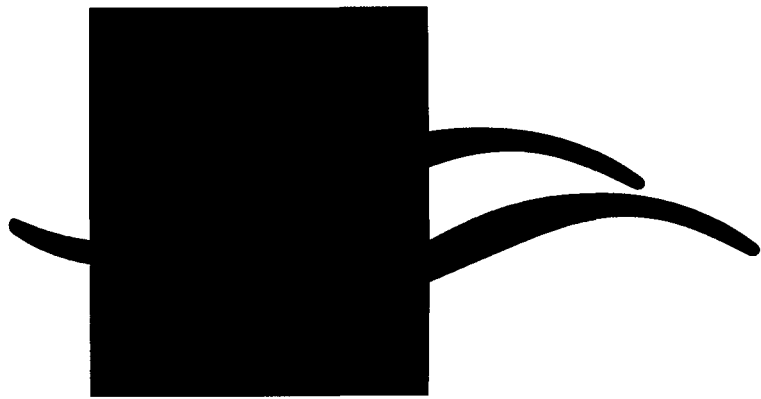


# 27th ANNUAL REPORT

## 2011 - 2012



**BLS Infotech Ltd.**

1. BOARD OF DIRECTORS : Mr. S.K.SARAOGI – Managing Director  
Mr. A.DHANANIA – Director  
Mr. T.CHOWDHURY – Director  
Ms. KAVITA SARAOGI – Director  
(Since Resign)  
Mr. BIBHAS BERA – Director
2. COMPANY SECRETARY : Mr. A.NARAYAN
3. AUDITORS : RANJIT JHA & ASSOCIATES  
Chartered Accountants  
Kolkata
4. SOLICITORS : MUKHERJEE ASSOCIATES  
SOLICITORS & ADVOCATES  
KOLKATA
5. BANKER : FEDERAL BANK
6. REGISTERED OFFICE : 1/1A, UPPER WOOD STREET,  
KOLKATA-700017
7. REGISTRARS & SHARE TRANSFER AGENT : M/s S.K.INFO SOLUTIONS (P) LTD.  
34/1A, Sudhir Chatterjee Street,  
Kolkata-700006



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## NOTICE

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the shareholders of M/s BLS INFOTECH LTD will be held on Friday, the 21st September 2012 at 9.30A.M at CD28 Saltlake, Sector-1, Kolkata-700064 to transact the following business :-

### **Ordinary Business :-**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and the Statement of Profit & Loss for the year ended on that date together with the Reports of Directors and Auditors' thereon.
2. To appoint a Director in place of Mr. T. Chowdhury who retires by rotation and being eligible, offers herself for re- appointment.
3. To appoint Auditors of the Company and to fix their remuneration.

### **Special Business :-**

4. To consider and if thought fit to pass with or without modification the following resolution as an ordinary resolution :

"RESOLVED that Mr. Bibhas Bera who has given his consent in writing be and is hereby appointed as a Director of the Company, whose period in the office shall be subject to retirement by rotation."

Date : 18th August, 2012  
Registered Office :  
1/1A, Upper Wood Street,  
Kolkata – 700 017

By Order of the Board  
(**SUSHIL K SARAOGI**)  
Managing Director

### **NOTES :**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY / PROXIES IN HIS / HER STEAD AND A PROXY NEED NOT BE A MEMBER. A PROXY TO BE EFFECTIVE SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HRS BEFORE THE MEETING. A PROXY FORM IS ENCLOSED HEREWITH.
2. The register of the members and Share transfer Books of the Company shall remain closed from 18th September, 2012 to 21st September, 2012. (Both days inclusive)
3. Details under clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Director seeking appointment / re-appointment at the Annual General Meeting are annexed hereto.
4. An Explanatory Statement pursuant to Sec. 173(2) of the Companies Act, 1956. is annexed hereto.
5. Members are requested to notify any change in their mailing address forthwith.
6. Members who are holding shares in identical order of names and address in more than one account are requested to intimate the Company, the Ledger Folio of such accounts with Share Certificate to enable the Company to consolidate their holding into one account. The Share certificate will be duly returned after making necessary endorsements thereon.

7. Members desiring any information on the accounts at the Annual General Meeting may kindly write to the Company at least 7 days in advance, so as to enable the company to keep the information ready.
8. Members are requested to kindly bring their copies of the Report and Accounts to the meeting.
9. Members who hold shares in dematerialized form are requested to bring their Client ID & DP ID Numbers for easy identification for attendance at the meeting.
10. Corporate Members intending to send their authorised representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
11. Members holding shares in Physical mode may avail the facility of nomination in respect of the Shares held by them pursuant to amendments in Companies Act, 1956. The prescribed Form No.2B may be obtained from RTA of the Company M/s S.K.Infosystems (P) Ltd., 34/1, Sudhir Chatterjee Street, Kolkata-700006.
12. SEBI vide its circular dated 27.04.2007 and 25.06.2007 has made it mandatory w.e.f 02.07.2007 for every participants in Security/Capital Market to furnish PAN No. therefore, members holding Shares in Physical mode are requested to furnish their PAN No. alongwith a photocopy of their PAN card to the Company/their RTA.

**INFORMATION REQUIRED TO BE FURNISHED UNDER CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT**

NAME OF DIRECTOR	Mr T. Chowdhury	Mr Bibhas Bera
1. Date of Birth :	01/03/1972	30/04/1960
2. Date of Appointment :	04/06/2002	03/01/2012
3. Qualification :	B.Com	B.Com
4. Expertise in specific Functional area :	Marketing	Finance
5. Directorship in other Public Companies :	NIL	NIL
6. Chairmanship/ Membership in Committees in other Limited Companies :	NIL	NIL
7. Shareholding as on 31.03.2012 :	NIL	NIL

**EXPLANATORY STATEMENT PURSUANT TO SEC 173(2) OF THE COMPANIES ACT, 1956**

Mr. Bibhas Bera was appointed as an additional Director of the Company during the year and his term in the office is due to expire at the conclusion of the forth coming Annual General Meeting. Meanwhile the Company has received a notice from a member u/s 257 of the act proposing to move a resolution for appointment of Mr. Bibhas Bera. Mr. Bera has been actively participating in the operation of the Company's business and your Director recommended for adoption of the resolution as set out under terms no 4 of the agenda.

None of the Director other then Mr. Bibhas Bera is personally interested or concerned in this resolution.

## DIRECTORS' REPORT

Your Directors take pleasure in presenting the 27th Annual report and the Audited Statement of Accounts for the year ended 31<sup>st</sup> March 2012.

The financial results of the Company's operation during the year under review and those of the previous year are given below.

## FINANCIAL RESULTS

	(Rs. In Lacs)	
	Current Year ended on 31.03.2012	Previous year on 31.03.2011
Gross Revenue	1,796.70	9,088.07
Other Income	22.09	17.40
Total	1,818.79	9,105.47
Less : Expenditure	2,357.49	8,663.10
Gross Profit/(Loss)	(538.70)	442.37
Less : Depreciation	31.55	433.65
Net Profit / (Loss) before Tax	(570.25)	8.72
Less : Provision for Income Tax & FBT	—	1.62
Add : Deferred Tax	167.16	63.84
Net Profit / (Loss) after tax (PAT)	(403.09)	70.94
Add : Balance B/F from Previous Year	136.52	65.58
	(266.57)	136.52
Less : Adj. for Earlier Year Income Tax	—	—
Balance carried to Balance Sheet	(266.57)	136.52
Earning Per Share	0.00	0.00

## DIVIDEND

There being a resultant Loss during the year, your Directors have decided not to recommend any dividend for the year ended.

## REVIEW OF OPERATIONS

During the year under review, the company incurred serious fall in revenue due to prevailing uncertainty in the Capital market which resulted in a negative return on capital, your directors are however optimistic about regaining the position through diversification and concentration of its focus on it training and solution which has a wide prospect.

## DIRECTORS

Sri T. Chowdhury, Director of the company retires by rotation at the forthcoming Annual General Meeting and being eligible offers herself for re-appointment.

Mr. Bibhas Bera who was appointed as an additional Director during the year retires at the conclusion of the forth coming Annual General Meeting. Whereas the Company has received a notice u/s 257 of the Companies

Act, 1956 from a member proposing appointment of Mr. Bera as a rotational Director in the forth coming Annual General Meeting particulars of Directors seeking appointment / re-appointment has been detailed in the notice to Notice convening the Annual General Meeting in due Compliance of Clause 49 of the Listing Agreement.

During the year Mrs. Kavita Saraogi, Director of the Company vacated her office through resignation due to her other engagements. The Directors puts on record its sincere appreciation of the valuable guidance offered by Mrs. Saraogi during the tenure of her office.

## **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to requirements under section 217(2AA) of the Companies Act, 1956 with respect to Directors Responsibility Statement it is hereby confirmed that:-

- a) in the preparation of Annual Accounts for the Financial Year 2011-2012 the applicable Accounting Standards had been followed and no material departures have been made from the same;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and the profit and loss of the company for that period;
- c) to the best of their knowledge and information , they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities ; and
- d) they have prepared the Annual Accounts on a going concern basis.

## **DEPOSITS**

The company has not accepted and / or renewed any deposit from the public during the period nor was their any carried forward balance at the end of year.

## **AUDITORS & THEIR REPORT :**

The Auditors of the Company M/s. Rajendra Chowdhury & Co. Chartered Accountant vacated the office consequent to the sudden demise of the proprietor Mr. Rajendra Chowdhury. In the casual vacancy caused thereby M/s. Ranjit Jha & Associates, Chartered Accountants were appointed in terms of Section 224 of the companies Act, 1956 who retires at the conclusions of the next Annual General Meeting. The retiring Auditors M/s. Ranjit Jha & Associates, Chartered Accountants, being eligible after themselves for re-appointment and have notified that such reappointment will be within the limits prescribed u/s 224(1B) of the Act. The reports of the Auditors when read with the notes forming point of the audited statements of Accounts are self explanatory and needs no elaboration.

The reports of the Auditors when read with the notes on Accounts are self explanatory and need no further explanation.

## **COMPLIANCES**

The Company did not default in the payment of interest and / or repayment of loan to any of the financial Institutions and / or banks during the period under review.

## CORPORATE GOVERNANCE

Your Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance, as provided under the amended Clause 49 of the Listing Agreement with the Stock Exchanges, are duly complied with.

A separate report on Corporate Governance along with auditors' certificate for its due compliance and Managements' Discussion and Analysis are annexed hereto and form part of this Annual Report.

## CORPORATE SOCIAL RESPONSIBILITY (CSR)

Your company is committed to play its role as an enlightened corporate citizen and continued to earmark activities for Social and inclusive Development mainly in the area of education, particularly education of primary children.

During the year under review, your Company in collaboration with employees of the Company, for supporting NGOs/charitable organizations working in the fields of education, health, environment and child welfare, provided financial aid to these organizations.

## STATUTORY INFORMATION:

### (1) CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION

The company being engaged in non- manufacturing activities , the information required under the provisions of section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the report of the Directors) Rules 1988, relating to conservation of energy, etc is not required. The particulars of Foreign Exchange earnings and outgo are given hereunder:-

### (2) FOREIGN EXCHANGE INCOME AND OUTGO

	<u>Current Year</u>	<u>Previous Year</u>
Foreign Exchange Earned :	Rs. NIL	Rs. NIL
Foreign Exchange Outgo :	Rs. NIL	Rs. NIL

### (3) EMPLOYEES PARTICULARS

The company having no employee drawing salaries in excess of Rs. 24,00,000 p.a. or Rs.2,00,000 per month for a part of the year, the provisions U/S 217(2A) of the Companies Act, 1956 are not attracted.

## PERSONNEL/INDUSTRIAL RELATIONS

During the period under review, your company maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinting efforts of the employee have enabled your Company to remain at the forefront of the industry. Your Directors record their appreciation for their hard work and efficiency.

## APPRECIATION

We wish to place on record our appreciation for the continued assistance and co-operation extended to the Company by the Government of India, State Governments, Financial Institutions and Banks, dealers and customers, shareholders and to all others who are continuing their assistance to the Company.

Place : Kolkata  
Date : 18th August, 2012

For and on behalf of the Board  
**SUSHIL K SARAOGI**  
(MANAGING DIRECTOR)



## ANNEXURE A1 TO THE DIRECTORS REPORT REPORT ON CORPORATE GOVERNANCE FOR THE YEAR 2011-2012

### 1. COMPANY'S PHILOSOPHY

The company believes in adopting such management and Governance practices which will ensure the principles of full transparency and accountability and thereby protect the interest of the stakeholders. The Directors consider themselves as the trustees of the shareholders and strictly believes in the right of the shareholders to get fullest information on the Company's performances. They acknowledge their responsibility towards the shareholders for creation as well as safeguarding their wealth.

The provisions under clause 49 of the listing Agreement and to some extent the provisions of Section 297A of the Companies Act, 1956, lays down basic principles and procedure and formalities of good Corporate Governance which are mandatory for the Corporate management. BLS Infotech Ltd recognizes the importance of such corporate governance and always endeavors to achieve the highest level of Corporate Governance through all disclosures and transparency in its dealing with employees, shareholders, creditors, customers, and all other stake holders.

During the year under review, the company continued its endeavor to achieve their objectives by means of adoption and monitoring Corporate Strategies, prudent business plans and pursued such policies and procedure to satisfy its ethical responsibilities.

### 2. BOARD OF DIRECTORS

The Board of Directors comprises of 4 Directors and all of them are having extensive and varied experience in their respective fields. In due compliance with Clause 49 of the listing Agreement with the Stock exchanges details regarding the composition of Board of Directors is as follows :

#### (i) Composition & Category of Directors

The Board of Directors of your company as on 31<sup>st</sup> March 2012 consisted of four Directors as under :

Name of Directors	Designation	Category
Mr. S.K.Saraogi	Managing Director	Executive
Mr. A. Dhanania	Director	Non-Executive & Independent
Mr. T. Chowdhury	Director	Non-Executive & Independent
Mrs. Kavita Saraogi (Since Resigned)	Director	Non-Executive & Independent
Mr. Bibhas Bera	Director	Non-Executive & Independent

The Board has an optimum combination of Executive and Non Executive Directors and more than two third of the Board comprises of Independent Directors. The Company did not have any pecuniary relationship or transaction with the Non Executive Independent Directors during the year. The Independent Directors are not related with the promoters or with the persons occupying the management position at the Board level or any level below the Board. They were neither in employment of the company for the last three years nor were related with the company in a capacity as suppliers, service providers, lessors, lessees or customers of the company which might have affected their in dependency. None of the Directors are holding any substantial shares of the company individually or jointly with others.

#### (ii) Attendance at the Board Meeting & the last Annual General Meeting Directorship & Chairmanships/ Membership in other Boards/Board Committees :

Name and category of the Directors on the Board, their attendance at Board meetings held during the period, number of Directors and committee Chairmanships/ Memberships held by them in other public limited companies are given below. Other Directorships do not include alternate Directorships, Directorship in Private Limited Companies, and Companies under Section 25 of the Companies Act, 1956 and of the Companies incorporated outside India. Chairmanship/ Membership of Board committee relates to only Audit and Shareholders' Grievances Committee.

Name of Directors	Category	No. of Board Meetings		Whether attended last AGM held on 19th Sept. 2011	No. of Directorship in other Public Ltd Companies	No. of Committee positions held in other Public Ltd Companies	
		Held during tenure	Attended			As Chairman	As Member
Mr. S.K.Saraogi	Chairman cum Managing Director	7	6	Yes	nil	nil	nil
Mr. A.Dhanania	Non Executive & Independent	7	6	Yes	nil	nil	nil
Mr. T.Chowdhury	Non Executive & Independent	7	6	Yes	nil	nil	nil
Mrs. Kavita Saraogi (Since Resigned)	Non Executive & Independent	6	3	Yes	nil	nil	nil
Mr. Bibhas Bera (Since appointed on 03.01.2012)	Non Executive & Independent	2	2	No	nil	nil	nil

None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 committees as specified in Claus 49, across all the Companies in which he is a Director. The Directors have made necessary disclosure regarding committee positions held in other public limited companies as on 31st March, 2012.

(iv) **Number & Dates of Board Meetings**

During the period under review, there had been 7 (Seven) Board meetings held as follows :

Sl.No	Date of Board Meeting	No. of Directors Present
1	30.04.2011	3
2	30.07.2011	3
3	16.08.2011	4
4	30.09.2011	3
5	29.10.2011	3
6	03.01.2012	4
7	30.01.2012	3

**3. BOARD PROCEDURE**

The Board of Directors meet from time to time to transact such business in respect of which the attention and sanction of the board is required. There is a well laid procedure of sending to all the Directors due notice of the meetings accompanied by detailed agenda papers sufficiently in advance. The Directors freely express their views and seek clarification on various points concerning the respective business of the meeting and decision taken in such meetings are duly and correctly implemented without any reservation and are recorded in the minute's book maintained for the purpose. The Directors hold their offices strictly in compliance with the provisions the Companies Act, 1956 and the provisions of the Articles of Association of the Company.

**4. BOARD COMMITTEE**

The Board of Directors has three (3) Committees of Directors to assist the Board in discharging its responsibilities towards strategic supervision;

The said committees are: Audit Committee, Share Transfer Investor Grievance Committee and Remuneration Committee.

**5. AUDIT COMMITTEE**

The Audit Committee of the Board of Directors has been constituted in line with the provisions Section 292A of the Companies Act, 1956, read with Clause 49 of the Listing Agreement. The members of the committee are Mr. T. Chowdhury, Chairman, Mr.A.Dhanania & Mr. B. Bera and each one of them is adequately versed in finance & matters relating to Company Law and Accounts.