

BOARD OF DIRECTORS :

Shri Shiv Bhagwan Bagaria Shri Navneet Khemani Shri C.V. Prithvi Raj Shri Jugal Kishore Jethalia Shri Sanjay Kumar Bagaria Shri Chetan Kumar Bagaria Shri Shiv Ratan Bagaria Chairman Director Director Director Director Director Director

REGISTERED OFFICE :

5-4-100 & 101/A, M. D. Road, Secunderabad - 500 003.

FACTORY :

Survey No. 10, Gaddapotharam Village, Medak Dist. Andhra Pradesh

AUDITORS :

M/s. Dagliya & Company Chartered Accountants 5-5-9/13, 2nd Floor, Srinivasa Building, Ranigunj, Secunderabad - 500 003.

BANKERS :

Dena Bank M.G. Road, Secunderabad - 500 003.

{r]| NOTICE: Notice is hereby given that the Tweith Annual General Meeting of the members of the Company will be held on Monday, the 30th day of September, 2002 at 10:00 A.M at Agrasen Trust Hall, 5-8-512/517-A2, Abids Road, Hyderabad - 500 001 to transact the following business **ORDINARY BUSINESS:** To consider and adopt the Audited Balance Sheet as at 31st March, 2002 and the Profit and 1. Loss Account for the year ended on that date together with the Reports of Board of Director's and Auditor's thereon. To appoint a Director in place of Shri Navneet Khemani, who retires by rotation and being 2. eligible, offers himself for re-appointment. To appoint a Director in place of Shri Chetan Kumar Bagaria, who retires by rotation and 3. being eligible, offers himself for re-appointment.

To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass, with or without modifications, the following resolution as an Ordinary resolution :

"RESOLVED THAT Shi' Shiv Ratan Bagaria who was appointed as an Additional Director by the Board under Section 260 of the Companies Act, 1956 and who holds office until the date of Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 257 of the Companies Act, 1956 proposing his candidature for the post of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation."

6.

4

To consider and if thought fit, to pass, with or without modifications, the following resolution as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 31 and other applicable provisions, if any of the Companies Act, 1956; the existing Articles of Association of the Company be and are hereby attered by addition of new Article No. 5A after the existing Article No. 5 of the Articles of Association of the Company as under, for providing facility of holding of shares in de-materialised form by the shareholders :

Article - 5A : For the purpose of this Article :

) "Beneficial Owner" shall have the meaning assigned thereto in Section 2 of the Depositeries Act, 1996.

"Depositories Act" shall mean the Depositories Act, 1996 or any statutory modification(s) or re-enactment thereof.

"Depository" means a Company formed under the Companies Act, 1956, and which has been granted a certificate of registration to act as a depository under Securities and Exchange Board of India Act, 1992.

"SEBI" means Securities Exchange Board of India and "Security" means such security as may be specified by SEBI from time to time.

- ii) Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its securities and to offer securities in a dematerialized form pursuant to the Depositories Act, 1996.
- iii) Every person subscribing to/acquiring securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a

3

| person who is the beneficial owner of the securities can at any time opt out of a dispositor Act, and the Company shall, in the manner and within the time presented, issue to belieticial owner the required certificates of securities. If a person points to hold his securities with a depository, the Company shall intimate at depository the details of allotment of the security and, on receipt of the information, depository shall enter in its record the name of the allottee as the beneficial owner of socurities. (v) All socurities theid by the depository shall be domaterialized and held in a tungble to Nothing contained in Section 553, 1534, 1536, 1876, 1876, 1872, and 320 of the Act stating ap to a depository in respect of the securities held by it on behalt of the beneficial owners. (v) All socurities and the bit end to be the registered ownerfor the purpose of effecting trans of ownership of securities on behalt of the beneficial owner. (v) Save as otherwise provided in (a) above, the depository are registered as the penetic of ownership of securities of the depository shall be deemed to be the registered owner of the securities and not have any volting rights or any other rights in respect of the approximation of users in the records of the depository shall be deemed to be a member of the Company The beneficial owner of the securities shall be demed to be a member of the Company the securities the by a depository. (c) Every person holding securities of the Company and whose name is entered as the panellic owner in the records of the depository shall be demed to be a member of the Company the member of the company and whose name is entered as the panellic owner in the records of the depository shall be demed to be a member of the Company the method is whose name is entered as the panellic owner in the records of the depository shall be demed to be a member of the Company to the depository the records of a securitis sheld by a depository. (vi) Notwith | And | |
|--|--|---|
| Act, and the Company shall, in the manner and within the time prescribed, issue to beneficial owner the required certificates of securities. If a parson opts to hold his securities with a depository, the Company shall intimate as depository shall enter in its record the name of the allottee as the befield owner of solutifies. IV) All socurities held by the depository shall be dematerialized and held in a fungible for Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372 of the Act shall ap to a depository in respect to the socurities held by the observation of the Act or these for the Act of the Section grane of owner/of solutions of solutions of the Act of the Section grane of owner/of the Section shall be deemed to be the registered owner for the purpose of effecting trans of owner/hold for socurities on behalf of the beneficial owner. (b) Save as otherwise provided in (a) above; the 'depository as the registered owner of socurities shall no thave any voting rights or any other rights in respect of the securities hall be deemed. (c) Every person holding securities of the Company and whose name is entered as the benefic owner. (c) Every person holding securities of the Company and whose name is entered as the benefic owner. (d) Every person holding securities of the company and whose name is entered as the benefic owner in the records of the depository shall be deemed to be a member of the Company The beneficial owner's of the securities shall be privated to all the rights and benefits and subject to all the liabilities in respect of the securities is which are held by a depository. vi) Notwithstanding anything in the Act or these Articles the contrary, where securities is held by a depository. vii) Nothing contained in Section 188 of the Act or these Articles shall beply to a transfer or discustee as the depository in the Section in the Act or these Articles and benefic owners of a depository. viii) Nothing c | per | son who is the beneficial owner of the securities can at any time opt out of a depositor |
| beneficial owner the required certificates of securities. If a parson opts to kold his securities with a depository, the Company shall intimate as depository shall enter in its record the name of the allottee as the beneficial owner of securities. IV) All securities held by the depository shall be demateritelized and held in a tungible for Nothing contained in Sections 153, 153A, 153B, 187B, 187C and 372 of the Act shall ap to a depository in respect of the securities held by it or behalf of the beneficial owner. IV) All securities needs to be the registered owner for the purpose of effecting trans of ownership of securities on behalf of the beneficial owner. IV) Save as otherwise provided in (a) above, the depository as the registered owner for the purpose of effecting trans of ownership of securities on behalf of the beneficial owner. IV) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities have any voting rights or any other rights in respect of the Company The beneficial owner of the depository shall be deemed to be the Company and whose name is entered as the benefit owner of the securities shall not have any voting rights or any other rights in the depository. VI) Notwithstanding anything in the Act or these Articles to the contrary, where securities is held in a depository, the records of the securities, which are held by a depository. VI) Notwithstanding anything in the Act or these Articles the contrary efforts and subject to all the liabilities in respect on distance both of whom are entered as benefit owners in the records of a depository. VI) Notwithstanding anything in the Act or these Articles while are held by a depository where securities is a depository. VII) Notwithstanding anything in the Act or these Articles whall apply to a transfer securities is all be deemed to be the Regist | if p | ermitted by law, in respect of any security in the manner provided by the Depositorie |
| depository the details of allotment of the security and, on receipt of the information, depository shall enter in its record the name of the allottee as the berieficial owner of securities. iv) All securities held by the depository shall be dematerialized and held in a tungible for Nothing contained in Sections 153, 153A, 153B, 137B, 137C and 372 of the Xet shall ap to a depository in respect of the securities held by to obshalf of the betraftidal owner. v) a) Notwithstanding anything to the contrary contained in the Act or these Articles depository shall be deemed to be the registered owner for the purpose of effecting trans of ownership of securities on behalf of the beneficial owner. (b) Save as otherwise provided in (a) above, the depository as the registered owner of a securities shall not have any voting rights or any other rights in respect of the accurities held by it. (c) Every person holding securities of the Company and whose name is entered as the beneficial owner, in the records of the depository shall be deemed to be a member of the Company The beneficial owner of the securities shall be antitled to all the rights and benefits and subject to all the liabilities in respect of his securities which are held by a depository. vi) Notwithetanding anything in the Act or these Articles to the contrary, where securities i held in a depository, the records of electronic mode or by delivery of floppies or dis via depository, the company by means of electronic mode or by delivery of floppies or dis securities effected by a transferor and transferce both of whom are entered as beneficial owners in the records of a depositor. vii) Nothing contained in the Act or these Articles where securities are dealt with by depository, the Company shall infimate the deals thereof to the depository immediately allotment of such securities issued by the Company shall securities and index of Members a Securities for the purpose of these Articles and the Act. < | Act ber | , and the Company shall, in the manner and within the time prescribed, issue to the neticial owner the required certificates of securities. |
| securities Nothing contained in Sections 153, 1534, 1538, 1876, 1876, 1876 and 372 of the Act shall ap to a depository in respectfor the securities held by it on sehall of the beneficial owners. a) Notwithstanding anything to the contrary contained in the Act or these Articles depository shall be deemed to be the registered owner for the purpose of effecting trans of ownership of securities on behalf of the beneficial owner. (b) Save as otherwise provided in (a) above, the depository as the registered owner of securities shall not have any voting rights or any other rights in respect of the accurities how the depository shall be deemed to be a member of the Company and whose name is entered as the benefic owner in the records of the depository shall be deemed to be a member of the Company the the registered owner of the securities shall not have any voting rights or any other rights in respect of the Act or these Articles, which are they by it. (c) Every person holding securities of the Company and whose name is entered as the benefic owner in the records of the depository shall be deemed to be a member of the Company The beneficial owner of the securities, which are they by a depository. vi) Notwithstanding anything in the Act or these Articles, which are they by a depository. vii) Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer securities of a depository. viii) Nothing contained in Section 108 of the Act or these Articles where securities are deat with bidepository, shall be deemed to be the depository immediately altored as benefic owners in the records of a depository. viii) Nothing contained in the Act or these Articles, where securities are deat with bidepository and head of such securities. ix Nothing contained in the Act or these Articles, where securities having distinct numbers for securities issued by the Company shall epoly to the securities held in depository. v | der | pository the details of allotment of the security and, on receipt of the information, th |
| iv) All securities held by the depository shall be dematerialized and held in a tungible for Nothing contained in Sections 153, 1538, 1538, 1878, 187C and 372 of the Act shall ap to a depository in respect of the securities held by it on behalf of the beneficial owners. v) a) Notwithstanding anything to the contrary tooritahied in the Act or these 'Articles depository shall be deemed to be the registered owner for the purpose of effecting trans of ownership of securities on behalf of the beneficial owner. (b) Save as otherwise provided in (a) above, the 'depository as the registered owner for the securities shall not have any voting rights or any other rights in respect of the securities half of the depository shall be deemed to be a member of the securities shall not have any voting rights or any other rights in respect of the securities half of the depository shall be deemed to be a member of the company and whose name is entered as the benefic owner in the records of the depository shall be deemed to all the rights and benefits and subject to all the liabilities in respect of this securities, which are held by a depository. vi) Notwithstanding anything in the Act or these Articles to the contrary, where securities the depository on the Company by means of electronic mode or by delivery of flopplea or dis will. vii) Notwithstanding anything in the Act or these Articles, where securities are dealt with by depository the Company shall interact the depository. viii) Nothing contained in Section 108 of the Act er these Articles, where securities are dealt with by depository the Company shall interact for the depository the Company shall interact for the depository withed a labele's instanced by a depository under it adoption; the Company shall interact for the depository under it adoption; the Company shall here details thereof of the depository under it depository. viii) Nothing contained in the Act or these Articles regarding necessity of heving dis | · · · · · · · · · · · · · · · · · · · | |
| v) a) Notwithstanding anything to the contrary contained in the Act or these Articles depository shall be deemed to be the registered owner for the purpose of effecting trans of ownership of securities on behalf of the beneficial owner. (b) Save as otherwise provided in (a) above; the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities in by it. (c) Every person holding securities of the Company and whose name is entered as the beneficial owner, in the records of the depository shall be deemed to be a member of the Company The beneficial owner of the securities shall be antitled to all the rights and benefits and subject to all the liabilities in respect of his securities, which are held by a depository. vi) Notwithstanding anything in the Act or these Articles the contrary, where securities held in a depository the records of the Act or these Articles shall apply to a transfer securities effected by a transferration for the depository. vii) Notwithstanding anything in the Act or these Articles, where securities are dealt with by depository the Company shall infimate the details thereof to the depository immediately allotment of auch securities. (x) Nothing contained in the Act or these Articles, where securities are dealt with by depository, the Company shall infimate the details thereof to the depository immediately allotment of auch securities. (x) Nothing contained in the Act or these Articles regarding necessity of having distinct numbers for securities issued by the Company shall infimate the details thereof to the securities held in depository. x) The Registrar and Index of Beneficial owners, maintained by a depository under the depository. x) The Registrar and Index of Beneficial owners, maintained by a depository under the depository. x) The Registrar and Index of Beneficial owners, maintained by a depository under the depository.<!--</td--><td>iv) All No</td><td>securities held by the depository shall be dematerialized and held in a fungible form thing contained in Sections 153, 153A, 153B, 187B, 187C and 372 of the Act shall appl</td> | iv) All No | securities held by the depository shall be dematerialized and held in a fungible form thing contained in Sections 153, 153A, 153B, 187B, 187C and 372 of the Act shall appl |
| securities shall not have any voting rights or any other rights in respect of the securities hey it. (c) Every person holding securities of the Company and whose name is entered as the benefic owner in the records of the depository shall be deemed to be a member of the Compan The beneficial owner of the securities shall be entitled to all the rights and benefits and benefits and subject to all the liabilities in respect of his securities, which are held by a depository. vi) Notwithstanding anything in the Act or these Articles to the contrary, where securities held in a depository, the records of the beneficial ewnership may be served by su depository on the Company by means of electronic mode or by delivery of flopples or dis vii) Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer securities effected by a transferor and transferee both of whom are entered as benefic owners in the records of a depository. viii) Notwithstanding anything in the Act or these Articles, where securities are dealt with by depository, the Company shall intimate the details thereof to the depository immediately allotment of stuch securities. ix) Nothing contained in the Act or these Articles regarding necessity of having distinct numbers for securities issued by the Company shall apply to the securities held in depository. x) The Registrar and Index of Beneficial owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members a Security holders for the purposes of these Articles and the Act. Ev Order of the Beard, for BALAJI GALVANISING INDUSTRIES LIMITT Place: Secunderabad | v) a) Postata diej | Notwithstanding anything to the contrary contained in the Act or these Articles, pository shall be deemed to be the registered owner for the purpose of effecting transfer |
| (c) Every person holding securities of the Company and whose name is entered as the beneficial owner of the securities shall be deemed to be a member of the Company The beneficial owner of the securities shall be entitled to all the rights and benefitia and subject to all the liabilities in respect of his securities, which are held by a depository. vi) Notwithstanding anything in the Act or these Articles to the contrary, where securities held in a depository, the records of the beneficial ownership may be served by su depository on the Company by means of electronic mode or by delivery of floppies or dis vii) Notwithstanding anything in the Act or these Articles shall apply to a transfer securities effected by a transferor and transferee both of whom are entered as benefic owners in the records of a depository. viii) Notwithstanding anything in the Act or these Articles, where securities are dealt with by depository the Company shall intimate the details thereof to the depository immediately allotment of such securities. ix) Nothing contained in the Act or these Articles, where securities are dealt with by depository. xiii) Nothing contained in the Act or these Articles, where securities are dealt with by depository immediately allotment of such securities. ix) Nothing contained in the Act or these Articles regarding necessity of having distinct numbers for securities lesued by the Company shall apply to the securities held in depository. x) The Registrar and Index of Beneficial owners, maintained by a depository under the Depository immediately allotners for the purposes of these Articles and the Act. Ey Order of the Beard; for BALAJI GALVANISING INDUSTRIES LIMITI Depositories Act, 1996, shall be deemed to be the Register and Index of Members a Security holders for the purposes of these Articles and the Act. | Sec | curities shall not have any voting rights or any other rights in respect of the securities he |
| owner in the records of the depository shall be deemed to be a member of the Compa The beneficial owner of the securities shall be entitled to all the rights and benefits and subject to all the liabilities in respect of his securities, which are held by a depository. vi) Notwithstanding anything in the Act or these Articles to the contrary, where securities held in a depository, the records of the beneficial ownership may be served by su depository on the Company by means of electronic mode or by delivery of Roppies or dis vii) Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer securities effected by a transferor and transferee both of whom are entered as benefit owners in the records of a depository. viii) Notwithstanding anything in the Act or these Articles, where securities are dealt with by depository the Company shall intimate the details thereof to the depository immediately allotment of such securities. ix) Nothing contained in the Act or these Articles regarding necessity of having distinct numbers for securities issued by the Company shall epply to the securities held in depository. x) The Registrar and Index of Beneficial owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members a Security holders for the purposes of these Articles and the Act. | en de la companya de | 그는 그는 사람이 가지 않았다. 지난 것이 아님, 이는 것은 것은 것이 가지 않지 않지 않아? 것이 나는 것이 같아. 이 것이 가지 않았다. 이 것이 가지 않아요. 이 가지 않아요. 이 가지 않아요. |
| held in a depository, the records of the beneficial ewnership may be served by su depository on the Company by means of electronic mode or by delivery of floppies or dis vii) Nothing contained in Section 108 of the Act or these Articles shall apply to a transfer securities effected by a transferor and transferee both of whom are entered as benefic owners in the records of a depository. viii) Notwithstanding anything in the Act or these Articles, where securities are dealt with by depository, the Company shall intimate the details thereof to the depository immediately allotment of such securities. ix) Nothing contained in the Act or these Articles regarding necessity of heaving distinct numbers for securities issued by the Company shall apply to the securities held in depository. x) The Registrar and Index of Beneficial owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members a Security holders for the purposes of these Articles and the Act. By Order of the Beard; for BALAJI GALVANISING INDUSTRIES LIMITI (SHIV BHAGWAN BAGARIA) Chairman | ow Th | ner in the records of the depository shall be deemed to be a member of the Compan e beneficial owner of the securities shall be entitled to all the rights and benefits and b |
| securities effected by a transferor and transferee both of whom are entered as benefic owners in the records of a depository. viii) Notwithstanding anything in the Act or these Articles; where securities are dealt with by depository the Company shall intimate the details thereof to the depository immediately allotment of such securities. ix) Nothing contained in the Act or these Articles regarding necessity of heving distinct numbers for securities issued by the Company shall apply to the securities held in depository. x) The Registrar and Index of Beneficial owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members a Security holders for the purposes of these Articles and the Act, Ety Order of the Board, for BALAJI GALVANISING INDUSTRIES LIMITI for BALAJI GALVANISING INDUSTRIES LIMITI Place: Secunderabad | Des É c he l | d in a depository, the records of the beneficial ewnership may be served by suc |
| viii) Notwithstanding anything in the Act or these Articles, where securities are dealt with by depository the Company shall intimate the details thereof to the depository immediately allotment of such securities. ix) Nothing contained in the Act or these Articles regarding necessity of having distinct numbers for securities issued by the Company shall apply to the securities held in depository. x) The Registrar and Index of Beneficial owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members a Security holders for the purposes of these Articles and the Act, By Order of the Board, for BALASI GALVANISING INDUSTRIES LIMITI | Sec | curities effected by a transferor and transferee both of whom are entered as beneficia |
| numbers for securities issued by the Company shall apply to the securities held in depository. x) The Registrar and Index of Beneficial owners, maintained by a depository under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members a Security holders for the purposes of these Articles and the Act. By Order of the Board; ter BALAJI GALVANISING INDUSTRIES LIMITI (SHIV BHAGWAN BAGARIA) Chairman | der | twithstanding anything in the Act or these Articles, where securities are dealt with by pository, the Company shall intimate the details thereof to the depository immediately o |
| x) The Registrar and Index of Beneficial owners, maintained by a dependitory under the Depositories Act, 1996, shall be deemed to be the Register and Index of Members a Security holders for the purposes of these Articles and the Act. By Order of the Beard, for BALAJI GALVANISING INDUSTRIES LIMITING THE BALAJI GALVANISING INDUSTRIES LIMITING Place: Secunderabad | ิกม | mbers for securities issued by the Company shall apply to the securities held in |
| Depositories Act, 1996, shall be deemed to be the Register and Index of Members a Security holders for the purposes of these Articles and the Act. Ter BALAJI GALVANISING INDUSTRIES LIMITI (SHIV BHAGWAN BAGARIA) Place: Secunderabad | | Meet 가는 사람이라도 그는 것 가격했다. 아버지는 것은 것으로 있는 것 같은 것은 것은 것 같은 것은 사람이 있는 것 같은 사람이 있는 것을 것 같이 있는 것을 했다. 것 |
| Hace: Secunderabad | De | positories Act, 1996, shall be deemed to be the Register and Index of Members an |
| Place: Secunderabad | an the state | e l'ar le complete de la complete de general de la complete de la complete de la complete de la complete de la |
| emate : l'action de la sone proprior tracégies production de la fone tel programation de la sone de la sone de riggiest e la sone de la sone de riggiest de la sone de riggiest de la sone de riggiest de la sone de Place: Secunderabad | national legen A | an - 1809.20 a co-200 o |
| re free a break base doct the second and the second second and the (SHIV, BHAGWAN, BAGARIA) Place: Secunderabad | tter, ^a r sis | เล่น และเหลือ เหลือเหลือนการประเทศไป ตรูกิสภาพปี สุรภิณฑรมี (การสุดภาพยุปิยก) |
| re for us the state base destructions are used to refer the (SHIV, BHAQWAN, BAGARIA) Place: Secunderabad | e de la participation | |
| Place: Secunderabad | vi ik tre ∦tav | of the solution of the second of the solution (SHV, BHAGWAN, BAGARIA) |
| | ce: Secund ed: 30.08.2 | lerabad 2002 Medium Media Melliashi Seljaraban jeljas sederu u remoje angeleti se 2002 Belov Sasterse od pada na soverski filosovna i televena jeljas poli |
| | | |
| | and the second | un Marken (normality) - and a start (marken the party day to a product of the start of the start and the start of the |
| | | The second second second second s second second s second second se |
| 4 | | |
| n en | | T |

•

`.₄

| A CALL | |
|---|----|
| NOTES: Concernent of the approximate sector of the terms of the theory of the terms of the terms of the attention | N |
| 。(1) 自动建筑中的建筑和中国、中国和市民、中国和市民、中国和市民、中国和市民、市场和国际、中国、国际、市民、市场、市民、市场、市民、市场、市民、市场、市场、市场、市场、市场、市场、市场、市场、市场、市场、市场、市场、市场、 | |
| A person entitled to attend and vote at the meting is entitled to appoint a Proxy to attend | 1. |
| and vote for himself and such proxy need not be a member. | |
| Provide at the Company Vision of the Company Vision and the Company Company Form duly executed about the Company | 0 |

- Proxy Form duly executed should be deposited at the Registered Office of the Company atleast FORTY EIGHT hours before the commencement of the meeting.
- 3. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Item nos: 4 & 5 is attached hereto. a beincone say each and a state of the odd says of the od
- 4. The Register of Members and Share Transfer Books shall remain closed from 25th September to 30th September, 2002(Both days inclusive) for the purpose of Annual General Meeting.
- 5. The Company has appointed the following as Share Transfer Agent and Depository Registrars :

M/s NICHE TECHNOLOGIES PRIVATE LIMITED, C-444, Bagree Market, 71, B.H.B.B Road, Kolkata - 700 001. Phone Nos: 234 2318 / 235 3070; FAX - 033-215 6823. All correspondence in respect of Shares may be made to the Registrars.

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

Item No. 2

In terms of the requirement of the Listing Agreement, brief profile of Shri.Navneet Khemani Director, proposed to be re-appointed is given below:

Shri Navneet Khemani was born on 26.05.1962 and he passed his Mechanical Engineering Degree from Jadavpur University. He has rich experience in Steel, Plastics businesses. Your Board of Directors recommend his reappointment to continue to avail of his valuable services.

Except Shri. Navneet Khemani, no other Director is interested in the resolution.

Item No<mark>.</mark> 3

In terms of the requirement of the Listing Agreement, brief profile of Shri.Chetan Kumar Bagaria, Director, proposed to be re- appointed is given below:

Shri Chetan Kumar Bagaria aged about 22 years is a Commerce graduate from St. Xavier's College. Kolkata. He is the young entrepreneur who has joined the family business and is full of zeal and ideas. He would be an asset to the Company to infuse and adopt new technologies, systems in the working of the Company.

Your Board of Directors recommend his reappointment to continue to avail of his valuable services.

Except Shri. Chetan Kumar Bagaria, no other Director is interested in the resolution.

Item No. 4

The Company was incorporated with the nominal value of each share in the capital at Rs. 10/each. With the advent of era for holding shares in demat form in electronic mode and Company also deciding to trade the shares in demat form only, the Articles of Association are proposed to be amended to provide for dematerlisation of shares held by the members. Hence the resolution in item no. 1 is proposed to alter the Articles by addition of new Article 5A. after the existing

5

Article 5. The new set of Articles is available for inspection at the Registered office of the Company during business hours on all working days.

Members are requested to approve the resolution and avail the facility of dematerlisation.

None of the Directors is in any way concerned or interested in the resolution except to the extent of shares to be demat by them.

Item No. 5

Shri. Shiv Ratan Bagaria was appointed as Additional Director as per provisions of Section 260 of the Companies Act, 1956 and he ceases to hold office at the Annual General Meeting.

Shri.Shiv Ratan Bagaria is a Commerce Graduate and is a Businessman with over 21 years of business based at Kolkata in the similar line of manufacturing of galvanized wire.

Your Board recommends that with his appointment, Company will be immensely benefited with his experience.

The Company has received notice from a member alongwith a deposit of Rs. 500/- proposing the candidature of Shri Shiv Ratan Bagaria for the office of Directorship of the Company liable to retire by rotation.

6

None of the Directors is in any way concerned or interested in the resolution

By Order of the Board, for BALAJI GALVANISING INDUSTRIES LIMITED

(SHIV BHAGWAN BAGARIA) Chairman

Place: Secunderabad Dated: 30.08.2002

| and the second | | | | |
|---|---|---|--|---|
| | Internet internet internet internet. | n dhan a ballan Wallan ann an bhain bhain bhain | | - 86/ |
| DIRECTOR | S' REPORT | | anasinas as seisen ne <mark>stienen</mark> eisson es as se | |
| To, The Members | ensa kanger ing | igen (det) – Xute XWB | - Thereagner Alia - 名目記の時間。 Ministella Heal - 村山内市にの1993年 | |
| | ng Industries Limited | | ALE ATTURISMUSICITY STA | |
| Your Directors h | ave pleasure in prese | nting the 12th Annu | al Report of your Company to 2002: In the Market of Article | ether with th |
| 1. FINANCI | AL RESULTS: The Fi | nancial year results | for the year are as under: | 5.1 |
| | e wiqta barrinka | petro con as o | araa laan ahaa ahaa ah | 91. /1g |
| SANT SANG CONTRACTOR | n de las marendas englas Anteste la seconda da s | · 이상가 이 · · · · · · · · · · · · · · · · · · | | Lacs) |
| Net Sales | e e la deservició de la composition de | | | |
| | se in stock | | | |
| Other Income | | 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1 | | 4.86 |
| the second second | | | 126.64 | 63.71 |
| Manufacturing/O | perating Expenses | $ _{X_{n+1}} = \sum_{i=1}^{n-1} _{X_{n+1}} = \sum_{i=1}^{n-1} _{X_{n+1}} = \sum_{i=1}^{n-1} $ | 124.12 | 78.86 |
| | e Pinancial Expenses | & Depreciation | 24587 12412 24587 12412 2458 | (-)15.15 |
| Interest/Financial | | a septement | The second s | |
| Depreciation | | - | 10.96 | 10.95 |
| n han sin an sin sin sin sin sin sin sin sin sin si | inancial Expenses & I | and the state of the state | | `ásigadikkania-n |
| promoter o of fresh wo build up h | of the Company. The C orking capital. The mai as taken place. Also | Company has faced a nagement has infus | n demise of Shri Suresh Kums serious liquidity crunch due to ad funds to festan the two unit down had its impact with low | non availabili and capaci |
| | 10 110 1055 01 115. 0.4 | TIACO IOI (IIO JOAI. | 化表示不可当克法爱人的中国产的新闻人 | sales there |
| countries a largest co | e entire Steel industry as well as weakening nsumer. In this proce | was under pressure of several Europeau ss the industry has | due to the currency devaluation neconomies who have been to witnessed weeding out of an as and has come out stronger. | on of supplyir aditionally the |
| countries a largest cou players. Ho With the c increase it | e entire Steel industry as well as weakening nsumer. In this proces owever Your Company outlook showing reve s production slowly to | was under pressure of several Europeau ss the industry has thas stood the time rsal in trends glob achieve economies | e due to the currency devaluation neconomies who have been to witnessed weeding out of sn as and has come out stronger. ally, the Company has drawn of scale. With the plans taking | on of supplyir raditionally th naller or wea |
| countries a largest cou players. Ho With the c increase its Company 3. DIRECTOI ensuing Ar Ratan Bag 1956 and has receive Your Board | e entire Steel industry as well as weakening nsumer. In this process owever Your Company putlook showing reve s production slowly to can look forward for to RS: Shri Navneet Kh nnual General meeting parta was appointed as accordingly his term ed a notice u/s 257 of t | was under pressure of several European ss the Industry has y has stood the time rsal in trends glob achieve economies better times ahead. hemani and Shri Ch y and being eligible, Director by the Box expires at the ensu the Act for proposing t his rich experience | e due to the currency devaluation n economias who have been to witnessed weeding out of an is and has come out stronger. ally, the Company has drawn s of scale. With the plans taking etan Kumar Bagaria retire by offer themselves for reappointing and under Section 200 of the C ing Annual General Meeting. g his candidature for appointing e will be useful for the Compa | n of supplyin raditionally the naller or weat o out plans to g shape, You rotation at the nent. Shri Sh Shiptenise At The Compar int as Directo |
| countries a largest couplayers. Ho With the couplayers. Ho With the couplayers in Company of S. DIRECTOI ensuing Ar Ratan Bag 1958 and has receive Your Board recomment 4. AUDITORS at the Ann Board reco | e entire Steel industry as well as weakening nsumer. In this process owever Your Company putlook showing reve s production slowly to can look forward for to RS: Shri Navneet Kh nnual General meeting aria was appointed as accordingly his term ed a notice u/s 257 of i d of Directors feel that dis his appointment as S: The Auditors M/s I hual General Meeting ommends their reepo | was under pressure of several European ss the industry has y has stood the time rsal in trends glob achieve economies better times ahead. The and being eligible, and | e due to the currency devaluation neconomias who have been to witnessed weeding out of an as and has come out stronger. ally, the Company has drawn of scale. With the plans taking etan Kumar Bagaria retire by offer themselves for reappointing and under Section 200 of the C ing Annual General Meeting. g his candidature for appointing e will be useful for the Compa retire by rotation. tered Accountants, Secunderal in eligibility to hold office of a | n of supplyin raditionally the nailer or weat to out plans of shape, You rotation at the net. Shri.Sh finiplanies Ad The Compar nit as Birecto ny and hence bad who retin n Auditor. Th |

•

The observations made by the Auditors in their report read with the Notes on Accounts are self explanatory and do not require any comments from Directors.

7

,

| 5. | of Dematerialisation of shares is u | een no fresh infusion of Capital during the year. The process, underway for trading of shares at the Stock Exchanges. |
|-------------------|--|---|
| 6. | FIXED DEPOSITS: Your Company shareholders during the year und | ny has not accepted any Fixed Deposits from the Public or its der review. |
| 7. | DIRECTORS RESPONSIBILITY 217(2AA) of the Companies Act, 1 | STATEMENT: In accordance with the provisions of Section 1956, your Directors state: |
| | (i) That in the preparation of the been followed, | e Annual accounts, the applicable accounting standards have |
| 40 J | and made judgement and e | elected such accounting policies and applied them consistently estimates that are reasonable and prudent so as to give a true affairs of the Company at the end of the financial year and of the |
| | accounting records in acco | ken proper and sufficient care for the maintenance of adequation ordance with the provisions of the Act for safegaurding the nd for preventing and detecting fraud and other irregularities. |
| | (iv) That your Directors have pro | repared the Annual Accounts on a going concern concept. |
| 8. | | S: During the year under review, there were no employee the limits laid under Section 217(2A) read with the Companie , 1975. |
| | EARNINGS & OUTGO: | ECHNOLOGY ABSORPTION AND FOREIGN EXCHANGI |
| | | e Company's operations do not involve a high level of energy mpany is making efforts to cut pewel/censumption through ency. |
| | b. Technology absorption; The technology | ne Company's plant is based on indigenous machines and has been fully absorbed. |
| | c. Foreign Exchange Earnings | |
| *2 | an a | (Value in Rs. lacs) |
| | Value of Imports (CIF basis) | |
| | Expenditure in Foreign curr | |
| | Earnings in Foreign Exchan | The system of the second se |
| 8 | Securities & Exchange Board of India | DDE: The Code of Corporate Governance promulgated b la is to be implemented by your Company by 31st March, 200 given by SEBI. Hence the information to be furrished therein i |
| 11. <i>I</i> | ACKNOWLEDGEMENTS: Your Director for the cooperation and assistance b | (전) 이 관련이 감독 중에서 전화가 한 것이 없어. 內部標準 이 관계로 가장하는 것이 있었던 이것이 많이 있다. |
| 1. 1. T | arte a stationer a station Arte a stationer a stationer Arte a stationer | for and behalf of the Beerl of Directors BALAJI GALVANISING INDUSTRIES LIMITED |
| nga karana Tan | | and the second |
| S | ce: Secunderabad ed: 30.08.2002 | (SHIV BHAGWAN BAGARIA) Director |

8