

**NOTICE**

NOTICE is hereby given that the **5th Annual General Meeting** of the Members of **BANSAL MULTIFLEX LIMITED** will be held on Friday, 27th July, 2018 at 3.00 P.M. at the registered office of the company at 72, The Nutan Guj. Co Op Shops and Warehouses Soc. O/S Raipur Gate, Near Laxmi Cotton Mill, Ahmedabad – 380022 Gujarat, to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt :-
 - (a) the audited Standalone Financial Statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon; and
 - (b) the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Suman Anup Bansal (DIN: 06735151) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **Revision in the remuneration of Mr. Anupkumar Bansal (DIN: 06735149), Managing Director of the Company**

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

“RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 203, 188 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, Article of Association of the Company, approval of the members of the Company be and is hereby accorded for revision in remuneration payable to Mr. Anupkumar Bansal (DIN: 06735149), Managing Director of the Company with effect from 1st April, 2018 on the terms and conditions including remuneration as detailed in the explanatory statement.

4. Revision in the remuneration of Mrs. Suman Anup Bansal (DIN: 06735151), Whole-time Director of the Company

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

“RESOLVED THAT pursuant to recommendation of Nomination and Remuneration Committee and approval of the Board of Directors and in accordance with the provisions of Sections 196, 197, 198, 203, 188 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the rules made there under (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013, Article of Association of the Company, approval of the members of the Company be and is hereby accorded for revision in remuneration payable to Mrs. Suman Anup Bansal (DIN: 06735151), Whole-time Director of the Company with effect from 1st April, 2018 on the terms and conditions including remuneration as detailed in the explanatory statement.

Regd. Office:

72, The Nutan Guj. Co Op Shops
And Warehouses Soc. O/s. Raipur Gate,
Near Laxmi Cotton Mill,
Ahmedabad, Gujarat – 380022

Date: 25/05/2018

Place: Ahmedabad

By order of the Board

For, Bansal Multiflex Limited

Sd/-

Anupkumar Bansal

**Chairman & Managing Director
(DIN: 06735149)**

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY/PROXIES NEED NOT BE A MEMBER OF THE COMPANY. Duly completed instrument of proxies in order to be effective must be reached at registered office of the Company not less than 48 hours before the scheduled time of Meeting. A person can act as proxy on behalf of Members not exceeding Fifty and holding in the aggregate not more than 10% of the total share capital of the Company provided a member holding more than 10% of the total share capital may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
2. The statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to the special business to be transacted at the meeting, in annexed hereto.

3. Electronic copy of Annual Report for FY 2017-18 is being sent to all the members whose email IDs. Are registered with the Company/Depository Participant(s) for communication purpose for a Physical copy of the same.
4. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to ensure that the authorized representative carries Power of Attorney or such other valid authorizations, authorizing them to attend and vote on their behalf at the Meeting.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 20th July, 2018 to Friday, 27th July, 2018 (both days inclusive).
6. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangement in which the Directors are interested under Section 189 of the Companies Act, 2013 will be available for inspection at the AGM.
7. Members/Proxies are requested to bring their attendance slips duly filled along with copies of their Annual Report.
8. Brief resume of Directors including those proposed to be appointed / re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships / chairmanships of Board Committees as stipulated under Listing Obligation and Disclosure Requirements Regulations, 2015 are provided in the annexure to the notice calling Annual General Meeting.
9. Members of the Company had approved the Appointment of M/s. Kishor Goyal & Co., Chartered Accountants as the Statutory Auditor of the Company which is valid till 7th AGM of the Company. In accordance with the Companies Amendment Act, 2017, enforced on 7th May, 2018 by Ministry of Corporate Affairs, the Appointment of Statutory Auditors is not required to be ratified at every AGM.
10. Members who hold the shares in the dematerialized form are requested to notify any change of address or bank mandates to their Depositories Participants with whom they are maintaining their demat accounts.
11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company / Registrar of any change in the address or demise of any member as soon as possible. Members are also advised not to leave their demat accounts dormant for long. Periodic statement of holding should be obtained from concerned Depository Participant and holdings should be verified.

12. The Company is having agreements with NSDL and CDSL to enable Members to have the option of dealing and holding the shares of the Company in electronic form. The ISIN of the equity shares of the Company is **INE668X01018**.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every Participant in Securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their accounts.
14. As per Notification issued by Ministry of Corporate Affairs dated 19th of March, 2015 with reference to the Companies (Management and Administration) Rules, 2014 Companies covered under Chapter XB and Chapter XC as per SEBI (ICDR) Regulations, 2009 will be exempted from e-voting provisions. Also, no such provision is available in SME Equity Listing Agreement. Company is covered under Chapter XB as it is a SME Company and listed on Emerge platform of National Stock Exchange of India Limited. Therefore Company is not providing e-voting facility to its shareholders.
15. Members are requested to address all correspondence including change in their addresses, to the Company or to the Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited, E-2/3, Ansa Industrial Estate, Sakivihar Road, Saki Naka, Andheri (E), Mumbai – 400 072; website www.bigshareonline.com. Members whose shareholding is in electronic mode are requested to approach their respective depository participants for effecting change of address.
 - The Shareholders are requested to update the Contact address and E-mail address and are requested to notify immediately any change in their address, exclusively on separate letter without clubbing it with any other request, for quicker attention directly to the Company's Share Transfer Agent.
16. All documents referred to in the accompanying notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours upto date of Annual General Meeting.
17. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours up to the date of the Meeting.



18. Notice of this Annual General Meeting, Audited Financial Statements for 2017-18 along with Directors' Report and Auditors Report are available on the website of the Company at www.bansalmultiflex.com.
19. The route map showing direction to reach the venue of the 5th Annual General Meeting is annexed as per requirement of SS -2 on General Meetings.
20. As a part of "Green Initiative in the Corporate Governance", the Ministry of Corporate has permitted the Companies to serve the documents, namely, Notice of General Meeting, Balance, Statement of Profit and Loss, Auditors's Report, Directors' Report etc. to the members through e-mail.
21. Pursuant to the prohibition imposed vide section 118 of the Companies Act, 2013 read with Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, no gifts/coupons shall be distributed at the Meeting.

**BRIEF RESUME OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT
AT THE 5th ANNUAL GENERAL MEETING**

[Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015]

Particulars	Mrs. Suman Bansal
DIN	06735151
Designation	Whole-time Director
Date of birth	14/11/1974
Date of appointment	27/11/2013
Qualification and experience in specific functional area	She has completed arts graduate in 1995 and she has more than 10 years of experience in the textile and chemical industry. Her responsibilities in the Company encompass the quality control and enhancement, process and customer satisfaction. She supervises the functioning of various departments in the organization such as Sales & Marketing, Estimation, Customer Relationship Management, Purchase, Corporate Communications etc.
Directorship in other companies*	NIL
Membership / Chairmanships of Committee in other Public Companies	NIL
Relationships between directors inter se	Mrs. Suman Anup Bansal is a relative of Mr. Anupkumar Bansal, Ms. Aashi Bansal and Mr. Rajenderkumar Bansal. <i>(Mrs. Suman Anup Bansal is wife of Mr. Anupkumar Bansal, Mother of Ms. Aashi Bansal and Daughter In law of Mr. Rajenderkumar Bansal)</i>
No. of Equity Shares held in the Company	4,02,700 Equity Shares

*Pvt. Companies excluded

Regd. Office:

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Near Laxmi Cotton Mill,
Ahmedabad, Gujarat – 380022

Date: 25/05/2018

Place: Ahmedabad

By order of the Board
For, Bansal Multiflex Limited

Sd/-
Anupkumar Bansal
Chairman & Managing Director
(DIN: 06735149)

**ANNEXURE TO THE NOTICE
EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013)**

The following statement sets out all material facts relating to Special Business mentioned in the accompanying Notice:

Item No. 3:

The Members of the Company at the 3rd Annual General Meeting held on 29th September, 2016 had approved the appointment of Mr. Anupkumar Bansal (DIN: 06735149) as a Managing Director of the Company effective from 30th August, 2016 for a period of 5 years and also approved the remuneration payable to Mr. Anupkumar Bansal (DIN: 06735149) effective from 30th August, 2016.

Based on the performance of Mr. Anupkumar Bansal (DIN: 06735149) as a Managing Director, the members of the Company at the 4th Annual General Meeting held on 28th September, 2017 had approved the revision in remuneration of Mr. Anupkumar Bansal (DIN: 06735149), Managing Director effective from 1st October, 2017.

In terms of rich and varied experience, Mr. Anupkumar Bansal has contributed towards the growth and expansion of the Company. Further, on the recommendation of the Nomination and Remuneration Committee, the Board recommends the revision of remuneration payable to Mr. Anupkumar Bansal for member's approval as described below:

Details of remuneration:

Salary:

Upto Rs. 36,00,000/- (Rupees Thirty Six Lakh Only) per annum.

Total Salary includes:

- Basic Salary
- Commission Payable, if any
- Reimbursement of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
- Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company.
- Other benefits like Gratuity, Provident Fund, Leave etc. as applicable as per rules of the Company.
- Other perquisites and benefits as per the rules of Company.

All other terms and conditions of his appointment remain unchanged.

Mr. Anupkumar Bansal (DIN: 06735149) Managing Director, Mrs. Suman Anup Bansal (DIN: 06735151), Whole-time Director, Mr. Rajendrakumar Bansal (DIN: 07575670), Director and Ms. Aashi Bansal (DIN: 07575667), Director are interested in the above stated matter. No other directors, Key Managerial Personnel of the Company and their relatives, in any way, concerned or interested financially or otherwise in the above said resolutions

The Board recommends the Resolution at Item No.: 3 for approval of the Members.

Item No. 4:

The Members of the Company at the Extra Ordinary General Meeting held on 25th March, 2017 had approved the appointment of Mrs. Suman Anup Bansal (DIN: 06735151) as a Whole-time Director of the Company effective from 25th March, 2017 for a period of 3 years and also approved the remuneration payable to Mrs. Suman Anup Bansal (DIN: 06735151) effective from 25th March, 2017.

Based on the performance of Mrs. Suman Anup Bansal (DIN: 06735151) as a Whole-time Director and on recommendation of the Nomination and Remuneration Committee, the Board recommends the revision of remuneration payable to Mrs. Suman Anup Bansal for member's approval as described below:

Details of remuneration:**Salary:**

Upto Rs. 24,00,000/- (Rupees Twenty Four Lakh Only) per annum.

Total Salary includes:

- Basic Salary
- Commission Payable, if any
- Reimbursement of actual travelling expenses for proceeding on leave with family to anywhere in India or abroad as per rules of the Company.
- Car, Telephone, Cell Phone, PC shall be provided and their maintenance and running expenses shall be met by the Company.
- Other benefits like Gratuity, Provident Fund, Leave etc. as applicable as per rules of the Company.
- Other perquisites and benefits as per the rules of Company.

All other terms and conditions of his appointment remain unchanged.



Mrs. Suman Anup Bansal (DIN: 06735151), Whole-time Director, Mr. Anupkumar Bansal (DIN: 06735149) Managing Director, Mr. Rajendrakumar Bansal (DIN: 07575670), Director and Ms. Aashi Bansal (DIN: 07575667), Director are interested in the above stated matter. No other directors, Key Managerial Personnel of the Company and their relatives, in any way, concerned or interested financially or otherwise in the above said resolutions

The Board recommends the Resolution at Item No.: 4 for approval of the Members.

Regd. Office:

72, The Nutan Guj. Co Op Shops
And Warehouses Soc. O/s. Raipur Gate,
Near Laxmi Cotton Mill,
Ahmedabad, Gujarat – 380022

Date: 25/05/2018**Place: Ahmedabad**

By order of the Board
For, Bansal Multiflex Limited

Sd/-
Anupkumar Bansal
Chairman & Managing Director
(DIN: 06735149)

BANSAL MULTIFLEX LIMITED

Regd. Office: 72, The Nutan Guj. Co - Op Shops and Warehouses Soc. O/s. Raipur Gate, Near Laxmi Cotton Mill, Ahmedabad - 380022 Gujarat

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L36100GJ2013PLC077651
Name of the company:	BANSAL MULTIFLEX LIMITED
Registered office:	72, The Nutan Guj. Co Op Shops and Warehouses Soc., O/s. Raipur Gate, Near Laxmi Cotton Mill, Ahmedabad, Gujarat - 380022.

Name of the member(s):

Registered address:

Email Id:

Folio No./Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

BANSAL MULTIFLEX LIMITED

Regd. Office: 72, The Nutan Guj. Co - Op Shops and Warehouses Soc. O/s. Raipur Gate, Near Laxmi Cotton Mill, Ahmedabad - 380022 Gujarat

ATTENDANCE SLIP

Full name of the Member attending: _____

Name of Proxy: _____

I hereby record my presence at the Annual General Meeting being held on **Friday, 27th July, 2018** at **03.00 P.M.** at 72, The Nutan Guj. Co Op Shops and Warehouses Soc. O/s. Raipur Gate, Near Laxmi Cotton Mill, Ahmedabad - 380022 Gujarat.

Regd. Folio No. _____

DP ID* _____

Client ID* _____

No. of Shares Held _____

Member's Proxy's Signature

(To be signed at the time of handling over the slip)

* Applicable for members holding shares in dematerialized form.

Note: Persons attending the Annual General Meeting are requested to bring their Copies of Annual Report.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 5th Annual general meeting of the company, to be held on Friday, 27th July, 2018 at 03.00 P.M. at the registered office of the Company situated at 72, The Nutan Guj. Co Op Shops and Warehouses Soc. O/S Raipur Gate, Near Laxmi Cotton Mill, Ahmedabad, Gujarat - 380022 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	To receive, consider and adopt :- (a) the audited Standalone Financial Statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon; and (b) the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon.
2.	To appoint a Director in place of Mrs. Suman Anup Bansal (DIN: 06735151) who retires by rotation and being eligible, offers herself for re-appointment.
3.	Revision in the remuneration of Mr. Anupkumar Bansal (DIN: 06735149), Managing Director of the Company.
4.	Revision in the remuneration of Mrs. Suman Anup Bansal (DIN: 06735151), Whole-time Director of the Company.

Signed this..... day of..... 2018.

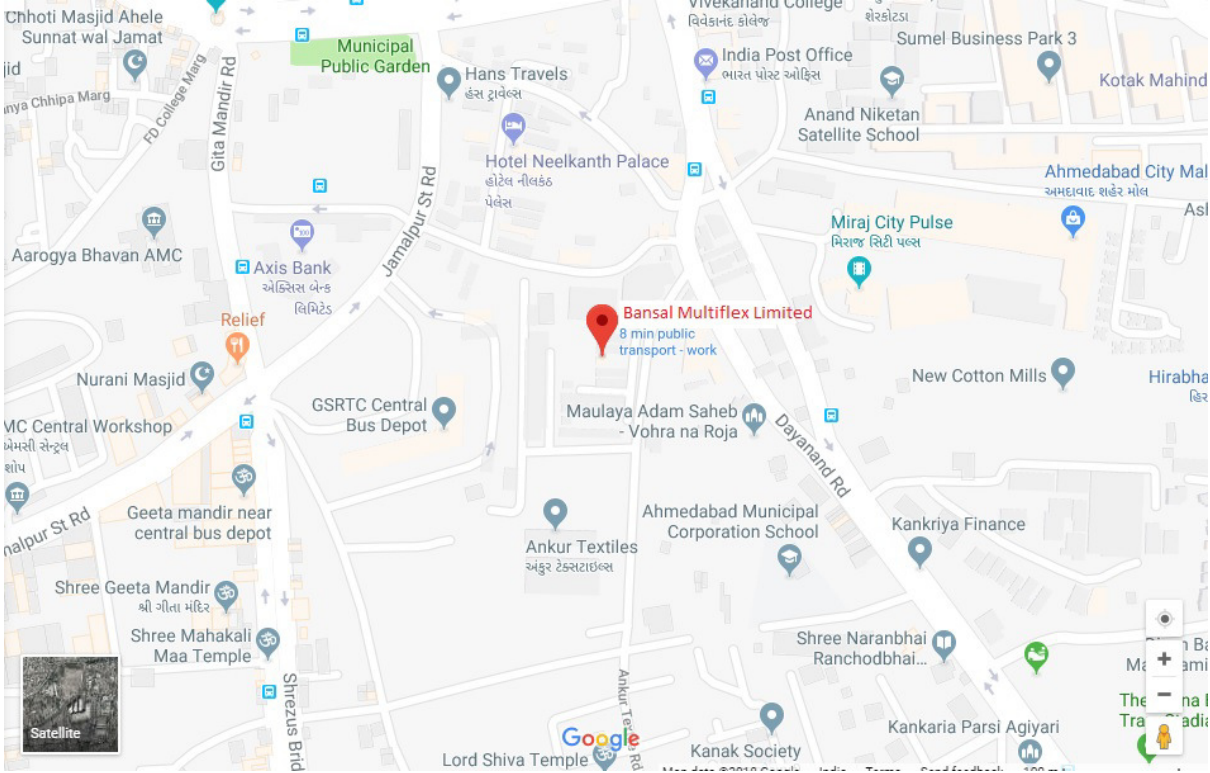
Affix Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ROUTE MAP FOR AGM VENUE



BANSAL MULTIFLEX LIMITED

72, The Nutan Guj. Co Op Shops and Warehouses Soc. O/s. Raipur Gate,
Near Laxmi Cotton Mill, Ahmedabad - 380022