Offer or the CAF/EAF.

### **Listing**

The existing Equity Shares of our Company are listed on BSE SME Platform. We shall apply for the in principle approval for listing of equity shares being issued in terms of this Draft Letter of Offer from the Stock Exchange where equity shares of our Company are listed. We will apply to BSE for obtaining final listing and trading approvals for the Equity Shares to be issued pursuant to this issue. If the listing and trading approvals for the Equity Shares to be issued pursuant to its issue is not granted by any of the Stock Exchange, we shall forthwith repay, without interest, all monies received from applicants in pursuance of the Letter of Offer. We will issue and dispatch Allotment advice/ share certificates/ demat credit and/or letters of regret along with refund order or credit the allotted Equity Shares to the respective beneficiary accounts, if any, within 15 days from the Issue closing Date. If such allotment is not made or money is not repaid within eight days from the day we become liable to repay it, we and every Director of our Company who is an officer in default shall, on and from expiry of Eight days, be jointly and severally liable to pay the money with interest as prescribed under the applicable laws.

### **Consents**

Consents in writing of Our Directors, Company Secretary & Compliance Officer, Chief Financial Officer, Our Statutory Auditor, Our Banker to the Company, Lead Manager, Registrar to the Issue, Banker to the Issue\*, Legal Advisor to the Issue and Experts to act in their respective capacities have been obtained and such consents have not been withdrawn up to the date of this Draft Letter of Offer. M/s. Santlal Patel & Co., Chartered Accountants, the Auditors of our Company, have given their written consent for the inclusion of their report in the form and content appearing in this Draft Letter of Offer and such consent and report have not been withdrawn up to the date of this Draft Letter of Offer. Further, M/s. Santlal Patel & Co. have given their written consent for the inclusion of the Statement of Tax benefits dated June 01, 2017 in the form and content in which it appears in this Draft Letter of Offer.

*\*the same will be obtained before filing the Letter of offer*



**Experts Opinion**

Except for the reports in the section “*Financial information of the Company*” and “*Statement of Tax Benefits*” on page 54 and page 44 of this Draft Letter of Offer, our Company has not obtained any expert opinions in relation to the Issue.

**Expenses of the Issue**

The total expenses of the Issue are estimated to be approximately Rs. [●] Lakh, which is [●] of the Issue size. The estimated Issue related expenses include Lead Management Fee, printing and distribution expenses, legal fees, statutory advertisement expenses, registrar and depository fees and listing fees. All expenses with respect to the Issue would be paid by our Company.

The Estimated Issue expenses are as under:-

No.	Particulars	Amount (₹ in Lacs)	Percentage of Total Estimated Issue Expenditure (%)	Percentage of Issue Size (%)
1.	Fees of Lead Manager, Registrar to the Issue, Legal Advisor, Auditors' Fees etc.	[●]	[●]	[●]
2.	Advertising & marketing expenses, printing, stationery, distribution, etc.	[●]	[●]	[●]
3.	Others (including but not limited to Stock Exchange fees, depository Fees and other miscellaneous fees)	[●]	[●]	[●]
	Total estimated Issue Expenses	[●]	[●]	[●]

*\*the same will be updated before filing the Letter of offer*

**Fees Payable to the Registrar to the Issue**

The fees payable to the Registrar to the Issue are set out in the Agreement entered between our company and the Registrar.

**Particulars regarding Public or Rights Issues during the last five (5) years**

Our Company has made its Initial Public Offering in the year 2014 and issued 680000 Equity Shares of the face value of Rs. 10 each at a price of Rs. 30 per share (including a premium of Rs. 20 per Share) aggregating to Rs. 204 Lakhs. Details of the IPO are given below:-

<b>Issue Open Date</b>	June 26, 2014
<b>Issue Closure date</b>	June 30, 2014
<b>Listing Date</b>	July 14, 2014

**Previous issues of Equity Shares otherwise than for cash**

For detailed description please refer to section titled "*Capital Structure*" beginning on page 36 of this Draft Letter of Offer.

**Commission, brokerage and selling commission on Previous Issues**

The company listed its shares on July 14, 2014 the total commission and Brokerage paid for the successful allotments in the IPO was Rs. 5.12 Lakhs.

**Performance vis-a-vis objects – Public/right issue of our Company and /or listed Group Companies/ subsidiaries and associates of our Company**

Except as stated in the chapter titled “*Capital Structure*” beginning on page 36 of this Draft Letter of Offer our Company has not undertaken any previous public or rights issue. None of the Group Companies or associates of our Company are listed on any stock exchange.

### PERFORMANCE VIS-À-VIS OBJECTS

Our Company had come out with its Initial Public Offering in the year 2014 by issuing 6,80,000 Equity Shares of the face value ₹ 10 each at a price of ₹ 30 per share (including a premium of ₹ 20 per share) aggregating to ₹ 204.00 lakhs. The objects of the issue and the respective utilizations are as follows:

Particulars	Amount allotted for Object, as disclosed in Prospectus dated 16 <sup>th</sup> June, 2014.	Actual Utilization	Balance amount to be utilized	Deviation (if any)
To Meet Long term working capital requirement	154.00	154.00	0.00	-
General Corporate Purposes	10.00	10.00	0.00	-
Public Issue Expenses	40.00	40.00	0.00	-
Total	204.00	204.00	0.00	-

### Capital Issues in the last three (3) years by Listed Group Companies / Subsidiaries / Associates

None of our Group Companies / Associates that are listed on any Stock Exchange have made any Capital Issue in the last three (3) years.

### Performance vis-a-vis objects - Last Issue of Group/Associate Companies

All of our Group / Associate body corporate are unlisted and have not made a public issue of shares.

### Outstanding Debentures or Bond Issues or Redeemable Preference Shares

Our Company does not have any outstanding debentures or bonds or Preference Redeemable Shares as on the date of filing this Draft Letter of Offer.

### Outstanding Convertible Instruments

Our Company does not have any outstanding convertible instruments as on the date of filing this Draft Letter of Offer.

### Stock Market Data of the Equity Shares

For stock market data, please refer to chapter entitled ‘*Market Price Information*’ beginning on page 82 of this Draft Letter of Offer.

### Mechanism for Redressal of Investor Grievances

Our Company has adequate arrangements for the redressal of investor complaints in compliance with the corporate governance requirements under the Listing Agreements and SEBI (LODR) Regulations, 2015. The Stakeholders Relationship Committee currently comprises Mrs. Beena P. Bisht, Ms. Shilpa A. Jadeja and Mr. Kaushalkumar S. Gupta and its broad terms of reference include redressing complaints from shareholders such as non receipt of dividend or annual report, transfer of shares and issue of duplicate share certificates; monitoring transfers, transmissions, dematerialization, rematerialization, splitting and consolidation of Equity Shares issued by our Company. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular no. CIR/ OIAE/ 2/ 2011 dated June 3, 2011. Consequently, investor grievances are tracked online by our Company.

The Investor complaints received by our Company are disposed off within a reasonable period from the date of receipt of the complaint.

**Status of outstanding investor complaints in relation to our Company:**

The following is the status of the investor grievance complaints received is as follows:

Particulars	Complaints Received	Complaints Resolved	Complaints Pending
F.Y. 2017	0	0	0
F.Y. 2016	0	0	0
F.Y. 2015	0	0	0

As on March 31, 2017, there are no investor complaints pending against our Company.

**Investor Grievances arising out of the Issue**

Our Company's investor grievances arising out of the Issue will be handled by Sharex Dynamic (India) Private Limited, the Registrar to the Issue. The Registrar will have a separate team of personnel handling only post-Issue correspondence.

The agreement between our Company and the Registrar will provide for retention of records with the Registrar from the last date of dispatch of Allotment Advice/ share certificate / demat credit / refund order to enable the Registrar to redress grievances of Investors.

All grievances relating to the Issue may be addressed to the Registrar to the Issue or the SCSB in case of ASBA applicants giving full details such as folio no., name and address, contact telephone / cell numbers, email id of the first applicant, number and type of shares applied for, application form serial number, amount paid on application and the name of the bank and the branch where the application was deposited, alongwith a photocopy of the acknowledgement slip. In case of renunciation, the same details of the Renouncee should be furnished. The average time taken by the Registrar for attending to routine grievances will be 7 to 10 days from the date of receipt of complaints. In case of non-routine grievances where verification at other agencies is involved, it would be the endeavor of the Registrar to attend to them as expeditiously as possible. Our Company undertakes to resolve the Investor grievances in a time bound manner.

The contact details of the Registrar and Share Transfer agent to our Company are as follows:

**SHAREX DYNAMIC (INDIA) PRIVATE LIMITED**

Unit-1, Luthra Industrial Premises, Safed Pool,  
Andheri Kurla Road, Andheri (East), Mumbai – 400 072

Tel. No.: +91-22 – 2851 5606 / 44

Fax No.: +91-22 – 2851 2885

Website: [www.sharexindia.com](http://www.sharexindia.com)

mail: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)

Investor Grievance Email : [bansal.right@sharexindia.com](mailto:bansal.right@sharexindia.com)

Contact Person: Mr. K. C. Ajitkumar

SEBI Regn. No. INR000002102

**Our Company has appointed Ms. Krupali Jigishchandra Joshi, Company Secretary, as the Compliance Officer to redress complaints, if any, of the investors participating in the Issue. Contact details for our Company Secretary and Compliance Officer are as follows:**

**Ms. Krupali Jigishchandra Joshi**

**Bansal Roofing Products Limited**

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

Vadodara – 390004, Gujarat, India  
Tel. No. +91-265-2580178,  
Fax No. +91-265-2581365  
E-mail: cs@bansalroofing.com  
Website: <http://www.bansalroofing.com>

**Investors can contact the Compliance Officer or the Registrar in case of any pre-Issue or post-Issue related problems such as non-receipt of letters of allocation, credit of allotted Equity Shares in the respective beneficiary account etc.**

Pursuant to the press release no. PR. No. 85/2011 dated June 8, 2011, SEBI has launched a centralized web based complaints redress system “**SCORES**”. This would enable investors to lodge and follow up their complaints and track the status of redressal of such complaints from anywhere. For more details, investors are requested to visit the website [www.scores.gov.in](http://www.scores.gov.in)

#### **Capitalization of Reserves or Profits**

Our company has made a Bonus issue of 5,17,200 Equity Shares by capitalization of Reserves or Profits in the ratio of 12:1 on 23.01.2014.

#### **Revaluation of Assets**

Our Company has not revalued its assets in five (5) years preceding the date of this Draft Letter of Offer.

#### **Minimum Subscription**

If our Company does not receive the minimum subscription of 90% of the Issue, our Company shall refund the entire subscription amount within the prescribed time. In the event that there is a delay of making refunds beyond such period as prescribed by applicable laws, our Company shall pay interest for the delayed period at rates prescribed under applicable laws.

**SECTION VII – ISSUE RELATED INFORMATION**

**TERMS OF THE ISSUE**

The Equity Shares proposed to be issued on a rights basis, are subject to the terms and conditions contained in the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer, the CAF, the SAF, the Memorandum of Association and Articles of Association of our Company, and the provisions of the Companies Act, FEMA, the SEBI Regulations, any other notifications, guidelines and regulations issued by SEBI, the guidelines, notifications and regulations for the issue of capital and for listing of Equity Shares issued by the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from the RBI or other regulatory authorities, the terms of listing agreement entered into by our Company with the Stock Exchange and terms and conditions as stipulated in the Allotment advice or letter of Allotment or security certificate and rules as may be applicable and introduced from time to time.

Please note that in accordance with the provisions of the SEBI circular number CIR/CFD/DIL/1/2011 dated April 29, 2011 all QIBs and Non-Institutional Investors complying with the eligibility conditions prescribed under the SEBI circular dated December 30, 2009 must mandatorily invest through the ASBA process. All Retail Individual Investors complying with the conditions prescribed under the said circular may optionally apply through the ASBA process. The Investors who are (i) not QIBs, (ii) not Non-Institutional Investors, or (iii) Investors whose Application Money is not more than Rs.2,00,000, can participate in the Issue either through the ASBA process or the non ASBA process. Eligible Shareholders holding Equity Shares in physical form and Renouncees are not eligible as ASBA Investors and must only apply for Equity Shares through the non-ASBA process, irrespective of the Application Money. All non-retail Investors are encouraged to make use of ASBA process wherever such facilities is available.

ASBA Investors should note that the ASBA process involves application procedures that may be different from the procedure applicable to non-ASBA process. ASBA Investors should carefully read the provisions applicable to such applications before making their application through the ASBA process. For details, see “***Terms of the Issue***” – ***Procedure for Application through the Applications Supported by Blocked Amount*** (“ASBA”) Process” on page 107 of the Draft Letter of Offer.

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at all branches of the SCSBs.

Further, in terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making application by banks on own account using ASBA facility, SCSBs should have a separate account in their own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public issues/ rights issues and clear demarcated funds should be available in such account for ASBA applications. SCSBs applying in the Issue using the ASBA facility shall be responsible for ensuring that they have a separate account in their own name with any other SCSB having clear demarcated funds for applying in the Issue and that such separate account shall be used as the ASBA Account for the application, for ensuring compliance with the applicable regulations.

All rights/obligations of Eligible Equity Shareholders in relation to application and refunds pertaining to this Issue shall apply to the Renouncee(s) as well as otherwise stated in this Draft Letter of Offer /Letter of Offer/ Abridged Letter of Offer.

The Rights Entitlement on the Equity Shares, the ownership of which is currently under dispute and including any court proceedings or are currently under transmission or are held in a demat suspense account pursuant to the listing agreements and for which our Company has withheld the dividend, shall be held in abeyance and the CAFs in relation to these Rights Entitlements shall not be dispatched pending resolution of the dispute or court proceedings or completion of the transmission or pending their release from the demat suspense account. On submission of such documents /records confirming the legal and beneficial ownership of the Equity Shares with regard to these cases on or prior to the Issue Closing Date, to the satisfaction of our Company, our Company shall make available the Rights Entitlement on such Equity Shares to the identified Eligible Shareholder. The identified Eligible Shareholder shall

be entitled to subscribe to Equity Shares pursuant to the Issue during the Issue Period with respect to this Rights Entitlement and subject to the same terms and conditions as the Eligible Shareholders.

Our Company is making this Issue on a rights basis to the Eligible Shareholders of our Company and will dispatch the Letter of Offer/ Abridged Letter of Offer and CAF only to Eligible Shareholders who have provided an Indian address to our Company. The distribution of this Draft Letter of Offer, Abridged Letter of Offer and the issue of Rights Equity Shares on rights basis to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, Abridged Letter of Offer or CAF may come, are required to inform themselves about and observe such restrictions. Any person who acquires Rights Entitlements or the Rights Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of this Draft Letter of Offer, the Abridged Letter of Offer and the CAFs, that it is not and that at the time of subscribing for the Rights Equity Shares or the Rights Entitlements, it will not be, in the U.S. and in other restricted jurisdictions.

#### **Authority for the Issue**

The Issue has been authorized by a resolution of our Board passed at its meeting held on May 18, 2017 pursuant to Section 62 (1) (a) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013.

#### **Approval in relation to the Issue**

Our Company will apply for the RBI approval for renunciation in relation to the Issue.

#### **Basis for the Issue**

The Equity Shares are being offered for subscription for cash to the Eligible Equity Shareholders of our Company whose names appear, as beneficial owners as per the list to be furnished by the Depositories in respect of the Equity Shares held in the electronic form, and on the register of members of our Company in respect of Equity Shares held in the physical form at the close of business hours on the Record Date, i.e. [●], fixed in consultation with the Designated Stock Exchange.

#### **Rights Entitlement**

As your name appears as a beneficial owner in respect of the Equity Shares held in the electronic form or appears in the register of members as an Equity Shareholder of our Company in respect of the Equity Shares held in physical form as on the Record Date, i.e., [●], you are entitled to the number of the Equity Shares as set out in Part A of the CAF, as the case may be.

### **PRINCIPAL TERMS OF THE EQUITY SHARES**

#### **Face Value**

Each Equity Share will have the face value of Rs.10/-.

#### **Issue Price**

Each Equity Share shall be offered at an Issue Price of Rs. [●]. The Issue Price has been arrived at after consultation between our Company and the Lead Manager and has been decided prior to the determination of the Record Date.

#### **Rights Entitlement Ratio**

The Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of [●] Equity Share for every [●] Equity Share held on the Record Date.

## **Terms of Payment**

Full amount of Rs. [●] per Equity Share is payable on application.

## **Fractional Entitlements**

The Equity Shares are being offered on a rights basis to the Eligible Equity Shareholders in the ratio of [●] Equity Share for every [●] Equity Share held on the Record Date. Fractional entitlement if any will be rounded off to higher integer and the share required for the same will be adjusted from any of the promoter's entitlement in the rights issue.

## **Ranking**

The Equity Shares being issued shall be subject to the provisions of the Memorandum and Articles of Association of the Company. The Equity Shares allotted in the Issue shall rank pari passu with the existing Equity Shares of our Company in all respects, including payment of dividend.

## **Mode of Payment of Dividend**

In the event of declaration of dividend, we shall pay dividend to the Equity Shareholders as per the provisions of the Companies Act and our Articles of Association.

## **Listing and trading of Equity Shares proposed to be issued**

Our Company's existing Equity Shares are currently traded on the SME platform of BSE (scrip code 538546) under the ISIN INE319Q01012. The fully paid-up Equity Shares proposed to be issued pursuant to the Issue shall, in terms of the circular (no. CIR/MRD/DP/21/2012) by SEBI dated August 2, 2012, be allotted under a temporary ISIN which shall be kept blocked till the receipt of final listing and trading approval from the Stock Exchange. Upon receipt of such listing and trading approval, the Equity Shares proposed to be issued pursuant to the Issue shall be debited from such temporary ISIN and credited in the existing ISIN of our Company and be available for trading.

The listing and trading of the Equity Shares shall be based on the current regulatory framework applicable thereto. Accordingly, any change in the regulatory regime would affect the listing and trading schedule. Upon Allotment, the Equity Shares shall be traded on Stock Exchanges in the demat segment only.

The Equity Shares allotted pursuant to this Issue will be listed as soon as practicable and all steps for completion of the necessary formalities for listing and commencement of trading shall be taken within seven working days of finalization of the basis of Allotment. Our Company has made an application for "in-principle" approval for listing of the Equity Shares to the BSE and has received such approval from BSE pursuant to the letter no. [●] dated [●].

Our Company will also apply to the Stock Exchanges for final approval for the listing and trading of the Equity Shares. No assurance can be given regarding the active or sustained trading in the Equity Shares or the price at which the Equity Shares offered under the Issue will trade after listing on the Stock Exchanges.

If permissions to list, deal in and for an official quotation of the Equity Shares are not granted by the Stock Exchanges, our Company will forthwith repay, without interest, all moneys received from the applicants in pursuance of the Draft Letter of Offer. If such money is not repaid beyond eight days after our Company becomes liable to repay it, i.e., the date of refusal of an application for such a permission from a Stock Exchange, or on expiry of 15 days from the Issue Closing Date in case no permission is granted, whichever is earlier, then our Company and every Director who is an officer in default shall, on and from such expiry of eight days, be liable to repay the money, with interest as per applicable laws.

## **Rights of the Equity Shareholder**

Subject to applicable laws, the Equity Shareholders of our Company shall have the following rights:

1. Right to receive dividend, if declared;
2. Right to attend general meetings and exercise voting powers, unless prohibited by law;
3. Right to vote in person or by proxy;
4. Right to receive offers for rights shares and be allotted bonus shares, if announced;
5. Right to receive surplus on liquidation;
6. Right to free transferability of Equity Shares; and
7. Such other rights as may be available to a shareholder of a listed public company under the Companies Act and the Memorandum of Association and Articles of Association.

### **Arrangements for Disposal of Odd Lots**

The trading of the Equity Shares will happen in the minimum contract size as stipulated by the BSE. However, the Market Maker can buy the entire shareholding of a shareholder in one lot, where value of such shareholding is less than the minimum contract size allowed for trading on the SME platform of BSE.

### **General Terms and Conditions of the Issue for ASBA and Non-ASBA Investors**

#### **Market Lot**

The Equity Shares of our Company are tradable only in dematerialized form. In case an Eligible Equity Shareholder holds Equity Shares in physical form, our Company would issue to such Allottees one certificate for the Equity Shares allotted to each folio (“**Consolidated Certificate**”). In respect of consolidated certificates, our Company will upon receipt of a request from the respective holder of Equity Shares, split such consolidated certificates into smaller denominations. We shall not charge a fee for splitting any of the Consolidated Certificates.

#### **Joint Holders**

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as joint holders with the benefit of survivorship subject to the provisions contained in the Articles of Association.

#### **Nomination**

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of Companies (Share Capital and Debentures) Rules, 2014. An Eligible Equity Shareholder can nominate any person by filling the relevant details in the CAF in the space provided for this purpose. In case of Eligible Equity Shareholders who are individuals, a sole Eligible Equity Shareholder or the first named Eligible Equity Shareholder, along with other joint Eligible Equity Shareholders, if any, may nominate any person(s) who, in the event of the death of the sole Eligible Equity Shareholder or all the joint Eligible Equity Shareholders, as the case may be, shall become entitled to the Equity Shares offered in the Issue. A person, being a nominee, becoming entitled to the Equity Shares by reason of the death of the original Eligible Equity Shareholder(s), shall be entitled to the same advantages to which he would be entitled if he was an Eligible Equity Shareholder. Where the nominee is a minor, the Eligible Equity Shareholder(s) may also make a nomination to appoint, in the prescribed manner, any person to become entitled to the Equity Shares, in the event of death of the said Eligible Equity Shareholder, during the minority of the nominee. A nomination shall stand rescinded upon the sale of the Equity Shares by the person nominating. A transferee will be entitled to make a fresh nomination in the manner prescribed. When the Equity Shares are held by two or more persons, the nominee shall become entitled to receive the amount only on the demise of all such Eligible Equity Shareholders. Fresh nominations can be made only in the prescribed form available on request at the registered office of our Company or such other person at such addresses as may be notified by our Company.

In terms of Section 72 of the Companies Act, 2013 read with rule 19 of Companies (Share Capital and Debentures) Rules, 2014. in the event of death of the holder of Equity Shares or where the Equity Shares are held by more than one person jointly, in the event of death of all the joint holders, the person nominated as the nominee, shall upon the production of such evidence as may be required by the Board, elect either:



- to register himself or herself as the holder of the Equity Shares; or
- to make such transfer of the Equity Shares, as the deceased holder could have made.

If the person being a nominee, so becoming entitled, elects to be registered as holders of the Equity Share(s) himself, he shall deliver to our Company a notice in writing signed by him stating that he so elects and such notice shall be accompanied with the death certificate of the deceased holder.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Only one nomination would be applicable for one folio. Hence, in case the Eligible Equity Shareholders has already registered the nomination with our Company, no further nomination needs to be made for Equity Shares that may be allotted in this Issue under the same folio. However, new nominations, if any, by the Eligible Equity Shareholder(s) shall operate in supersession of the previous nomination, if any.

In case the Allotment of Equity Shares is in dematerialised form, there is no need to make a separate nomination for the Equity Shares to be allotted in this Issue. Nominations registered with respective Depository Participant (“DP”) of the applicant would prevail. Any applicant desirous of changing the existing nomination is requested to inform its respective DP.

### **Notices**

All notices to the Eligible Equity Shareholder(s) required to be given by us shall be published in one English national daily with wide circulation, one Hindi national daily with wide circulation and one regional language daily newspaper with wide circulation in the state where our registered office is located and/or will be sent by ordinary post/ registered post/ speed post to the registered address of the Eligible Equity Shareholders in India or the Indian address provided by the Eligible Equity Shareholders, from time to time. However, the distribution of this Draft Letter of Offer / Abridged Letter of Offer and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions.

### **Subscription by the Promoter and Promoter Group**

Our Promoter, vide letter dated June 12, 2017, has confirmed that they intend to subscribe to their Rights Entitlement in full in the Issue, in compliance with Regulation 10(4) of the SEBI Takeover Regulations and may subscribe to additional Rights Equity Shares (including any unsubscribed portion of the Issue), subject to their total investment in the Issue including subscription towards Rights Entitlement, not exceeding ₹ 400 lakhs

Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such acquisition of additional Rights Equity Shares (including any unsubscribed portion of the Issue) shall be exempt in terms of Regulation 10 (4) (a) and (b) of the SEBI Takeover Regulations subject to fulfillment of conditions mentioned therein and shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations.

### **Minimum Subscription**

If our Company does not receive the minimum subscription of 90% of the Issue, our Company shall refund the entire subscription amount received within 15 days from the Issue Closing Date. If there is delay in the refund of the subscription amount by more than eight days after our Company becomes liable to pay the subscription amount (i.e. 15 days after the Issue Closing Date), our Company shall pay interest at the rate of 15% p.a., for the delayed period, as per Rule 3 of the Companies (Prospectus and Allotment of Securities), Rules, 2014.

Our Promoters have intended vide their letters dated June 12, 2017 to: (a) to apply for Equity Shares being offered to them pursuant to the Rights Issue to the extent of their Rights Entitlements; (b) to apply directly or through the

Promoter Group for any Equity Shares renounced in their favour; and (c) to apply directly or through the Promoter Group for any additional Equity Shares in the Rights Issue only to the extent of any unsubscribed portion of the Rights Issue, subject to applicable law, to ensure that at least 90% of the Rights Issue is subscribed.

### **Procedure for Application**

The CAF along with the Abridged Letter of Offer shall be dispatched through registered post or speed post at least three days before the Issue Opening Date. The CAF for the Equity Shares offered as part of the Issue would be printed for all Eligible Equity Shareholders. In case the original CAFs are not received by the Eligible Equity Shareholder or is misplaced by the Eligible Equity Shareholder, the Eligible Equity Shareholder may request the Registrar, for issue of a duplicate CAF, by furnishing the registered folio number, DP ID, Client ID and their full name and Indian address. In case the signature of the Investor(s) does not match with the specimen registered with our Company, the application is liable to be rejected.

Please note that neither our Company nor the Registrar shall be responsible for delay in the receipt of the CAF/duplicate CAF attributable to postal delays or if the CAF/duplicate CAF are misplaced in the transit. Eligible Shareholders should note that those who are making the application in such duplicate CAF should not utilize the original CAF for any purpose, including renunciation, even if the original CAF is received or found subsequently. If any Eligible Shareholder violates any of these requirements, he/she shall face the risk of rejection of both applications.

Please note that QIBs, Non-Institutional Investors and other Applicants whose Application Money exceeds Rs.2,00,000 can participate in the Issue only through the ASBA process. The Investors who are not (i) QIBs, (ii) Non-Institutional Investors, or (iii) Investors whose Application Money is more than Rs.2,00,000, can participate in the Issue either through the ASBA process or the non ASBA process. Renouncees and Eligible Shareholders holding Equity Shares in physical form are not eligible ASBA Investors and must only apply for Equity Shares through the non-ASBA process, irrespective of the Application Money.

Please also note that by virtue of the Circular No. 14 dated September 16, 2003 issued by the RBI, Overseas Corporate Bodies (“OCBs”) have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies (OCBs) Regulations, 2003. Any Eligible Equity Shareholder being an OCB is required to obtain prior approval from RBI for applying to this Issue.

### **CAF**

The Registrar to the Issue will dispatch CAF to Eligible Equity Shareholders as per their Rights Entitlement on the Record Date. The CAF will clearly indicate the number of Equity Shares that the Eligible Equity Shareholder is entitled to. Applicants may also choose to accept the offer to participate in the Issue by making plain paper Applications. For more information, see “*Terms of the Issue*” – Application on Plain Paper (Non-ASBA Process)” on page 107 of the Draft Letter of Offer.

Application in electronic mode will only be available with SCSBs. The Eligible Equity Shareholder shall submit the CAF to the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the Application in the said bank account maintained with the same SCSB.

Please note that no more than five Applications (including CAF and plain paper) can be submitted per bank account in the Issue. ASBA Investors are also advised to ensure that the CAF is correctly filled up, stating therein the bank account number maintained with the SCSB in which an amount equivalent to the amount payable on Application as stated in the CAF will be blocked by the SCSB.

The CAF consists of four parts:

Part A: Form for accepting the Equity Shares offered as a part of this Issue pursuant to the CAF, in full or in part, and for applying for additional Equity Shares;

Part B: Form for renunciation of Equity Shares;  
Part C: Form for application of Equity Shares by Renouncee(s);  
Part D: Form for request for split application forms.

Please note that Eligible Equity Shareholders can apply for Equity Shares only through CAF (or plain paper). Please also note that Renouncees can apply for Equity Shares only through CAF.

### **Option available to the Eligible Shareholders**

The CAFs will clearly indicate the number of Equity Shares that the Eligible Equity Shareholder is entitled to.

If the Eligible Equity Shareholder applies for an investment in Equity Shares, then Eligible Equity Shareholder can:

- Apply for its Rights Entitlement of Equity Shares in full;
- Apply for its Rights Entitlement of Equity Shares in part;
- Apply for its Rights Entitlement of Equity Shares in part and renounce the other part of Equity Shares;
- Apply for its Rights Entitlement in full and apply for additional Equity Shares;
- Renounce its Rights Entitlement in full.

### **Acceptance of the Issue**

You may accept the offer to participate and apply for the Equity Shares offered, either in full or in part, by filling Part A of the CAFs and submit the same along with the application money payable to the Banker to the Issue or any of the collection centers as mentioned on the reverse of the CAFs before close of the banking hours on or before the Issue Closing Date or such extended time as may be specified by our Board in this regard. Investors at centres not covered by the collection branches of the Banker to the Issue can send their CAFs together with the cheque drawn at par on a local bank at Vadodara or a demand draft payable at Vadodara to the Registrar by registered post so as to reach the Registrar prior to the Issue Closing Date. Please note that neither our Company nor the Lead Manager or the Registrar shall be responsible for delay in the receipt of the CAF attributable to postal delays or if the CAF is misplaced in the transit. Such applications sent to anyone other than the Registrar are liable to be rejected. For further details on the mode of payment, see ***“Terms of the Issue” - Mode of Payment for Resident Investors***” and ***“Terms of the Issue – Mode of Payment for Non-Resident Investors***” on page 107 of the Draft Letter of Offer.

### **Additional Equity Shares**

You are eligible to apply for additional Equity Shares over and above your Rights Entitlement, provided that you are eligible to apply for Equity Shares under applicable law and have applied for all the Equity Shares of the same type offered to you without renouncing them in whole or in part in favour of any other person(s). Subject to the foregoing, resident Eligible Equity Shareholders and resident Renouncees may subscribe to additional Equity Shares. Applications for additional Equity Shares shall be considered and Allotment shall be made at the sole discretion of the Board, subject to sectoral caps and in consultation if necessary with the Designated Stock Exchange and in the manner prescribed under ***“Terms of the Issue - Basis of Allotment”*** on page 107 of the Draft Letter of Offer.

If you desire to apply for additional Equity Shares, please indicate your requirement in the place provided for additional Equity Shares in Part A of the respective CAF. Renouncee(s) applying for all the Equity Shares renounced in their favour may also apply for additional Equity Shares. In terms of Regulation 6 of Notification No. FEMA 20 12000-RB dated May 3, 2000, as amended from time to time, only the existing Non-Resident shareholders may subscribe for additional equity shares over and above the equity shares offered on rights basis by our Company.

Where the number of additional Equity Shares applied for exceeds the number of Equity Shares available for Allotment, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange.

**Renunciation**

The Issue includes a right exercisable by you to renounce the Equity Shares offered to you either in full or in part in favour of any other person or persons. Your attention is drawn to the fact that our Company shall not allot and/or register the Equity Shares in favour of (i) more than three persons (including joint holders); (ii) partnership firm(s) or their nominee(s); (iii) minors; (iv) HUF (however, you may renounce your Rights Entitlements to the Karta of an Hindu Undivided Family acting in his capacity of a Karta); or (v) any trust or society (unless the same is registered under the Societies Registration Act, 1860 or the Indian Trust Act, 1882 or any other applicable law relating to societies or trusts and is authorized under its constitution or byelaws to hold Equity Shares, as the case may be). Additionally, existing Equity Shareholders may not renounce in favour of persons or entities in the United States or who would otherwise be prohibited from being offered or subscribing for Equity Shares or Rights Entitlement under applicable securities laws.

Any renunciation: (i) from resident Indian shareholder(s) to non-resident(s); (ii) from non-resident shareholder(s) to resident Indian(s); or (iii) from a non-resident shareholder(s) to other non-resident(s), and subscription of Equity Shares by such renounce are subject to the renouncer(s)/ renounee(s) obtaining the necessary regulatory approvals. Our Company proposes to apply to the RBI for seeking approval for renunciation of Rights Entitlement by (a) an Eligible Shareholder resident in India, in favour of any person resident outside India (other than OCBs); (b) an Eligible Shareholder resident outside India (other than OCBs), in favour of any person resident in India; and (c) an Eligible Shareholder resident outside India (other than OCBs), in favour of any other person resident outside India (other than OCBs). In case our Company does not receive such approval, the renouncer/ renounee is required to obtain such approval and attach to the CAF. All such renunciations shall be subject to any conditions that may be specified in the RBI approval. Applications not complying with conditions of the approval/ not accompanied by such approvals are liable to be rejected.

By virtue of the Circular No. 14 dated September 16, 2003 issued by the RBI, OCBs have been derecognized as an eligible class of investors and the RBI has subsequently issued the Foreign Exchange Management (Withdrawal of General Permission to Overseas Corporate Bodies) Regulations, 2003. Accordingly, the Eligible Equity Shareholders of our Company who do not wish to subscribe to the Equity Shares being offered but wish to renounce the same in favour of Renounees shall not renounce the same (whether for consideration or otherwise) in favour of OCB(s).

The RBI has, however, clarified in its circular, A.P. (DIR Series) Circular No. 44, dated December 8, 2003 that OCBs which are incorporated and are not under the adverse notice of the RBI are permitted to undertake fresh investments as incorporated non-resident entities in terms of Regulation 5(1) of RBI Notification No. 20/2000- RB dated May 3, 2000 under the FDI Scheme with the prior approval of Government if the investment is through Government Route and with the prior approval of the RBI if the investment is through the automatic route on case by case basis. Shareholders renouncing their rights in favour of OCBs may do so provided such Renounee obtains a prior approval from the RBI. On submission of such approval to us at our Registered Office, the OCB shall receive the Abridged Letter of Offer and the CAF.

Part 'A' of the CAF must not be used by any person(s) other than those in whose favour this offer has been made. If used, this will render the application invalid. Submission of the CAF to the Banker to the Issue at its collecting branches specified on the reverse of the CAF with the form of renunciation (Part 'B' of the CAF) duly filled in shall be the conclusive evidence for our Company of the fact of renouncement to the person(s) applying for Equity Shares in Part 'C' of the CAF for the purpose of Allotment of such Equity Shares. The Renounees applying for all the Equity Shares renounced in their favour may also apply for additional Equity Shares. Part 'A' of the CAF must not be used by the Renounee(s) as this will render the application invalid. Renounee(s) will have no right to further renounce any Equity Shares in favour of any other person.

**Procedure for renunciation**

The following procedure applies to renunciation of the Equity Shares:

***To renounce all the Equity Shares offered to an Equity Shareholder in favour of one Renounee***

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If you wish to renounce the offer indicated in Part 'A', in whole, please complete Part 'B' of the CAF. In case of joint holding, all joint holders must sign Part 'B' of the CAF. The person in whose favour renunciation has been made should complete and sign Part 'C' of the CAF. In case of joint Renounees, all joint Renounees must sign Part 'C' of the CAF.

***To renounce in part/or renounce the whole to more than one person(s)***

If you wish to either (i) accept this offer in part and renounce the balance, or (ii) renounce the entire offer under this Issue in favour of two or more Renounees, the CAF must be first split into requisite number of forms. Please indicate your requirement of SAFs in the space provided for this purpose in Part 'D' of the CAF and return the entire CAF to the Registrar to the Issue so as to reach them latest by the close of business hours on the last date of receiving requests for SAFs. On receipt of the required number of SAFs from the Registrar, the procedure as mentioned in paragraph above shall have to be followed.

In case the signature of the Eligible Equity Shareholder(s), who has renounced the Equity Shares, does not match with the specimen registered with our Company/Depositories, the application is liable to be rejected.

**Renounee(s):**

The person(s) in whose favour the Equity Shares are renounced should fill in and sign Part 'C' of the CAF and submit the entire CAF to the Bankers to the Issue or any of the collection branches as mentioned on the reverse of the CAFs on or before the Issue Closing Date along with the application money in full. The Renounee cannot further renounce.

**Change and/or introduction of additional holders:**

If you wish to apply for Equity Shares jointly with any other person(s), not more than three including you, who is/are not already a joint holder with you, it shall amount to renunciation and the procedure as stated above for renunciation shall have to be followed. Even a change in the sequence of the name of joint holders shall amount to renunciation and the procedure, as stated above shall have to be followed.

However, this right of renunciation is subject to the express condition that the Board of Directors shall be entitled in its absolute discretion to reject the request for Allotment from the Renounee(s) without assigning any reason thereof.

**Instructions for Options**

The summary of options available to Eligible Equity Shareholders is presented below. You may exercise any of the following options with regard to the Equity Shares offered, using the CAF:

Option Available	Action Required
Accept whole or part of your Rights Entitlement without renouncing the balance.	Fill in and sign Part A (All joint holders must sign).
Accept your Rights Entitlement in full and apply for additional Equity Shares.	Fill in and sign Part A including Block III relating to the acceptance of entitlement and Block IV relating to additional Equity Shares. (All joint holders must sign)
Accept a part of your Rights Entitlement and renounce the balance to one or more Renounee(s) (OR) Renounce your Rights Entitlement to all the Equity Shares offered to you to more than one Renounee - will be permitted only once	Fill in and sign Part D (all joint holders must sign) requesting for SAFs. Send the CAF to the Registrar to the Issue so as to reach them on or before the last date for receiving requests for SAFs. Splitting will be permitted only once.  On receipt of the SAF take action as indicated below. (i) For the Equity Shares you wish to accept, if any, fill in and sign Part A.

	(ii) For the Equity Shares you wish to renounce, fill in and sign Part B indicating the number of Equity Shares renounced and hand it over to the Renounees. (iii) Each Renounee should fill in and sign Part C for the Equity Shares accepted by them.
Renounce your Rights Entitlement in full to one person (Joint Renounees are considered as one).	Fill in and sign Part B (all joint holders must sign) indicating the number of Equity Shares renounced and hand it over to the Renounee. The Renounee must fill in and sign Part C. (All joint Renounees must sign).
Introduce a joint holder or change the sequence of joint holders	This will be treated as renunciation. Fill in and sign Part B and the Renounee must fill in and sign Part C

Please note that:

- Part 'A' of the CAF must not be used by any person(s) other than the Eligible Equity Shareholder to whom the Letter of Offer/Abridged Letter of Offer/CAF has been addressed. If used, this will render the application invalid.
- Request for each SAFs should be made for a minimum of 1 (one) Equity Share or, in each case, in multiples thereof and one SAF for the balance Equity Shares, if any.
- Request by the Investor for the SAFs should reach the Registrar on or before [●].
- Only the Eligible Equity Shareholder to whom the Letter of Offer has been addressed shall be entitled to renounce and to apply for SAFs. Forms once split cannot be split further.
- SAFs will be sent to the Investor(s) by post at the Applicant's risk.
- Eligible Equity Shareholders may not renounce in favour of persons or entities in the United States or who would otherwise be prohibited from being offered or subscribing for Equity Shares or Rights Entitlement under applicable securities laws.
- While applying for or renouncing their Rights Entitlement, joint Eligible Equity Shareholders must sign the CAF in the same order and as per specimen signatures recorded with our Company/ Depositories.
- Non-resident Equity Shareholders: Application(s) received from Non-Resident/ NRIs, or persons of Indian origin residing abroad for allotment of Equity Shares allotted as a part of this Issue shall, inter alia, be subject to conditions, as may be imposed from time to time by the RBI under FEMA in the matter of refund of application money, allotment of Equity Shares, subsequent issue and allotment of Equity Shares, interest, export of share certificates, etc. In case a Non-Resident or NRI Eligible Equity Shareholder has specific approval from the RBI in connection with his shareholding, he should enclose a copy of such approval with the CAF.
- The RBI has mandated that CTS 2010 standard non-compliant cheques can be presented in clearing only in reduced frequency, specifically once a week, on Mondays of every week from November 1, 2014 onwards. This would have an impact on timelines for the issuance of final certificates, hence the CAFs accompanied by non-CTS cheques could get rejected.

#### **Availability of duplicate CAF**

In case the original CAF is not received, or is misplaced by Eligible Equity Shareholder, the Registrar to the Issue will issue a duplicate CAF on such request of the Eligible Equity Shareholder who should furnish the registered folio number/ DP and Client ID number and his/ her full name and address to the Registrar to the Issue. Please note that the request for duplicate CAF should reach the Registrar to the Issue within 7 (seven) days from the Issue Opening Date. Please note that those who are making the application in the duplicate form should not utilize the original CAF for any purpose including renunciation, even if it is received/ found subsequently. If the Investor violates such requirements, he / she shall face the risk of rejection of either original CAF or both the applications. Our Company, the Lead Manager or the Registrar to the Issue will not be responsible for postal delays or loss of duplicate CAF in transit, if any.

#### **Application on Plain Paper (Non-ASBA Process)**

An Eligible Equity Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF may make an application to subscribe to the Issue on plain paper, along with an account payee cheque drawn

## **Bansal Roofing Products Limited**

on a bank in Vadodara, demand draft, net of bank and postal charges payable at Vadodara and the Investor should send the same by registered post directly to the Registrar to the Issue. For details of the mode of payment, please see “**Modes of Payment**” on page 107. The envelope should be super scribed “**Bansal Roofing Products Limited – Rights Issue - R**” in case of resident shareholders and Non-resident shareholders applying on non-repatriable basis, and “**Bansal Roofing Products Limited – Rights Issue – NR**” in case of non-resident shareholders applying on repatriable basis.

The application on plain paper, duly signed by the applicant(s) including joint holders, in the same order as per specimen recorded with us or the Depositories, must reach the office of the Registrar to the Issue before the Issue Closing Date and should contain the following particulars:

- Name of Issuer, being Bansal Roofing Products Limited;
- Name and address of the Equity Shareholder including joint holders;
- Registered Folio Number/ DP and Client ID no.;
- Number of Rights Equity Shares held as on Record Date;
- Number of Rights Equity Shares entitled to;
- Number of Rights Equity Shares applied for;
- Number of additional Rights Equity Shares applied for, if any;
- Total number of Rights Equity Shares applied for;
- Total amount paid at the rate of ₹[●] per Rights Equity Share;
- Particulars of cheque/ demand draft;
- Savings/ current account number and name and address of the bank where the Eligible Equity Shareholder will be depositing the refund order. In case of Rights Equity Shares allotted in demat form, the bank account details will be obtained from the information available with the Depositories;
- Except for applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Rights Equity Shares applied for pursuant to the Issue; Documentary evidence for exemption to be provided by the applicants;
- Share certificate numbers and distinctive numbers of Rights Equity Shares, if held in physical form;
- Allotment option preferred - physical or demat form, if held in physical form;
- If the payment is made by a draft purchased from NRE/ FCNR/ NRO account, as the case may be, an account debit certificate from the bank issuing the draft confirming that the draft has been issued by debiting the NRE/ FCNR/ NRO account;
- Signature of the Applicant to appear in the same sequence and order as they appear in our records / Depositories; and
- For ASBA Investors, application on plain paper should have details of their ASBA Account.
- Additionally, all such applicants are deemed to have accepted the following:

“I/ We understand that neither the Rights Entitlement nor the Rights Equity Shares have been, and will be, registered under the United States Securities Act of 1933 (the “**US Securities Act**”) or any U.S. state securities laws, and may not be offered, sold, resold or otherwise transferred within the U.S. or to the territories or possessions thereof (the “**U.S.**”) or to, or for the account or benefit of a “**U.S. Person**” as defined in Regulation S of the US Securities Act (“**Regulation S**”). I/ we understand the Rights Equity Shares referred to in this application are being offered in India but not in the U.S. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Rights Equity Shares or Rights Entitlement for sale in the U.S., or as a solicitation therein of an offer to buy any of the said Rights Equity Shares or Rights Entitlement in the U.S. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the U.S. at any time. I/ we understand that neither us, nor the Registrar, the Lead Manager or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of us have reason to believe is, a resident of the U.S. or a “**U.S. Person**” (as defined in Regulation S) or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Rights Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is

unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence. I/ We understand and agree that the Rights Entitlement and Rights Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/ We (i) am/ are, and the person, if any, for whose account I/ we am/ are acquiring such Rights Entitlement and/ or the Rights Equity Shares is/ are, outside the U.S., (ii) am/ are not a “U.S. Person” as defined in Regulation S, and (iii) is/ are acquiring the Rights Entitlement and/ or the Rights Equity Shares in an offshore transaction meeting the requirements of Regulation S.

I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”

Please note that those who are making the application otherwise than on original CAF shall not be entitled to renounce their rights and should not utilize the original CAF for any purpose including renunciation even if it is received subsequently. If the Eligible Equity Shareholder violates such requirements, he/ she shall face the risk of rejection of both the applications. We shall refund such application amount to the Eligible Equity Shareholder without any interest thereon and no liability shall arise on part of our Company, Lead Manager and our Directors. In cases where multiple CAFs are submitted, including cases where an investor submits CAFs along with a plain paper application, such applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an application being rejected, with our Company, the Lead Manager and the Registrar not having any liability to the Investor. The plain paper application format will be available on the website of the Registrar to the Issue at [www.sharexindia.com](http://www.sharexindia.com).

### **Last date for Application**

The last date for submission of the duly filled in CAF is [●]. The Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date.

If the CAF together with the amount payable is not received by the Banker to the Issue/ Registrar on or before the close of banking hours on the aforesaid last date or such date as may be extended by the Board/ Committee of Directors, the invitation to offer contained in the Draft Letter of Offer shall be deemed to have been declined and the Board/ Committee of Directors shall be at liberty to dispose off the Equity Shares hereby offered, as provided under the section “*Terms of the Issue - Basis of Allotment*” on page 107 of the Draft Letter of Offer.

### **Modes of Payment**

In terms of RBI circular no. DPSS.CO.CHD.No./133/04.07.05/2013-14 dated July 16, 2013 non-CTS cheques are processed in three CTS centres three days of the week. In order to enable listing and trading of the Equity Shares within seven Working Days of the Bid/Offer Closing Date, investors are advised to use CTS cheques or use the ASBA facility to make payment. Investors are cautioned that Bid cum Application Forms accompanied by non- CTS cheques are liable to be rejected due to any delay in clearing beyond six Working Days from the Bid/Offer Closing Date.

### **Mode of payment for Resident Investors**

- All cheques / demand drafts accompanying the CAF should be drawn in favour of “Bansal Roofing Products Limited” - Rights Issue-R” crossed ‘A/c Payee only’ and should be submitted along with the CAF to the Banker to the Issue or to the Registrar to the Issue on or before the Issue Closing Date;
- Investors residing at places other than places where the bank collection centres have been opened by our Company for collecting applications, are requested to send their CAFs together with an account payee cheque/



demand draft for the full Application Money, net of bank and postal charges drawn in favour of ‘Bansal Roofing Products Limited’– Rights Issue - R”, crossed ‘A/c Payee only’ and payable at Vadodara directly to the Registrar to the Issue by registered post so as to reach them on or before the Issue Closing Date. The envelope should be super scribed “Bansal Roofing Products Limited”– Rights Issue”. Our Company, the Lead Manager or the Registrar to the Issue will not be responsible for postal delays or loss of applications in transit, if any.

### **Mode of payment for Non-Resident Investors**

As regards applications by non-resident Investor, the following conditions shall apply:

1. Individual non-resident Indian Applicants who are permitted to subscribe for Equity Shares by applicable local securities laws can obtain application forms from the following address:  
**Note:** The Draft Letter of Offer/ Abridged Letter of Offer and CAFs to NRIs shall be sent only to their Indian address, if provided.
2. Applications will not be accepted from non-resident Indian in the United States or its territories and possessions, or any other jurisdiction where the offer or sale of the Rights Entitlements and Equity Shares may be restricted by applicable securities laws.
3. Non-resident investors applying from places other than places where the bank collection centres have been opened by our Company for collecting applications, are requested to send their CAFs together with Demand Draft for the full Application Money, net of bank and postal charges drawn in favour of “Bansal Roofing Products Limited” – Rights Issue – R”, crossed ‘A/c Payee only’ payable at Vadodara directly to the Registrar to the Issue by registered post so as to reach them on or before the Issue Closing Date. The envelope should be super scribed “Bansal Roofing Products Limited”– Rights Issue”. Our Company or the Registrar will not be responsible for postal delays or loss of applications in transit, if any.
4. Payment by non-residents must be made by demand draft payable at Vadodara/ cheque drawn on a bank account maintained with the Banker to the Issue or funds remitted from abroad in any of the following ways:

### **Application with repatriation benefits**

1. By Indian Rupee drafts purchased from abroad and payable at Vadodara or funds remitted from abroad (submitted along with Foreign Inward Remittance Certificate); or
2. By cheque / bank drafts remitted through normal banking channel or out of funds in Non -Resident External Account (NRE) or FCNR Account maintained with banks authorized to deal in foreign currency in India, along with documentary evidence in support of remittance;
3. By Rupee draft purchased by debit to NRE/FCNR Account maintained elsewhere in India and payable at Vadodara;
4. FIIs registered with SEBI must utilize funds from special non-resident rupee account;
5. Non-resident investors with repatriation benefits should draw the cheques/ demand drafts in favour of “Bansal Roofing Products Limited”– Rights Issue – NR”, crossed “A/c Payee only” for the full Application Money, net of bank and postal charges and which should be submitted along with the CAF to the Banker to the Issue/collection centres or to the Registrar to the Issue;
6. Applicants should note that where payment is made through drafts purchased from NRE/ FCNR/ NRO account as the case may be, an account debit certificate from the bank issuing the draft confirming that the draft has been issued by debiting the NRE/ FCNR/ NRO account should be enclosed with the CAF. In the absence of such an account debit certificate, the application shall be considered incomplete and is liable to be rejected.

### **Application without repatriation benefits**

1. As far as non-residents holding Equity Shares on non-repatriation basis are concerned, in addition to the modes specified above, payment may also be made by way of cheque drawn on Non-Resident (Ordinary) Account maintained with the Banker to the Issue or Rupee Draft purchased out of NRO Account maintained elsewhere in India but payable at Vadodara In such cases, the Allotment of Equity Shares will be on non- repatriation basis.

2. Non-resident investors without repatriation benefits should draw the cheques/demand drafts in favour of “Bansal Roofing Products Limited”– Rights Issue – R”, crossed “A/c Payee only” for the full Application Money, net of bank and postal charges and which should be submitted along with the CAF to the Banker to the Issue/collection centres or to the Registrar to the Issue.
3. Applicants should note that where payment is made through drafts purchased from NRE/ FCNR/ NRO accounts, as the case may be, an account debit certificate from the bank issuing the draft confirming that the draft has been issued by debiting the NRE/ FCNR/ NRO account should be enclosed with the CAF. In the absence of such an account debit certificate, the application shall be considered incomplete and is liable to be rejected.
4. An Eligible Shareholder whose status has changed from resident to non-resident should open a new demat account reflecting the changed status. Any application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company and the Lead Manager.

**Notes:**

1. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Equity Shares can be remitted outside India, subject to tax, as applicable according to the IT Act.
2. In case Equity Shares are allotted on a non-repatriation basis, the dividend and sale proceeds of the Equity Shares cannot be remitted outside India.
3. The CAF duly completed together with the amount payable on application must be deposited with the collecting bank indicated on the reverse of the CAFs before the close of banking hours on or before the Issue Closing Date. A separate cheque or bank draft must accompany each CAF.
4. In case of an application received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines/ rules prescribed by the RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.

**Procedure for Application through the ASBA Process**

*This section is for the information of the ASBA Investors proposing to subscribe to the Issue through the ASBA Process. Our Company and the Lead Manager are not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of the Draft Letter of Offer. Investors who are eligible to apply under the ASBA Process are advised to make their independent investigations and to ensure that the CAF is correctly filled up.*

*The Lead Manager, our Company, its directors, its employees, affiliates, associates and their respective directors and officers and the Registrar to the Issue shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc. in relation to applications accepted by SCSBs, Applications uploaded by SCSBs, applications accepted but not uploaded by SCSBs or applications accepted and uploaded without blocking funds in the ASBA Accounts. It shall be presumed that for applications uploaded by SCSBs, the amount payable on application has been blocked in the relevant ASBA Account.*

**Please note that in accordance with the provisions of the SEBI circular number CIR/CFD/DIL/1/2011 dated April 29, 2011 all QIBs and Non-Institutional Investors complying with the eligibility conditions prescribed under the SEBI circular dated December 30, 2009 must mandatorily invest through the ASBA process. All Retail Individual Investors complying with the above conditions may optionally apply through the ASBA process. The Investors who are not (i) QIBs, (ii) Non-Institutional Investors, or (iii) Investors whose Application Money is more than Rs.2,00,000, can participate in the Issue either through the ASBA process or the non ASBA process. Renounees and Eligible Shareholders holding Equity Shares in physical form are not eligible ASBA Investors and must only apply for Equity Shares through the non-ASBA process, irrespective of the Application Money. All non-retail Investors are encouraged to make use of ASBA process wherever such facilities is available.**

Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at all branches of the SCSBs.

Further, in terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013 it is clarified that for making applications by banks on own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/rights issues and clear demarcated funds should be available in such account for ASBA applications. SCSBs applying in the Issue using the ASBA facility shall be responsible for ensuring that they have a separate account in its own name with any other SCSB having clear demarcated funds for applying in the Issue and that such separate account shall be used as the ASBA Account for the application, in accordance with the applicable regulations.

The list of banks which have been notified by SEBI to act as SCSBs for the ASBA Process is provided on <http://www.sebi.gov.in/sebiweb/home/list/5/33/0/0/Recognised-Intermediaries>. For details on Designated Branches of SCSBs collecting the CAF, please refer the above mentioned SEBI link.

### **Eligible Shareholders who are eligible to apply under the ASBA Process**

The option of applying for Equity Shares in the Issue through the ASBA Process is only available to the Eligible Shareholders of our Company on the Record Date and who:

1. hold the Equity Shares in dematerialised form as on the Record Date and have applied towards his/her Rights entitlements or additional Equity Shares in the Issue in dematerialised form;
2. have not renounced his/her Rights Entitlements in full or in part;
3. are not a Renouncee;
4. are applying through a bank account maintained with SCSBs; and
5. are eligible under applicable securities laws to subscribe for the Rights Entitlement and the Equity Shares in the issue.

### **CAF**

The Registrar will dispatch the Equity Shares CAF to all Eligible Equity Shareholders as per their Rights Entitlement on the Record Date for the Issue. Those Investors who wish to apply through the ASBA payment mechanism will have to select for this mechanism in Part A of the CAF and provide necessary details.

Investors desiring to use the ASBA Process are required to submit their applications by selecting the ASBA Option in Part A of the CAF only. Application in electronic mode will only be available with such SCSBs who provide such facility. The Investors shall submit the CAF to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said ASBA Account. More than one ASBA Investor may apply using the same ASBA Account, provided that the SCSBs will not accept a total of more than five CAFs with respect to any single ASBA Account.

### **Acceptance of the Issue**

You may accept the Issue and apply for the Equity Shares either in full or in part, by filling Part A of the respective CAFs sent by the Registrar, selecting the ASBA process option in Part A of the CAF and submit the same to the Designated Branch of the SCSB before the close of the banking hours on or before the Issue Closing Date or such extended time as may be specified by our Board in this regard.

### **Additional Equity Shares**

You are eligible to apply for additional Equity Shares over and above your Rights Entitlement, provided that you are eligible to apply for Equity Shares under applicable law and have applied for all the Equity Shares of the same type offered to you without renouncing them in whole or in part in favour of any other person(s). Subject to the foregoing, resident Eligible Equity Shareholders may subscribe to additional Equity Shares. Applications for additional Equity Shares shall be considered and Allotment shall be made at the sole discretion of the Board, subject to sectoral caps and in consultation if necessary with the Designated Stock Exchange and in the manner prescribed under *“Terms of the Issue - Basis of Allotment”* on page 107 of the Draft Letter of Offer.

**Bansal Roofing Products Limited**

If you desire to apply for additional Equity Shares, please indicate your requirement in the place provided for additional Equity Shares in Part A of the CAF.

**Renunciation under the ASBA Process**

ASBA Investors can neither be Renounees, nor can renounce their Rights Entitlement.

**Mode of payment**

The Investor applying under the ASBA Process agrees to block the entire amount payable on application with the submission of the CAF, by authorizing the SCSB to block an amount, equivalent to the amount payable on application, in an ASBA Account.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the CAF, the SCSB shall block an amount equivalent to the amount payable on application mentioned in the CAF until it receives instructions from the Registrar. Upon receipt of intimation from the Registrar, the SCSBs shall transfer such amount as per the Registrar’s instruction from the ASBA Account. This amount will be transferred in terms of the SEBI Regulations, in to a separate bank account maintained by our Company for the purpose of the Issue. The balance amount remaining after the finalization of the Basis of Allotment shall be unblocked by the SCSBs on the basis of the instructions issued in this regard by the Registrar and the Lead Manager to the respective SCSB.

The Investor applying under the ASBA Process would be required to give instructions to the respective SCSBs to block the entire amount payable on their application at the time of the submission of the CAF.

The SCSB may reject the application at the time of acceptance of CAF if the ASBA Account, details of which have been provided by the Investor in the CAF does not have sufficient funds equivalent to the amount payable on application mentioned in the CAF. Subsequent to the acceptance of the application by the SCSB, our Company would have a right to reject the application only on technical grounds.

**Please note that in accordance with the provisions of the SEBI circular number CIR/CFD/DIL/1/2011 dated April 29, 2011 all QIBs and Non-Institutional Investors complying with the eligibility conditions prescribed under the SEBI circular dated December 30, 2009 must mandatorily invest through the ASBA process.**

**Options available to the Eligible Shareholders applying under the ASBA Process**

The summary of options available to the Eligible Equity Shareholders is presented below. You may exercise any of the following options with regard to the Equity Shares using the respective CAFs received from Registrar:

Sr. No	Option Available	Action Required
1.	Accept whole or part of your Rights Entitlement without renouncing the balance.	Fill in and sign Part A (All joint holders must sign).
2.	Accept your Rights Entitlement in full and apply for additional Equity Shares.	Fill in and sign Part A including Block III relating to the acceptance of entitlement and Block IV relating to additional Equity

The Investors applying under the ASBA Process will need to select the ASBA option process in the CAF and provide required necessary details. However, in cases where this option is not selected, but the CAF is tendered to the Designated Branch of the SCSBs with the relevant details required under the ASBA process option and the SCSBs block the requisite amount, then that CAFs would be treated as if the Investor has selected to apply through the ASBA process option.

**Application on Plain Paper (ASBA Process)**

An Eligible Shareholder who has neither received the original CAF nor is in a position to obtain the duplicate CAF and who is applying under the ASBA Process may make an application to subscribe to the Issue on plain paper.

Eligible Shareholders shall submit the plain paper application to the Designated Branch of the SCSB for authorizing such SCSB to block an amount equivalent to the amount payable on the application in the said bank account maintained with the same SCSB. Applications on plain paper from any address outside India will not be accepted.

The envelope should be super scribed “***Bansal Roofing Products Limited– Rights Issue***” and should be postmarked in India. The application on plain paper, duly signed by the Eligible Shareholders including joint holders, in the same order and as per the specimen recorded with our Company/ Depositories must reach the office of the Registrar before the Issue Closing Date and should contain the following particulars:

1. Name of Issuer being Bansal Roofing Products Limited;
2. Name and address of the Eligible Shareholder including joint holders;
3. Registered Folio Number/ DP and Client ID No.;
4. Certificate numbers and distinctive numbers of Equity Shares, if held in physical form;
5. Number of Equity Shares held as on Record Date;
6. Number of Equity Shares entitled to;
7. Number of Equity Shares applied for;
8. Number of additional Equity Shares applied for, if any;
9. Total number of Equity Shares applied for;
10. Total amount paid at the rate of Rs. [●] per Equity Share;
11. Details of the ASBA Account such as the account number, name, address and branch of the relevant SCSB;
12. In case of non-resident investors, details of the NRE/FCNR/NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
13. Except for applications on behalf of the Central or the State Government, residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue;
14. Signature of the Eligible Shareholders to appear in the same sequence and order as they appear in our records; and
15. Additionally, all such Eligible Shareholders applying through ASBA are deemed to have accepted the following:

“I/ We understand that neither the Rights Entitlement nor the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the “US Securities Act”) or any United States state securities laws, and may not be offered, sold, resold or otherwise transferred within the United States or to the territories or possessions thereof (the “United States”). I/ we understand the Equity Shares referred to in this application are being offered in India but not in the United States. I/ we understand the offering to which this application relates is not, and under no circumstances is to be construed as, an offering of any Equity Shares or Rights Entitlement for sale in the United States, or as a solicitation therein of an offer to buy any of the said Equity Shares or Rights Entitlement in the United States. Accordingly, I/ we understand this application should not be forwarded to or transmitted in or to the United States at any time. I/ we confirm that I/ are not in the United States and understand that neither us, nor the Registrar, the Lead Manager or any other person acting on behalf of us will accept subscriptions from any person, or the agent of any person, who appears to be, or who we, the Registrar, the Lead Manager or any other person acting on behalf of us have reason to believe is in the United States or is ineligible to participate in the Issue under the securities laws of their jurisdiction.

I/ We will not offer, sell or otherwise transfer any of the Equity Shares which may be acquired by us in any jurisdiction or under any circumstances in which such offer or sale is not authorized or to any person to whom it is unlawful to make such offer, sale or invitation except under circumstances that will result in compliance with any applicable laws or regulations. We satisfy, and each account for which we are acting satisfies, all suitability standards for investors in investments of the type subscribed for herein imposed by the jurisdiction of our residence.

I/ We understand and agree that the Rights Entitlement and Equity Shares may not be reoffered, resold, pledged or otherwise transferred except in an offshore transaction in compliance with Regulation S, or otherwise pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act.

I/ We acknowledge that we, the Lead Manager, its affiliates and others will rely upon the truth and accuracy of the foregoing representations and agreements.”

### **Option to receive Equity Shares in Dematerialized Form**

**ELIGIBLE SHAREHOLDERS UNDER THE ASBA PROCESS MAY PLEASE NOTE THAT THE EQUITY SHARES UNDER THE ASBA PROCESS CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY SUCH ASBA APPLICANT ON THE RECORD DATE.**

### **General instructions for Eligible Shareholders applying under the ASBA Process**

1. Please read the instructions printed on the respective CAF carefully.
2. Application should be made on the printed CAF only and should be completed in all respects. The CAF found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of the Draft Letter of Offer, Letter of Offer, Abridged Letter of Offer are liable to be rejected. The CAF must be filled in English.
3. The CAF in the ASBA Process should be submitted at a Designated Branch of the SCSB and whose bank account details are provided in the CAF and not to the Banker to the Issue (assuming that such Banker to the Issue is not a SCSB), to our Company or the Registrar or the Lead Manager to the Issue.
4. All Eligible Shareholders, and in the case of application in joint names, each of the joint Applicants, should mention his/her PAN allotted under the IT Act, irrespective of the amount of the application. Except for applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, CAFs without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Eligible Shareholders for which PAN details have not been verified shall be “suspended for credit” and no allotment and credit of Equity Shares pursuant to the Issue shall be made into the accounts of such Eligible Shareholders.
5. All payments will be made by blocking the amount in the ASBA Account. Cash payment or payment by cheque/demand draft/pay order is not acceptable. In case payment is affected in contravention of this, the application may be deemed invalid and the application money will be refunded and no interest will be paid thereon.
6. Signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in English or Hindi and thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Eligible Shareholders must sign the CAF as per the specimen signature recorded with our Company/or Depositories.
7. In case of joint holders, all joint holders must sign the relevant part of the CAF in the same order and as per the specimen signature(s) recorded with our Company/ Depositories. In case of joint Applicants, reference, if any, will be made in the first Applicant’s name and all communication will be addressed to the first Applicant.
8. All communication in connection with application for the Equity Shares, including any change in address of the Eligible Shareholders should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Applicant, folio numbers and CAF number.
9. Only the person or persons to whom the Equity Shares have been offered and not renouncee(s) shall be eligible to participate under the ASBA process.
10. Only persons outside the restricted jurisdictions and who are eligible to subscribe for Rights Entitlement and Equity Shares under applicable securities laws are eligible to participate.
11. Only the Eligible Shareholders holding Equity Shares in demat are eligible to participate through the ASBA process.
12. Eligible Shareholders who have renounced their entitlement in part/ full are not entitled to apply using the ASBA process.
13. Please note that pursuant to the applicability of the directions issued by SEBI vide its circular CIR/CFD/DIL/1/2011 dated April 29, 2011, all Eligible Shareholders who are QIBs, Non-Institutional Eligible Shareholders and other Eligible Shareholders whose Application Money exceeds Rs. 2,00,000 complying with the eligibility conditions prescribed under the SEBI circular dated December 30, 2009 can participate in the Issue only through the ASBA process QIBs, Non- Institutional Investors and other Applicants whose Application Money exceeds Rs. 200,000 shall use the ASBA facility at various centres where the facility is made available. The

Eligible Shareholders who are not (i) QIBs, (ii) Non- Institutional Eligible Shareholders or (iii) investors whose Application Money is more than Rs. 2,00,000, can participate in the Issue either through the ASBA process or the non ASBA process.

14. Please note that subject to SCSBs complying with the requirements of SEBI Circular No. CIR/CFD/DIL/13/2012 dated September 25, 2012 within the periods stipulated therein, ASBA Applications may be submitted at all branches of the SCSBs.
15. Further, in terms of the SEBI circular CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making applications by banks on own account using ASBA facility, SCSBs should have a separate account in own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making application in public/ rights issues and clear demarcated funds should be available in such account for ASBA applications. SCSBs applying in the Issue using the ASBA facility shall be responsible for ensuring that they have a separate account in its own name with any other SCSB having clear demarcated funds for applying in the Issue and that such separate account shall be used as the ASBA Account for the application, in accordance with the applicable regulations.
16. In case of non – receipt of CAF, application can be made on plain paper mentioning all necessary details as mentioned under the section “***Terms of the Issue - Application on Plain Paper (ASBA Process)***” on page 107 of the Draft Letter of Offer.

Do’s:

1. Ensure compliance with the eligibility conditions prescribed under the SEBI circular dated December 30, 2009.
2. Ensure that the ASBA Process option is selected in Part A of the CAF and necessary details are filled in.
3. Ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as Equity Shares will be allotted in the dematerialized form only.
4. Ensure that the CAFs are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the CAF.
5. Ensure that there are sufficient funds (equal to {number of Equity Shares as the case may be applied for} X {Issue Price of Equity Shares, as the case may be}) available in the ASBA Account mentioned in the CAF before submitting the CAF to the respective Designated Branch of the SCSB.
6. Ensure that you have authorized the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the CAF, in the ASBA Account, of which details are provided in the CAF and have signed the same.
7. Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the CAF in physical form.
8. Except for CAFs submitted on behalf of the Central or the State Government, residents of Sikkim and the officials appointed by the courts, each Eligible Shareholder should mention their PAN allotted under the IT Act.
9. Ensure that the name(s) given in the CAF is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the CAF is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the CAF.
10. Ensure that the Demographic Details are updated, true and correct, in all respects.
11. Ensure that the account holder in whose bank account the funds are to be blocked has signed authorizing such funds to be blocked.

Don’ts:

1. Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.
2. Do not apply on duplicate CAF after you have submitted a CAF to a Designated Branch of the SCSB.
3. Do not pay the amount payable on application in cash, by money order, pay order or by postal order.
4. Do not send your physical CAFs to the Lead Manager / Registrar / Banker to the Issue (assuming that such Banker to the Issue is not a SCSB) / to a branch of the SCSB which is not a Designated Branch of the SCSB / Company; instead submit the same to a Designated Branch of the SCSB only.
5. Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
6. Do not apply if the ASBA account has been used for five Eligible Shareholders.

7. Do not apply through the ASBA Process if you are not an ASBA Eligible Shareholder.
8. Do not instruct the SCSBs to release the funds blocked under the ASBA Process.
9. Do not submit CAF having the colour of ink specified for another class of Eligible Shareholders.

#### **Grounds for Technical Rejections under the ASBA process**

In addition to the grounds listed under “**Grounds for Technical Rejections for non-ASBA Investors**” in chapter titled “**Terms of the Issue**” beginning on page 107 applications under the ASBA Process are liable to be rejected on the following grounds:

1. Application on a SAF.
2. Application for allotment of Rights Entitlements or additional Equity Shares which are in physical form.
3. DP ID and Client ID mentioned in CAF not matching with the DP ID and Client ID records available with the Registrar.
4. Sending an ASBA application on plain paper to person other than SCSB.
5. Sending CAF to Lead Manager / Registrar / Collecting Bank (assuming that such Collecting Bank is not a SCSB) / to a branch of a SCSB which is not a Designated Branch of the SCSB / Company.
6. Renounee applying under the ASBA Process.
7. Submission of more than five CAFs per ASBA Account.
8. Insufficient funds are available with the SCSB for blocking the amount.
9. Funds in the ASBA Account whose details are mentioned in the CAF having been frozen pursuant to regulatory orders.
10. Account holder not signing the CAF or declaration mentioned therein.
11. CAFs that do not include the certification set out in the CAF to the effect that the subscriber does not have a registered address (and is not otherwise located) in any restricted jurisdiction and is authorized to acquire the rights and the Equity Shares in compliance with all applicable laws and regulations.
12. CAFs which have evidence of being executed in/dispached from any restricted jurisdiction.
13. QIBs, Non-Institutional Investors and other Eligible Shareholders applying for Equity Shares in this Issue for value of more than Rs. 2,00,000 who hold Equity Shares in dematerialised form and is not a Renouncer or a Renounee not applying through the ASBA process.
14. Application by an Eligible Shareholder whose cumulative value of Equity Shares applied for is more than Rs. 2,00,000 but has applied separately through split CAFs of less than Rs. 2,00,000 and has not done so through the ASBA process.
15. Multiple CAFs, including cases where an Eligible Shareholder submits CAFs along with a plain paper application.
16. Submitting the GIR instead of the PAN.
17. An Eligible Shareholder, who is not complying with any or all of the conditions for being an ASBA Investor, applies under the ASBA process.
18. Applications by persons not competent to contract under the Indian Contract Act, 1872, as amended, except applications by minors having valid demat accounts as per the demographic details provided by the Depositories.
19. ASBA Bids by SCSB applying through ASBA process on own account, other than through an ASBA Account in its own name with any other SCSB.
20. Applications by Eligible Shareholders ineligible to make applications through the ASBA process, made through the ASBA process.
21. Non-Institutional Investors who have a bank account with an SCSB providing ASBA facility in the location of the Non-Institutional Investors and the application by the Non-Institutional Investors is not made through that SCSB providing ASBA facility in such location.

#### **Depository account and bank details for Eligible Shareholders applying under the ASBA Process**

**IT IS MANDATORY FOR ALL THE ELIGIBLE EQUITY SHAREHOLDERS APPLYING UNDER THE ASBA PROCESS TO RECEIVE THEIR EQUITY SHARES IN DEMATERIALISED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH THE EQUITY SHARES ARE HELD BY THE ELIGIBLE EQUITY SHAREHOLDERS AS ON THE RECORD DATE. ALL ELIGIBLE SHAREHOLDERS**



**APPLYING UNDER THE ASBA PROCESS SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE CAF. ELIGIBLE SHAREHOLDERS APPLYING UNDER THE ASBA PROCESS MUST ENSURE THAT THE NAME GIVEN IN THE CAF IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE CAF IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE CAF/PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.**

Eligible Shareholders applying under the ASBA Process should note that on the basis of name of these Eligible Shareholders, Depository Participant's name and identification number and beneficiary account number provided by them in the CAF/plain paper applications, as the case may be, the Registrar to the Issue will obtain from the Depository, demographic details of these Eligible Shareholders such as address, bank account details for printing on refund orders and occupation ("Demographic Details"). Hence, Eligible Shareholders applying under the ASBA Process should carefully fill in their Depository Account details in the CAF.

These Demographic Details would be used for all correspondence with such Eligible Shareholders including mailing of the letters intimating unblocking of bank account of the respective Eligible Shareholder. The Demographic Details given by the Eligible Shareholders in the CAF would not be used for any other purposes by the Registrar.

Hence, Eligible Shareholders are advised to update their Demographic Details as provided to their Depository Participants. By signing the CAFs, the Eligible Shareholders applying under the ASBA Process would be deemed to have authorized the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.

Letters intimating Allotment and unblocking or refund (if any) would be mailed at the address of the Eligible Shareholder applying under the ASBA Process as per the Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Equity Shares are not allotted to such Eligible Shareholder. Eligible Shareholders applying under the ASBA Process may note that delivery of letters intimating unblocking of the funds may get delayed if the same once sent to the address obtained from the Depositories are returned undelivered. In such an event, the address and other details given by the Eligible Shareholder in the CAF would be used only to ensure dispatch of letters intimating unblocking of the ASBA Accounts.

Note that any such delay shall be at the sole risk of the Eligible Shareholders applying under the ASBA Process and none of our Company, the SCSBs or the Lead Manager shall be liable to compensate the Eligible Shareholder applying under the ASBA Process for any losses caused due to any such delay or liable to pay any interest for such delay.

In case no corresponding record is available with the Depositories that matches three parameters, (a) names of the Eligible Shareholders (including the order of names of joint holders), (b) the DP ID, and (c) the beneficiary account number, then such applications are liable to be rejected.

**Issue Schedule**

<b>Issue Opening Date:</b>	[●]
<b>Last date for receiving requests for SAFs:</b>	[●]
<b>Issue Closing Date:</b>	[●]

The Board or Committee authorized thereto may however decide to extend the period of Issue as it may determine from time to time but not exceeding 30 days from the Issue Opening Date.

## **Basis of Allotment**

Subject to the provisions contained in the Draft Letter of Offer, Letter of Offer, the Articles of Association of our Company and the approval of the Designated Stock Exchange, the Board will proceed to allot the Equity Shares in the following order of priority reckoned separately for Equity Shares:

- a) Full Allotment to those Eligible Shareholders who have applied for their Rights Entitlement either in full or in part and also to the Renouncee(s) who has/ have applied for Equity Shares renounced in their favour, in full or in part. Allotment to NR Renouncees shall be subject to the permissible foreign investment limits applicable to the Company under FEMA.
- b) Investors whose fractional entitlements are being ignored would be given preference in allotment of one additional Equity Share each if they apply for additional Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Equity Shares after allotment under (a) above. If number of Equity Shares required for Allotment under this head are more than the number of Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
- c) Allotment to the Eligible Shareholders who, having applied for all the Equity Shares offered to them as part of the Issue, have also applied for additional Equity Shares. The Allotment of such additional Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such additional Equity Shares will be at the sole discretion of the Board in consultation with the Designated Stock Exchange, as a part of the Issue and will not be a preferential allotment.
- d) Allotment to Renouncees who, having applied for all the Equity Shares renounced in their favour, have applied for additional Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Equity Shares will be at the sole discretion of the Board in consultation with the Designated Stock Exchange, as a part of the Issue and will not be a preferential allotment.
- e) Allotment to any other person that our Board as it may deem fit provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of the Board in this regard shall be final and binding.

Our Promoter, vide letter dated June 12, 2017, has confirmed that they intend to subscribe to their Rights Entitlement in full in the Issue, in compliance with Regulation 10(4) of the SEBI Takeover Regulations and may subscribe to additional Rights Equity Shares (including any unsubscribed portion of the Issue), subject to their total investment in the Issue including subscription towards Rights Entitlement, not exceeding ₹ 400 lakhs.

Such subscription for Equity Shares over and above their Rights Entitlement, if allotted, may result in an increase in their percentage shareholding. Any such acquisition of additional Rights Equity Shares (including any unsubscribed portion of the Issue) shall be exempt in terms of Regulation 10 (4) (a) and (b) of the SEBI Takeover Regulations subject to fulfillment of conditions mentioned therein and shall not result in a change of control of the management of our Company in accordance with provisions of the SEBI Takeover Regulations.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed' for the purpose of Regulation 10(4)(b) of the Takeover Regulations.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the ASBA Investors who have been allocated Equity Shares in the Issue, along with:

- The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for the Issue, for each successful ASBA;
- The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
- The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

**Underwriting**

Our Company may into an underwriting agreement dated [●] with Underwriter(s) for underwriting the Rights Equity Shares. The fulfillment of obligations by the Underwriters shall be subject to the assured subscription having been brought in by the Promoter. The assured subscription shall be inclusive of the Rights Equity Shares subscribed by the Promoter pursuant to its entitlements and subscription of additional Rights Equity Shares (including any unsubscribed portion of the Issue), subject to their total investment in the Issue including subscription towards Rights Entitlement, not exceeding ₹ 400 Lakhs. The Underwriter(s) mentioned in the table below have agreed to underwrite for amounts specified below at a price equal to the Issue Price announced by our Company:

Name, address, telephone number, fax number and e-mail address of the Underwriter(s)	Indicative number of Equity Shares to be underwritten	Amount underwritten
[●]	[●]	[●]

**Allotment Advices / Refund Orders**

Our Company will issue and dispatch Allotment advice/ demat credit and/or letters of regret along with refund order or credit the allotted Equity Shares to the respective beneficiary accounts, if any, within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law. Our Company shall also be punishable with a fine which shall not be less than five lakh rupees but which may extend to fifty lakh rupees and every officer of our Company in default shall be punishable with imprisonment for a term of one year or with fine which shall not be less than fifty thousand rupees but may extend to three lakh rupees or with both in accordance with Section 40 (5) of the Companies Act, 2013.

Investors residing at centers where clearing houses are managed by the RBI will get refunds through National Electronic Clearing Service (“NECS”) except where Investors have not provided the details required to send electronic refunds.

In case of those Investors who have opted to receive their Rights Entitlement in dematerialized form using electronic credit under the depository system, advice regarding their credit of the Equity Shares shall be given separately. Investors to whom refunds are made through electronic transfer of funds will be sent a letter through ordinary post intimating them about the mode of credit of refund within 15 days of the Issue Closing Date.

The letter of allotment/ refund order would be sent by registered post/ speed post to the sole/ first Investor’s Indian address provided by the Eligible Shareholders to our Company. Such refund orders would be payable at par at all places where the applications were originally accepted. The same would be marked „Account Payee only” and would be drawn in favour of the sole/ first Investor. Adequate funds would be made available to the Registrar for this purpose.

In the case of non-resident shareholders or Investors who remit their Application Money from funds held in NRE/FCNR Accounts, refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts, the details of which should be furnished in the CAF. Subject to the applicable laws and other approvals, in case of Non-resident shareholders or Investors who remit their application money through Indian Rupee demand drafts purchased from abroad, refund and/or payment of dividend or interest and any other disbursement, shall be credited to such accounts and will be made after deducting bank charges or commission in US Dollars, at the rate of exchange prevailing at such time. Our Company will not be responsible for any loss on account of exchange rate fluctuations for conversion of the Indian Rupee amount into US Dollar.

**The letter of allotment will be sent by registered post / speed post to the Indian address of the Non Resident shareholders or Investors as provided to our Company.**

**Payment of Refund**

*Mode of making refunds*

The payment of refund, if any, would be done through any of the following modes:

1. NECS – Payment of refund would be done through NECS for Investors having an account at any of the 68 centres where such facility has been made available. This mode of payment of refunds would be subject to availability of complete bank account details including the MICR code as appearing on a cheque leaf, from the Depositories/the records of the Registrar. The payment of refunds is mandatory for Investors having a bank account at any centre where NECS facility has been made available (subject to availability of all information for crediting the refund through NECS).
2. National Electronic Fund Transfer (“NEFT”) – Payment of refund shall be undertaken through NEFT wherever the Investors’ bank has been assigned the Indian Financial System Code (“IFSC Code”), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR number. Wherever the Investors have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.
3. Direct Credit – Investors having bank accounts with the Banker to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.
4. RTGS – If the refund amount exceeds Rs.2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the CAF. In the event the same is not provided, refund shall be made through NECS or any other eligible mode. Charges, if any, levied by the refund bank(s) for the same would be borne by our Company. Charges, if any, levied by the Investor’s bank receiving the credit would be borne by the Investor.
5. For all other Investors the refund orders will be dispatched through speed post/ registered post. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole/first Investor and payable at par.
6. Credit of refunds to Investors in any other electronic manner, permissible under the banking laws, which are in force, and as permitted by SEBI from time to time.

#### **Refund payment to Non- residents**

Where applications are accompanied by Indian rupee drafts purchased abroad and payable at Vadodara, refunds will be made in the Indian rupees based on the U.S. dollars equivalent which ought to be refunded. Indian rupees will be converted into U.S. dollars at the rate of exchange, which is prevailing on the date of refund. The exchange rate risk on such refunds shall be borne by the concerned Applicant and our Company shall not bear any part of the risk.

Where the applications made are accompanied by NRE/FCNR/NRO cheques, refunds will be credited to NRE/FCNR/NRO accounts respectively, on which such cheques were drawn and details of which were provided in the CAF.

#### **Printing of Bank Particulars on Refund Orders**

As a matter of precaution against possible fraudulent encashment of refund orders due to loss or misplacement, the particulars of the Investor’s bank account are mandatorily required to be given for printing on the refund order. Bank account particulars, where available, will be printed on the refund orders/refund warrants which can then be deposited only in the account specified. Our Company will, in no way, be responsible if any loss occurs through these instruments falling into improper hands either through forgery or fraud.

#### **Allotment advice / Share Certificates/ Demat Credit**

Allotment advice / share certificates / demat credit or letters of regret will be dispatched to the registered address of the first named Investor or respective beneficiary accounts will be credited within 15 days, from the Issue Closing Date. In case our Company issues Allotment advice, the respective share certificates will be dispatched within one

month from the date of the Allotment. Allottees are requested to preserve such allotment advice (if any) to be exchanged later for share certificates.

**Option to receive Equity Shares in Dematerialized Form**

Investors (including Applicants who are holding Equity Shares in the physical form as on the Record Date) shall be allotted the Equity Shares in dematerialized (electronic) form at the option of the Investor. Our Company has signed a tripartite agreement with NSDL on March 27, 2014 which enables the Investors to hold and trade in the equity shares issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates. Our Company has also signed a tripartite agreement with CDSL on March 18, 2014 which enables the Investors to hold and trade in the Equity Shares issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates.

In this Issue, the Allottees who have opted for Equity Shares in dematerialized form will receive their Equity Shares in the form of an electronic credit to their beneficiary account as given in the CAF, after verification with a depository participant. Investor will have to give the relevant particulars for this purpose in the appropriate place in the CAF. Allotment advice, refund order (if any) would be sent directly to the Investor by the Registrar to the Issue but the Investor's depository participant will provide to him the confirmation of the credit of such Equity Shares to the Investor's depository account. CAFs, which do not accurately contain this information, will be given the Equity Shares in physical form. No separate CAFs for Equity Shares in physical and/or dematerialized form should be made. If such CAFs are made, the CAFs for physical Equity Shares will be treated as multiple CAFs and is liable to be rejected. In case of partial Allotment, Allotment will be done in demat option for the Equity Shares sought in demat and balance, if any, will be Allotted in physical Equity Shares. Eligible Shareholders of our Company holding Equity Shares in physical form may opt to receive Equity Shares in the Issue in dematerialized form.

**INVESTORS MAY PLEASE NOTE THAT THE EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.**

**The procedure for availing the facility for Allotment of Equity Shares in this Issue in the electronic form is as under:**

1. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.
2. For Eligible Shareholders already holding Equity Shares in dematerialized form as on the Record Date, the beneficial account number shall be printed on the CAF. For those who open accounts later or those who change their accounts and wish to receive their Equity Shares pursuant to this Issue by way of credit to such account, the necessary details of their beneficiary account should be filled in the space provided in the CAF. It may be noted that the Allotment of Equity Shares arising out of this Issue may be made in dematerialized form even if the Equity Shares are not dematerialized. Nonetheless, it should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company/ Depositories.
3. The responsibility for correctness of information (including Investor's age and other details) filled in the CAF vis-à-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in CAF should be the same as registered with the Investor's depository participant.
4. If incomplete / incorrect beneficiary account details are given in the CAF, the Investor will get Equity Shares in physical form.
5. The Equity Shares allotted to Applicants opting for issue in dematerialized form would be directly credited to the beneficiary account as given in the CAF after verification. Allotment advice, refund order (if any) would be sent directly to the Applicant by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Equity Shares to the Applicant's depository account. Equity Shares in this Issue. In case these details are incomplete or incorrect, the application is liable to be rejected.

**General instructions for non-ASBA Investors**

1. Please read the instructions printed on the CAF carefully.
2. Applicants that are not QIBs or are not Non – Institutional Investor or those whose Application money does not exceed Rs.2,00,000 may participate in the Issue either through ASBA or the Non-ASBA process. Eligible Shareholders who have renounced their entitlement (in full or in part), Renounees and Applicants holding Equity Shares in physical form and/or subscribing in the Issue for Allotment in physical form may participate in the Issue only through the Non ASBA process.
3. Application should be made on the printed CAF, provided by our Company except as mentioned under the head ***“Terms of the Issue – Application on Plain Paper (Non-ASBA Process)”*** on page 107 and should be completed in all respects. The CAF found incomplete with regard to any of the particulars required to be given therein, and/ or which are not completed in conformity with the terms of the Draft Letter of Offer are liable to be rejected and the money paid, if any, in respect thereof will be refunded without interest and after deduction of bank commission and other charges, if any. The CAF must be filled in English and the names of all the Investors, details of occupation, address, father’s / husband’s name must be filled in block letters.
4. The CAF together with the cheque/demand draft should be sent to the Banker to the Issue or to the Registrar and not to our Company or the Lead Manager to the Issue. Investors residing at places other than cities where the branches of the Banker to the Issue have been authorized by our Company for collecting applications, will have to make payment by demand draft payable at Vadodara of an amount net of bank and postal charges and send their CAFs to the Registrar by registered post. If any portion of the CAF is/are detached or separated, such application is liable to be rejected.  
Applications where separate cheques/demand drafts are not attached for amounts to be paid for the Equity Shares are liable to be rejected. Applications accompanied by cash, postal order or stock invest are liable to be rejected.
5. Except for applications on behalf of the Central and State Government, the residents of Sikkim and the officials appointed by the courts, all Investors, and in the case of application in joint names, each of the joint Investors, should mention his/her PAN allotted under the IT Act, irrespective of the amount of the application. CAFs without PAN will be considered incomplete and are liable to be rejected.
6. Investors, holding Equity Shares in physical form, are advised that it is mandatory to provide information as to their savings/current account number, the nine digit MICR number and the name of the bank with whom such account is held in the CAF to enable the Registrar to print the said details in the refund orders, if any, after the names of the payees. Application not containing such details is liable to be rejected.
7. All payment should be made by cheque or demand draft only. Cash payment is not acceptable. In case payment is effected in contravention of this, the application may be deemed invalid and the application money will be refunded and no interest will be paid thereon.
8. Signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in English or Hindi or other specified language and thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/ her official seal. The Investors must sign the CAF as per the specimen signature recorded with our Company.
9. In case of an application under power of attorney or by a body corporate or by a society, a certified true copy of the relevant power of attorney or relevant resolution or authority to the signatory to make the relevant investment under this Issue and to sign the application and a copy of the Memorandum of Association and Articles of Association and / or bye laws of such body corporate or society must be lodged with the Registrar giving reference of the serial number of the CAF. In case the above referred documents are already registered with our Company, the same need not be a furnished again. In case these papers are sent to any other entity besides the Registrar or are sent after the Issue Closing Date, then the application is liable to be rejected. In no case should these papers be attached to the application submitted to the Banker to the Issue.
10. In case of joint holders, all joint holders must sign the relevant part of the CAF in the same order and as per are Renounees, the number of Investors should not exceed three. In case of joint Investors, reference, if any, will be made in the first Investor’s name and all communication will be addressed to the first Investor.
11. Application(s) received from NRs/NRIs, or persons of Indian origin residing abroad for Allotment of Equity Shares shall, inter alia, be subject to conditions, as may be imposed from time to time by the RBI under FEMA, in the matter of refund of application money, Allotment of Equity Shares, interest, export of share certificates, etc. In case an NR or NRI Investor has specific approval from the RBI, in connection with his shareholding, he should enclose a copy of such approval with the CAF. Additionally, applications will not be accepted from

NRs/NRIs in any jurisdiction where the offer or sale of the Rights Entitlements and issue of Equity Shares of our Company may be restricted by applicable securities laws.

12. All communication in connection with application for the Equity Shares, including any change in address of the Investors should be addressed to the Registrar prior to the date of Allotment in this Issue quoting the name of the first/sole Investor, folio numbers and CAF number. Please note that any intimation for change of address of Investors, after the date of Allotment, should be sent to the Registrar and transfer agents of our Company, in the case of Equity Shares held in physical form and to the respective depository participant, in case of Equity Shares held in dematerialized form.
13. SAFs cannot be re-split.
14. Only the person or persons to whom Equity Shares have been offered and not Renouncee(s) shall be entitled to obtain SAFs.
15. Investors must write their CAF number at the back of the cheque /demand draft.
16. Only one mode of payment per application should be used. The payment must be by cheque / demand draft drawn on any of the banks, including a co-operative bank, which is situated at and is a member or a sub member of the bankers clearing house located at the centre indicated on the reverse of the CAF where the application is to be submitted.
17. A separate cheque / draft must accompany each CAF. Outstation cheques / demand drafts or post-dated cheques and postal / money orders will not be accepted and applications accompanied by such cheques / demand drafts / money orders or postal orders will be rejected. The Registrar will not accept payment against application if made in cash.
18. No receipt will be issued for application money received. The Banker to the Issue / Registrar will acknowledge receipt of the same by stamping and returning the acknowledgment slip at the bottom of the CAF.
19. The distribution of the Letter of Offer and issue of Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements in those jurisdictions. Persons in such jurisdictions are instructed to disregard the Letter of Offer and not to attempt to subscribe for Equity Shares.
20. Investors shall be given an option to get the Equity Shares in demat or physical mode.
21. Investors are requested to ensure that the number of Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.

**Do's for non-ASBA Investors:**

1. Check if you are eligible to apply i.e. you are an Eligible Shareholder on the Record Date.
2. Read all the instructions carefully and ensure that the cheque/ draft option is selected in Part A of the CAF and necessary details are filled in.
3. In the event you hold Equity Shares in dematerialised form, ensure that the details about your Depository Participant and beneficiary account are correct and the beneficiary account is activated as the Equity Shares will be allotted in the dematerialized form only.
4. Ensure that your Indian address is available to us and the Registrar and transfer agent, in case you hold the Equity Shares in physical form or the depository participant, in case you hold Equity Shares in dematerialised form.
5. Ensure that the value of the cheque/ draft submitted by you is equal to the (number of Equity Shares applied for) X (Issue Price of Equity Shares, as the case may be) before submission of the CAF.
6. Ensure that you receive an acknowledgement from the collection branch of the Banker to the Issue for your submission of the CAF in physical form.
7. Ensure that you mention your PAN allotted under the IT Act with the CAF, except for Applications on behalf of the Central and the State Governments, residents of the state of Sikkim and officials appointed by the courts.
8. Ensure that the name(s) given in the CAF is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the CAF is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the CAF.
9. Ensure that the demographic details are updated, true and correct, in all respects.

**Don'ts for non-ASBA Investors:**

1. Do not apply if you are not eligible to participate in the Issue the securities laws applicable to your jurisdiction.

2. Do not apply on duplicate CAF after you have submitted a CAF to a collection branch of the Banker to the Issue.
3. Do not pay the amount payable on application in cash, by money order or by postal order.
4. Do not submit the GIR number instead of the PAN as the application is liable to be rejected on this ground.
5. Do not submit Application accompanied with stock invest.
6. Do not submit CAF having the colour of ink specified for another class of Eligible Shareholders.

**Grounds for Technical Rejection for non-ASBA Investors**

Investors are advised to note that applications are liable to be rejected on technical grounds, including the following:

1. Amount paid does not tally with the amount payable.
2. Bank account details (for refund) are not given and the same are not available with the DP (in the case of dematerialized holdings) or the Registrar and transfer agent (in the case of physical holdings).
3. Age of Investor(s) not given (in case of Renouncees).
4. Except for CAFs on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, PAN not given for application of any value.
5. In case of CAF under power of attorney or by limited companies, corporate, trust, relevant documents are not submitted.
6. If the signature of the Investor does not match with the one given on the CAF and for renounce(s) if the signature does not match with the records available with their depositories.
7. CAFs are not submitted by the Investors within the time prescribed as per the CAF and the Draft Letter of Offer.
8. CAFs not duly signed by the sole/joint Investors.
9. CAFs/ SAFs by OCBs not accompanied by a copy of an RBI approval to apply in this Issue.
10. Applications for additional Equity Shares by NR Renouncees.
11. CAFs submitted by Non-Resident Renouncee(s) who are not FIIs, NRIs or RFPIs.
12. Submission of the CAFs to the SCSBs.
13. Submission of plain paper Application to person other than the Registrar to the Issue.
14. CAFs accompanied by stock invest/ outstation cheques/ post-dated cheques/ money order/ postal order/ outstation demand drafts.
15. In case no corresponding record is available with the depositories that match three parameters, namely, names of the Investors (including the order of names of joint holders), DP ID and Client ID.
16. CAFs that do not include the certifications set out in the CAF to the effect that the subscriber does not have a registered address (and is not otherwise located) in any restricted jurisdictions and is authorized to acquire the Rights Entitlements and Equity Shares in compliance with all applicable laws and regulations.
17. CAFs which have evidence of being executed in/dispatched from restricted jurisdictions.
18. CAFs by ineligible Non-Residents (including on account of restriction or prohibition under applicable local laws) and where an Indian address has not been provided.
19. CAFs where our Company believes that CAF is incomplete or acceptance of such CAF may infringe applicable legal or regulatory requirements.
20. In case the GIR number is submitted instead of the PAN.
21. Applications by Renouncees who are persons not competent to contract under the Indian Contract Act, 1872, except applications by minors having valid demat accounts as per the demographic details provided by the Depositories.
22. Multiple CAFs, including cases where an Investor submits CAFs along with a plain paper application.
23. Applications from QIBs, Non-Institutional Investors or Investors applying in this Issue for Equity Shares for an amount exceeding Rs.2,00,000, not through ASBA process.
24. Application by an Eligible Shareholder whose cumulative value of Equity Shares applied for is more than Rs.2,00,000 but has applied separately through SAFs of less than Rs.2,00,000 and has not been undertaken through the ASBA process.

Please read the Draft Letter of Offer and the instructions contained therein and in the CAF carefully before filling in the CAF. The instructions contained in the CAF are an integral part of the Draft Letter of Offer and must be carefully followed. The CAF is liable to be rejected for any non-compliance of the provisions contained in the Draft Letter of Offer or the CAF.



### **Investment by FPIs or FII**

In accordance with the SEBI (FPI) Regulations, the issue of Equity Shares under this Issue to a single FPI or FII should not exceed 10% of the post-issue paid up capital of our Company. In respect of an FII investing in the Equity Shares on behalf of its subaccounts the investment on behalf of each sub-account shall not exceed 5% of the total paid up capital of our Company Applications will not be accepted from FIIs in the United States or its territories and possessions, or any other jurisdiction where the offer or sale of the Rights Entitlements and Equity Shares may be restricted by applicable securities laws.

QIB applicants and other applicants whose application amount exceeds Rs. 2,00,000 can participate in the Issue only through the ASBA process. The applicants who are not QIBs and whose application amount is not more than Rs. 2,00,000 can participate in the Issue through the ASBA process as well as the non ASBA process.

### **Investment by NRIs**

Investments by NRIs are governed by the portfolio investment scheme under Regulation 5(3)(i) of the FEMA Regulations. Applications will not be accepted from NRIs in restricted jurisdictions. Please note that pursuant to the applicability of the directions issued by SEBI vide its circular number CIR/ CFD/ DIL/1/2011 dated April 29, 2011, all Applicants who are QIBs, Non-Institutional Investors or are applying in this Issue for Equity Shares for an amount exceeding Rs.2, 00,000 shall mandatorily make use of ASBA facility.

### **Procedure for Applications by Mutual Funds**

A separate application can be made in respect of each scheme of an Indian mutual fund registered with SEBI and such applications shall not be treated as multiple applications. The applications made by asset management companies or custodians of a mutual fund should clearly indicate the name of the concerned scheme for which the application is being made.

Application made by asset management companies or custodian of a mutual fund shall clearly indicate the name of the concerned scheme for which Application is being made.

Please note that pursuant to the applicability of the directions issued by SEBI vide its circular number CIR/ CFD/ DIL/1/2011 dated April 29, 2011, all Applicants who are QIBs, Non-Institutional Investors or are applying in this Issue for Equity Shares for an amount exceeding Rs.2,00,000 shall mandatorily make use of ASBA facility.

### **Impersonation**

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of subsection (1) of Section 38 of the Companies Act, 2013 read with Section 447 of the Companies Act, 2013 which is reproduced below:

“Any person who makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its Equity Shares; or makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its Equity Shares; or otherwise induces directly or indirectly a company to allot, or register any transfer of, Equity Shares to him, or to any other person in a fictitious name, shall be liable for action under Section 447.”

### **Dematerialized dealing**

Our Company has entered into agreements, each dated March 24, 2014 and March 18, 2014 with NSDL and CDSL, respectively with ISIN: INE319Q01012.

### **Payment by Stock-invest**

## ***Bansal Roofing Products Limited***

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In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated 5 November 2003, the Stockinvest Scheme has been withdrawn. Hence, payment through Stockinvest would not be accepted in this Issue.

### **Disposal of application and application money**

No acknowledgment will be issued for the application moneys received by our Company. However, the Bankers to the Issue / Registrar to the Issue receiving the CAF will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each CAF.

The Board reserves its full, unqualified and absolute right to accept or reject any application, in whole or in part, and in either case without assigning any reason thereto. In case an application is rejected in full, the whole of the application money received will be refunded. Wherever an application is rejected in part, the balance of application money, if any, after adjusting any money due on Equity Shares allotted, will be refunded to the Investor within a period of 15 days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law. Our Company shall also be punishable with a fine which shall not be less than five lakh rupees but which may extend to fifty lakh rupees and every officer of our Company in default shall be punishable with imprisonment for a term of one year or with fine which shall not be less than fifty thousand rupees but may extend to three lakh rupees or with both in accordance with Section 40 (5) of the Companies Act, 2013. For further instructions, please read the CAF carefully.

### **Utilization of Issue Proceeds**

Our Board of Directors declares that:

- (i) All monies received out of the Issue shall be transferred to a separate bank account maintained by our Company as per the provisions of section 40(3) of the Companies Act, 2013;
- (ii) Details of all monies utilized out of the Issue shall be disclosed, and continue to be disclosed till the time any part of the Issue Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
- (iii) Details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
- (iv) Our Company may utilize the funds collected in the Issue only after the basis of Allotment is finalized.

### **Undertakings by our Company**

Our Company undertakes the following:

1. The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily.
2. All the steps for completion of the necessary formalities for listing and commencement of trading at all stock exchanges where the Equity Shares are to be listed are taken within seven working days of finalization of basis of allotment.
3. The funds required for making refunds to unsuccessful applicants as per the mode(s) disclosed shall be made available to the Registrar to the Issue by our Company.
4. Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within 15 days of closure of the Issue giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund.
5. Except as disclosed in section titled "Capital Structure" in this Draft Letter of Offer, no further issue of equity shares affecting our Company's equity capital shall be made till the Equity Shares issued/ offered in the Issue are listed or till the application money are refunded on account of non-listing, under-subscription etc.
6. Our Company accepts full responsibility for the accuracy of information given in this Draft Letter of Offer and confirms that to the best of its knowledge and belief, there are no other facts the omission of which makes any statement made in this Draft Letter of Offer misleading and further confirms that it has made all reasonable enquiries to ascertain such facts.

7. Adequate arrangements shall be made to collect all ASBA applications and to consider then similar to Non-ASBA applications while finalizing the Basis of Allotment.
8. At any given time there shall be only one denomination for the Equity Shares of our Company.
9. Our Company shall comply with such disclosure and accounting norms specified by SEBI from time to time.

### **Minimum Subscription**

If our Company does not receive the minimum subscription of 90% of the Issue (including devolvement of underwriter), our Company shall refund the entire subscription amount received within 15 days from the Issue Closing Date. If there is delay in the refund of the subscription amount by more than eight days after our Company becomes liable to pay the subscription amount (i.e. 15 days after the Issue Closing Date), our Company shall pay interest at the rate of 15% p.a., for the delayed period, as per Rule 3 of the Companies (Prospectus and Allotment of Securities), Rules, 2014.

### **Important**

Please read this Draft Letter of Offer carefully before taking any action. The instructions contained in the CAF are an integral part of the conditions of the Draft Letter of Offer and must be carefully followed; otherwise the application is liable to be rejected.

All enquiries in connection with the Draft Letter of Offer or CAF or Abridged Letter of Offer and requests for SAFs must be addressed (quoting the Registered Folio Number/ DP and Client ID number, the CAF number and the name of the first Equity Shareholder as mentioned on the CAF and super scribed “Bansal Roofing Products Limited - Rights Issue” on the envelope and postmarked in India) to the Registrar to the Issue at the following address:

#### **SHAREX DYNAMIC (INDIA) PRIVATE LIMITED**

Unit-1, Luthra Industrial Premises, Safed Pool,

Andheri Kurla Road, Andheri (East), Mumbai – 400 072

Tel. No.: +91-22 – 2851 5606 / 44

Fax No.: +91-22 – 2851 2885

Website: [www.sharexindia.com](http://www.sharexindia.com)

mail: [sharexindia@vsnl.com](mailto:sharexindia@vsnl.com)

Investor Grievance Email : [bansal.right@sharexindia.com](mailto:bansal.right@sharexindia.com)

Contact Person: Mr. K. C. Ajitkumar

SEBI Regn. No. INR000002102

The Rights Entitlement and the Equity Shares are not intended to be offered or sold to persons in the United States or any other jurisdiction where such offer or sale may be prohibited. The offering to which the Draft Letter of Offer relates is not, and under no circumstances is to be construed as, an offering of any shares or rights to sale in the United States, the territories or possessions thereof, or a solicitation therein of an offer to buy any of the said shares or rights. Accordingly, the Draft Letter of Offer and the CAF should not be dispatched or forwarded to or transmitted in or to, the United States at any time. Our Company and the Lead Manager reserve absolute discretion in determining whether to allow such participation as well as the identity of the persons who may be allowed to do so. Any person who acquires Rights Entitlements or Equity Shares will be deemed to have declared, warranted and agreed, by accepting the delivery of the Draft Letter of Offer, that it is not and that at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States or any other jurisdiction where such acquisition may be prohibited.

The Issue will remain open for a minimum 15 days. However, the Board will have the right to extend the Issue period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date.

**SECTION IX: OTHER INFORMATION**

**MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The contracts referred to in para (A) below (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material have been entered into by our Company.

The contracts together with the documents referred to in para (B) below may be inspected at the registered office of our Company situated at 3/2, Labdhi Industrial Estate, Acid Mill Compound, Ranmukteshwar Road, Pratapnagar, Vadodara-390004, Gujarat between 10.00 a.m. to 5.00 p.m. on any working day from the date of this Letter of Offer until the Issue Closing Date.

**(A) Material Contracts**

1. Issue Agreement dated June 15, 2017 between our Company and the Lead Manager to the Issue.
2. Agreement dated June 15, 2017 executed between our Company and the Registrar to the Issue.
3. Escrow Agreement dated [●] among our Company, the Lead Manager, Escrow Collection Bank(s)/Refund Bank and the Registrar to the Issue.
4. Agreement dated [●] executed between our Company, Lead Manager and the Underwriter to the Issue.

**(B) Material Documents**

1. Certified copies of the updated Memorandum of Association and Articles of Association of our Company as amended.
2. Certified true copy of the Board Resolution dated May 18, 2017 authorizing to the right issue under Section 62(1) (a) of the Companies Act, 2013.
3. Certified true copy of the Board Resolution dated [●] finalizing the Issue Price and the Rights Entitlement Ratio.
4. Consents of our Directors, Company Secretary and Compliance Officer, Statutory Auditors, Lead Manager, Banker to the Issue, Legal Advisor to the Issue and the Registrar to the Issue for inclusion of their names in this Draft Letter of Offer to act in their respective capacities.
5. Audit report dated May 18, 2017 received from M/s. Santlal Patel. & Co, Chartered Accountants, Statutory auditors regarding audited financial statements of our Company for the year ended on 31<sup>st</sup> March, 2017.
6. A Statement of Tax Benefits dated June 01, 2017 received from M/s. Santlal Patel. & Co, Chartered Accountants, Statutory auditors regarding tax benefits available to our Company and its shareholders.
7. Certificate dated June 01, 2017 from M/s. Santlal Patel. & Co, Chartered Accountants, Statutory auditors regarding "*Sources and Deployment of Funds.*"
8. Due Diligence Certificate dated July 10, 2017 addressed to BSE from the Lead Manager.
9. Copy of the letter dated [●] issued by RBI approving the renunciation of rights entitlement.
10. In-principal listing approval dated [●] from SME platform of BSE.

Any of the contracts or documents mentioned in the Draft Letter of Offer may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the Equity Shareholders, subject to compliance with applicable law.

**DECLARATION**

We, hereby declare that, all the relevant provisions of the Companies Act, 1956, Companies Act, 2013 (to the extent notified) and the guidelines issued by the Government of India or the regulations or guidelines issued by the Securities and Exchange Board of India, as the case may be, have been complied with and no statement made in the Draft Letter of Offer is contrary to the provisions of the Companies Act, 1956, Companies Act, 2013 (to the extent notified), the Securities and Exchange Board of India Act, 1992, each as amended or rules made there under or guidelines / regulations issued, as the case may be. We further certify that all the disclosures and statements made in the Draft Letter of Offer are true and correct.

**SIGNED BY THE DIRECTORS AND KEY MANAGERIAL PERSONNEL OF OUR COMPANY:**

<b>Sd/-</b>  <b>Mr. Kaushalkumar S. Gupta</b> <i>Chairman &amp; Managing Director</i> <i>DIN: 02140767</i>	<b>Sd/-</b>  <b>Mrs. Sangeeta K. Gupta</b> <i>Whole-time Director</i> <i>DIN: 02140757</i>
<b>Sd/-</b>  <b>Mr. Satishkumar S. Gupta</b> <i>Whole-time Director</i> <i>DIN: 02140734</i>	<b>Sd/-</b>  <b>Mrs. Shilpa A. Jadeja</b> <i>Non-Executive Independent Director</i> <i>DIN: 06696913</i>
<b>Sd/-</b>  <b>Mrs. Beena P. Bisht</b> <i>Non-Executive Independent Director</i> <i>DIN: 06696882</i>	<b>Sd/-</b>  <b>Ms. Bhavitaben D. Gurjar</b> <i>Non-Executive Independent Director</i> <i>DIN: 06720448</i>
<b>Sd/-</b>  <b>Mr. Chirag Rana</b> <i>Chief Financial Officer</i>	<b>Sd/-</b>  <b>Ms. Krupali Jigishchandra Joshi</b> <i>Company Secretary and Compliance Officer</i>

**Date: - July 10, 2017**

**Place: - Vadodara**