

Bala Techno Global Limited

Annual Report
2014

BALA TECHNO GLOBAL LIMITED

BOARD OF DIRECTORS

ANIL KUMAR SAHA
DULICHAND KAREL
GAUTAM MEHRA
NARAYAN CHANDRA BISWAS

BANKERS

ORIENTAL BANK OF COMMERCE

AUDITORS

U.NARAIN & COMPANY
CHARTERED ACCOUNTANTS
35, CHITTARANJAN AVENUE,
5TH FLOOR, ROOM NO. 25/6
CALCUTTA – 700 012

REGISTERED OFFICE

FALTA INDUSTRIAL GROWTH CENTRE
SECTOR – IV, FALTA,
DIST. 24, PARGANAS (SOUTH)
WEST BENGAL

CORPORATE OFFICE

P-22, C.I.T. ROAD,
SCHEME – 55,
KOLKATA – 700 014

NOTICE

NOTICE is hereby given that the 26th Annual General Meeting of the Members of Bala Techno Global Limited will be held at Company's Registered Office at Falta Industrial Growth Centre, Sector-IV, Falta, Dist. 24 Parganas (South), West Bengal on Monday , the 29th September, 2014 at 9.30 a.m. to transact the following business :

ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2014 and the Profit and Loss Account for the Year ended on that date and the Reports of the Directors and Auditors' thereon.
2. To appoint a director in place of Shri Anil Kumar Saha(DIN:01698716), who retires by rotation and is eligible for reappointment
3. To appoint a director in place of Shri Narayan Chandra Biswas (DIN:05277504), who retires by rotation and is eligible for reappointment
4. To appoint U.Narain & Co. (FRN:000935C) as Statutory Auditors of the Company to hold office from the conclusion of this meeting untill conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s), the following transaction as a **Special Resolution**:-

“RESOLVED THAT in supersession of resolution passed by the members on 26th February 2014 and in accordance with the provisions of Section 42 & 62 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and other relevant rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) and enabling provisions of the Memorandum & Articles of Association of the company, Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to the provisions of the applicable rules, regulations, Guidelines issued by the Securities and Exchange Board of India (SEBI) under SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**“SEBI ICDR Regulations”**) and other applicable rules, regulations, clarifications and/or guidelines, if any, of SEBI and such other authorities as may be applicable and as amended till date and subject to the requisite approvals or consents, if any, of the Central Government, Reserve Bank of India, Stock Exchanges, SEBI, Banks and Financial Institutions and any other appropriate authorities, institutions, bodies under any other applicable laws, statutes, rules and Regulations for the time being and from time to time in force and/or such other approvals, permissions or sanctions as may be prescribed or imposed by any of them in granting any such approval, permissions or sanctions and which may be agreed to by the Board of Directors of the company (hereinafter referred to as the **“Board”** which term shall be deemed to include any duly authorized committee thereof for the time being exercising the powers conferred on the Board by this

resolution), the consent of the Company be and is hereby accorded to the Board to offer/issue/allot on preferential basis to the following promoters of the Company 4,78,000 Equity Shares of Rs. 10/- at par, on such terms and conditions as the Board may in its absolute discretion think fit and decide :

Name of the allottees	Address	No. of Shares
City Desk Finance Pvt. Ltd	P-22, C.I.T Road, Scheme-55, Kolkata-70014	2,39,000
Cross Finance Pvt. Ltd.	P-22, C.I.T Road, Scheme-55, Kolkata-70014	2,39,000

RESOLVED FURTHER THAT the Relevant Date as per Regulation 71(a) of the SEBI ICDR Regulations on preferential issue as amended upto date, for the determination of minimum price, for the issue of equity shares is 29th August ,2014, being the date prior to 30 days before the date of passing this resolution.

RESOLVED FURTHER THAT the Equity Shares issued and allotted on preferential basis to the above named promoters shall rank pari passu in all respect with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Equity shares so issued and allotted as above, shall be listed and traded on all the Stock Exchanges where the existing shares of the company are listed.

RESOLVED FURTHER THAT the Equity Shares shall be allotted within a period of fifteen (15) days from the date of passing of this special resolution provided that where the allotment of Equity Shares is pending on account of pendency of any approvals for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of fifteen (15) days from the date of such approval or such other extended period as may be permitted under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (including any committee thereof) be and is hereby authorized to do all acts, deeds, matters and things as it may in its discretion deem necessary , proper or desirable and take all such steps, measures and decide upon all consequential measures (including settlement of any questions, difficulties, doubts that may arise in regard to the preferential issue of shares as may be required) to give effect to the above resolution.”

Corporate office :
P-22, C.I.T Road, Scheme-55
Kolkata – 700 014
Date: 29th August,2014

By Order of the Board
For **Bala Techno Global Ltd**

Gautam Mehra
Director

NOTES

1. A member entitled to attend and vote at the Annual General Meeting is also entitled to appoint proxy to attend and vote instead of himself/herself and a proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not less than Forty Eight hours before the commencement of the Annual General Meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 22nd September,2014 to 29th September ,2014 (both days inclusive).
3. For the convenience of Members, an Attendance Slip is annexed to the Proxy form. Members are requested to affix their signature as registered with the company at the space provided therein and handover the Attendance Slip at the entrance to the place of the Meeting.
4. Members holding shares in the Dematerialized and Physical mode are requested to intimate / send the following to facilitate better servicing :
 - (a) Any change in their address / name
 - (b) Share Certificates held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into a single account .
 - (c) All changes pertaining to their Bank details, ECS, mandates, nominations, power of attorne / etc. be informed to their depository participant and to the Company's Registrars and Share Transfer Agents Niche Technologies Private Limited, D-511. Bagree Market, 71, B.R.B. Basu Road, Kolkata – 700 001 . Tel No. (033)2235-7270/7271, 2234-3576 , Telefax No.- (033) 2215 6823, E-mail : .Changes intimated to the depository participant will then be automatically reflected in the Company's records, which will help the Company and its Registrar and Transfer Agents to provide efficient and better service to the Members. Shareholders are hereby intimated that under instructions from the Securities and Exchange Board of India, furnishing of bank particulars by the shareholders has become mandatory.
5. Members are requested to bring their Attendance/Admission slips and Annual Reports to the Meeting .
6. Copy of the documents referred to in the notice are available for inspection at the Registered Office of the Company during office hours on all working days except Saturday, between 11.00 a.m. to 1.00 p.m. prior to the date of Annual General Meeting.
7. Shareholders may kindly note that trading in equity shares of the company are under compulsory dematerialisation form. Members are requested to approach their Depository Participant to dematerialise of Equity Shares of the Company.
8. In terms of Provision of sections 72 of the Companies Act,2013,nomination facility is now available to individual shareholder.The shareholders who are desirous of availing this facility may kindly write to the company at its Corporate Office at P-22,C.I.T Road,Scheme-55,Kolkata-700014 or to its Registrar and Share Transfer Agents at the above.

9. Members are requested to note that the Ministry of Corporate Affairs has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliance by the companies after considering sections 2,4,5 and 81 of the Information Technology Act,2000 for legal validity of Compliance under Companies Act through electronic mode. The Department of posts has discontinued the postal facility “Under Certificate of Posting “ vide letter dated 23.02.2011.Keeping in view of this, services of documents may be made through electronic mode provided the Company has obtained email address of its members for sending the notice /documents including Annual Report through email. To support this green initiative of the Government in full measure, members who have not registered their email address so far , are requested to register their E-mail address to their respective Depository Participant and to the Company or its Registrar and Share Transfer Agent.

10. The Equity Shares of the Company are listed on Stock Exchange at Bombay. The Annual Listing Fee for the year 2014 – 15 has been paid to the Stock Exchange.
11. **Details pursuant to clause 49 of the listing agreement with regard to Directors seeking appointment / reappointment at the ensuing Annual General Meeting on 29th September , 2014.**

1	Name of Director	Shri Anil Kumar Saha	Shri Narayan Chandra Biswas
2	Date of Birth	01.01.1953	02.01.1961
3	Date of Appointment	25.09.1998	28.03.2012
4	Qualification	Graduate	Graduate
5	Expertise in Executive Functional Area	He has over 30 years experience in Accounts, Finance and Administration.	He has over 20 years experience in Accounts, Finance and legal matter
6	List of Companies in which Directorship held.	None	None
7	Chairman / Members of the Committee of the Board of Company's on which he is a Director.	None	None
8	Shareholding in the Company	69296	180000

12. Voting through Electronic means :

- I. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the AGM, and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
- II. Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under, Members are requested to follow the instruction below to cast their vote through e-voting:
- III **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on 23rd September, 2014 at 10 AM and ends on 25th September, 2014 at 6 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 22.08. 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website [www. evotingindia .com](http://www.evotingindia.com) during the voting period
 - (iii) Click on "Shareholders" tab.
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to [www. evotingindia .com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio Number prefix by “0” (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr / Mrs / Smt / Miss / Ms / M/s etc. <p>Example: (1) Mr. V. N. Swami and Folio Number is S/0245, the PAN will be VN000S0245 (2) M/s. 4-square Company Ltd. and Folio Number is C-0052 the PAN will be 4S000C0052</p>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none">Please enter the DOB or Bank Account Number in order to login.If both the details are not recorded with the depository or company then please enter in the Dividend Bank Details field the Number of Shares Held by you as on Cut-Off Date (Record Date) of 22nd August, 2014.

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant Bala Techno Global Limited on which you choose to vote.

- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Institutional Shareholders :**
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.co.in and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to www.helpdesk.evoting@cdsl.com After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to www.helpdesk.evotingindia@cdslindia.com

- 13 . Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at mbanthia2010 @ gmail.com with a copy marked to helpdesk @ cdsindia.com on or before September 25, 2014, upto 6 pm. without which the vote shall not be treated as valid
14. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 22-August-2014.
15. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 22-August-2014.
16. The shareholders shall have one vote per equity share held by them as on the cut-off date (record date) of 22-August-2014. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
17. Mr. Manoj Kumar Banthia of M/S MKB & Associates, SHANTINIKETAN, 5th Floor, Room No. 511, 8, CAMAC STREET, Kolkata – 700017 (Membership No. 11470) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblocks the votes in the presence of at least two (2) witness not in the employment and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairmen of the Company.
19. The results shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizer's Report shall be placed on the website of CDSL within two (2) days of passing of the resolution at the AGM of the Company and communicated to the Bombay Stock Exchanges.
20. The investors may contact Mr. Tapan Paul, Compliance Officer for redressal of their grievances/queries. For this purpose, they may either write to him at the Registered office address or e-mail their grievances/queries to Mr. Tapan Paul, Compliance Officer at the following e-mail address: balatechnoglobal@gmail.com.
21. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business as set out above is annexed hereto