

# **Bala Techno Industries Limited**

***Annual Report***  
**2014**

# **BALA TECHNO INDUSTRIES LIMITED**

## **BOARD OF DIRECTORS**

**C.P MEHRA**  
CHAIRMAN

**ASHOK MEHRA**  
MANAGING DIRECTOR

**S.A. HUSSAIN**  
**B.B.BHATTACHARYA**  
**SANJAY KHANNA**  
**ANIL KUMAR SAHA**  
**MINA ROY**

## **BANKERS**

UNITED COMMERCIAL BANK  
ORIENTAL BANK OF COMMERCE

## **AUDITORS**

**U.NARAIN & COMPANY**  
CHARTERED ACCOUNTANTS  
35, CHITTARANJAN AVENUE  
5<sup>TH</sup> FLOOR, ROOM NO. 25/6  
KOLKATA 700012

## **FACTORY AND REGISTERED OFFICE**

PLOT NO. B4 & B5  
FALTA INDUSTRIAL GROWTH  
CENTRE  
SECTOR – III, 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 23<sup>rd</sup> Annual General Meeting of the Members of Bala Techno Industries Limited will be held at Company's Registered Office at Falta Industrial Growth Centre, Sector-III, Falta, Dist. 24 Parganas (South), West Bengal on Tuesday, the 26<sup>th</sup> August, 2014 at 9.30 a.m. to transact the following business :

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31<sup>st</sup> 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 C.P Mehra (DIN NO:00573363) who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a director in place of Shri Sanjay Khanna (DIN NO: 00573230) who retires by rotation and being eligible, offers himself 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 until conclusion of the next Annual General Meeting and to fix their remuneration.

### **SPECIAL BUSSINESS**

5. To consider and if thought fit, to pass with or without modification , the following resolution as an ordinary resolution:  
  
"RESOLVED that Shri Anil Kumar Saha (DIN NO: 01698716) who was appointed as an Additional Director of the Company under Section 161(1) of the Companies Act,2013 and who holds office till the conclusion of the Annual General Meeting be and is hereby appointed as director of the Company liable to retire by rotation."
6. To consider and if thought fit, to pass with or without modification , the following resolution as an ordinary resolution:  
  
"RESOLVED that Smt. Mina Roy (DIN NO: 00597374) who was appointed as an Additional Director of the Company under Section 161(1) of the Companies Act,2013 and who holds office till the conclusion of the Annual General Meeting be and is hereby appointed as director of the Company liable to retire by rotation."

Corporate Office :  
P-22,C.I.T Road  
Scheme-55  
Place : Kolkata – 700 014

**By Order of the Board**  
**For Bala Techno Industries Ltd.**

Date : 17<sup>th</sup> May ,2014

**Anil Kumar saha**  
**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 19<sup>th</sup> August ,2014 to 26<sup>th</sup> August ,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, 5<sup>th</sup> Floor, 71, B.R.B. Basu Road, Kolkata – 700001. Tel No. (033) 2235-7270/7271 2234-3576, Fax-No. (033) 2215-6823, E-mail : nichetechpl@nichetechpl.com .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 provisions of Section 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 address

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 Mumbai. 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 reappointment in the ensuing Annual General Meeting on 26<sup>th</sup> August, 2014 .**

1	Name of Director	Shri C.P Mehra	Shri Sanjay Khanna	Shri Anil Kumar Saha	Smt. Mina Roy
2	Date of Birth	05.11.1955	2.10.1961	01.01.1953	31.03.1950
3	Date of Appointment	19.09.1990	29.12.2005	30.03.2014	30.03.2014
4	Qualification	Commerce Graduate	B.A	Graduate	Graduate
5	Expertise in Executive Functional Area	(i) Promoter/ Director of the company (ii) Having more than three decades experience in Textile Industry (iii) Vast experience in General Administration, Marketing and Financial Management	He has over 20 years experience in commercial and Financial Management	He has over 30 years experience in Accounts, Finance and Administration	She has over 20 years experience in Accounts, Finance and Administration
6	List of Companies in which Directorship held.	Pacific Cotspin Limited	None	Bala Techno Global Limited	1) Texas Textile & Industries Limited 2) Leeds Industries Limited
7	Chairman / Members of the Committee of the Board of Company's on which he is a Director.	None	None	Member of Audit Committee, Remuneration Committee and Shareholder Grievance Committee of Bala Techno Global Limited	None
8	Shareholding in the Company	NIL	NIL	157208	NIL

**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 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 20-August-2014 at 10 AM and ends on 22-August-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) of 11-July-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, select the Company Name "**Bala Techno Industries Ltd.**" from the drop down menu and click on "SUBMIT"
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<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"> <li>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.</li> </ul> <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>
<b>DOB</b>	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.
<b>Dividend Bank Details</b>	<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"> <li>Please enter the DOB or Bank Account Number in order to login.</li> <li>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 11-July-2014.</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.

- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) **Note for Institutional Shareholders :**
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://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 [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.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](mailto: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.
- (xx) 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](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
13. Mr. Manoj Kumar Banthia of M/S MKB & Associates, SHANTINIKETAN, 5<sup>th</sup> 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.
14. 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.

15. 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 listed Stock Exchanges.
16. Notice of Annual General Meeting will be sent to those shareholders / beneficial owners whose name will appear in the register of the members / list of beneficiaries received from the depositories as on 11-July-2014.
17. 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 11-July-2014.
18. 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: balatechnoindustries@gmail.com.
19. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business as set out above is annexed hereto

## **ANNEXURE TO THE NOTICE**

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

### **ITEM NO 5 & 6**

The Board of Directors of the company appointment Shri Anil Kumar Saha (DIN NO: 01698716) and Smt. Mina Roy (DIN NO: 00597374) on 30.03.2014 as Additional Director of the Company. In terms of Section 161(1) of the Companies Act, 2013 read with Articles, Shri Anil Kumar Saha and Smt. Mina Roy will hold office of Additional Director upto the date of the ensuing Annual General Meeting. The Company has received notice in writing from members for each of them under Section 160 of the Companies Act, 2013 signifying their intention to propose them as Directors of the Company.

The Board considers that having regard to their wide knowledge and experience, it will be in the interest of the company to appoint them as Directors of the Company.

The Director recommend the passing of Resolution contained in item no. 5 & 6 of the accompanying notice.

None of the Directors other than Shri Anil Kumar Saha and Smt. Mina Roy is interested or concerned in this resolution.

Corporate Office:  
P-22, C.I.T Road, Scheme-55  
Place: Kolkata-700014  
Date: 17<sup>th</sup> May, 2014

**By order of the Board  
For Bala Techno Industries Ltd.**

Anil Kumar Saha  
**Director**