

BALAJI GALVANISING INDUSTRIES LIMITED



26TH ANNUAL REPORT

2015 – 2016

BALAJI GALVANISING INDUSTRIES LIMITED =====

BOARD OF DIRECTORS

Shri Premotpal Guha	Whole-time Director
Shri P. S. Lakhotia	Director Cum CFO
Shri Sanjay Kumar Bagaria	Independent Director
Shri Navneet Khemani	Independent Director
Smt. Isha Bagaria	Independent Director

AUDITORS
M/s. Dagliya & Co.
Chartered Accountants
Secunderabad

BANKERS
Kotak Mahindra Bank Ltd.
Ballygunge, Kolkata

COMPLIANCE OFFICER
Shri Gopal Sharma

REGD. OFFICE
"Kabra Complex", II Floor, Room No. 215
61-M. G. Road, Secunderabad - 500 003
Tel No. (040) 2771 6684, Telefax. (040) 2771 6685
e-mail: balajigalvanising@gmail.com, Website: www.bgil.co.in

CIN
L31300TG1989PLC010761

ISIN
INE892G01019

SCRIP CODE AT BSE
530205

SCRIP CODE AT CSE
012076

NOTICE

NOTICE is hereby given that the Twenty-Sixth Annual General Meeting of the members of **Balaji Galvanising Industries Limited** ("the Company") will be held on Friday, the 30th day of September, 2016 at 10 a.m. at Rajasthani Graduate Association Hall, 5-4-790/1, Snatak Bhavan, 1st Floor, Abids, Hyderabad - 500 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the year ended 31st March, 2016 together with the Reports of the Directors and Auditor thereon.
2. To appoint a Director in place of Shri Premotpal Guha (DIN 01285946), who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint the Statutory Auditor and fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, M/s. Dagliya & Co., (Firm Registration No. 00671S), Chartered Accountants, be and are hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company based on the recommendation of the Audit Committee, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, approval and consent of the members of the Company be and is hereby granted to the Board of Directors to sell and transfer the business undertaking(s)/substantial assets of the Company, as and when decided by the Board, to any individual, association of persons, body corporate, corporation or any other person and to deal, negotiate, decide the terms and conditions to complete the sale and to do all such acts, deeds, matters and things, as may be deemed necessary and expedient in the interest of the Company."

**By Order of the Board of Directors
For Balaji Galvanising Industries Ltd.**

Date: 12th August, 2016
Registered Office:
"Kabra Complex", 61-M. G. Road
II Floor, Room No. 215
Secunderabad – 500 003

Prabha Shankar Lakhotia
Director
DIN: 06940598

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Special Businesses to be transacted at the Annual General Meeting (hereafter referred as the 'Meeting') is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM(S), IN ORDER TO BE EFFECTIVE, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE AFORESAID MEETING.**
3. A person shall not act as a Proxy for more than Fifty (50) members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A person holding more than ten percent (10%) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person.
4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote. The voting rights of the Members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date.
6. Every member entitled to vote at the meeting shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than three days' notice in writing of the intention so to inspect is given to the Company.
7. Members/proxies are requested to bring their Attendance Slip duly filled in for attending the meeting alongwith their copy of Annual Report.
8. Shareholders desiring any information with regard to the Accounts are requested to write to the Company at least ten days before the date of the Meeting so as to enable the Company to keep the information ready.

9. Pursuant to Section 91 of the Companies Act, 2013 read with Rules framed thereunder and Regulation 42(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Register of Member and Transfer Books will remain closed from Saturday, the 24th day of September, 2016 to Friday, the 30th day of September, 2016 (both days inclusive).
10. As required by the Securities and Exchange Board of India the shareholders are requested to furnish a copy of the Permanent Account Number (PAN) to the Company/Registrar and Transfer Agent by sending the shares held in physical form for transfer, transmission, transposition and deletion of the name(s) of the deceased shareholder(s).
11. Equity Shares of the Company are available for dematerialization with Central Depository Services (India) Limited (CDSL).
12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
13. Voting through Electronic Means
 - 1) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members the facility to exercise their right to vote at the 26th Annual General Meeting (AGM) of the Company dated 30th September, 2016 by electronic means as an alternative to vote physically at the AGM, and the business may be transacted through e-voting services provided by CDSL.
 - 2) The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their votes again.
 - 3) 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 only be taken into consideration and treated valid whereas votes casted physically at the Meeting shall be treated as invalid. Members are requested to follow the instructions as mentioned below to cast their votes through e-voting.
 - 4) **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on 27th September, 2016 at 9 a.m. and ends on 29th September, 2016 at 5 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016, may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website **www.evotingindia.com** during the voting period.
- (iv) Click on “Shareholders” tab.
- (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** 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:

	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 use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters Example: If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	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
Bank Account Number (DBD)	<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 the member-id / folio number in

	the Bank Account Number details field as mentioned in above instruction (v).
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- (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 "Balaji Galvanising Industries Limited" 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 a 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.com> 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**.
- After receiving the login details they have to create compliance user 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.

(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.com under help section or write an email to **helpdesk.evoting@cdslindia.com**.

14. The voting rights of the shareholders shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut- off date of 23rd September, 2016.
15. 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 authorize signatory(ies) who are authorized to vote through e-mail at **skpatnaikassociates@gmail.com** with a copy marked to **helpdesk.evoting@cdslindia.com** on or before 29th September, 2016, 5:00 pm without which the vote shall not be treated as valid.
16. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members/depositories as at the closing hours of business, on Friday, 12th August, 2016.
17. The shareholders shall have one vote per equity share held by them as on cut- off date of 23rd September, 2016. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
18. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd September, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
19. Shri Sankar Kumar Patnaik, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

20. The Results shall be declared on and after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on Company's website and on the website of CDSL. The same shall be communicated to the Stock Exchange.
21. All documents referred to in the accompanying notice and the explanatory statement shall remain open for inspection at the Registered Office of the Company during business hours between 11 a.m. to 1 p.m. on any working day except Sunday prior to the date of meeting and will also be available for inspection upto the date of the Annual General Meeting of the Company.
22. A route map of the Annual General Meeting venue is given in the last page of this Annual Report.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Company has been going through a very bad financial situation. In view of the overall slowdown in the industry as well as poor sales, it has been incurring losses continuously and the management does not foresee any major improvement in the present situation in near future. Apart from the same, the huge interest burden of borrowed funds has been spoiling the financial position of the Company badly. Therefore, the Board is considering financial restructuring of the Company to repay its loans and debts from proceeds of sale of substantial assets of the Company.

Members of the Company are requested to note that Section 180(1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the company by way of a special resolution.

Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer, the entire business undertaking(s)/substantial assets of the company on slump sale basis.

The Board recommends the Special Resolution set out at Item No. 4 for the approval of the members.

None of the Directors of the Company are concerned and/or interested in the proposed resolution, except to the extent of their shareholdings in the Company.

**By Order of the Board of Directors
For Balaji Galvanising Industries Ltd.**

Date: 12th August, 2016
Registered Office:
"Kabra Complex", 61-M. G. Road
II Floor, Room No. 215
Secunderabad - 500 003

Prabha Shankar Lakhotia
Director
DIN: 06940598