



**BALAJI GALVANISING  
INDUSTRIES LIMITED**

**27TH ANNUAL REPORT**

**2016-2017**

**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](mailto:balajigalvanising@gmail.com), Website : [www.bgil.co.in](http://www.bgil.co.in)

**CIN**

L31300TG1989PLC010761

**ISIN**

INE892G01019

**SCRIP CODE AT BSE**

530205

**SCRIP CODE AT CSE**

12076

# Balaji Galvanising Industries Limited

Regd. Off.: R. No. 215, II Floor, Kabra Complex, 61, M. G. Road, Secunderabad - 500 003, Telangana  
Ph.: 040 27716684, Fax: 040 27716685; Email Id: balajigalvanising@gmail.com  
Website: www.bgil.co.in, CIN: L31300TG1989PLC010761

## NOTICE

NOTICE is hereby given that the Twenty-Seventh Annual General Meeting of the members of **Balaji Galvanising Industries Limited** ("the Company") will be held on Wednesday, the 20<sup>th</sup> day of September, 2017 at 10 a.m. at Rajasthani Graduate Association Hall, 5-4-790/1, Snatak Bhavan, 1<sup>st</sup> 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 31<sup>st</sup> March, 2017 together with the Reports of the Board of Directors and Auditor thereon.
2. To appoint a Director in place of Shri. Prabha Shankar Lakhotia (DIN 06940598), who retires by rotation and being eligible, offers himself for re-appointment.
3. To 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 Agarwal Ankush & Associates, (Firm Registration No. 0151255), Chartered Accountants, be and are hereby appointed as the Statutory Auditor of the Company to hold office from the conclusion of 27<sup>th</sup> Annual General Meeting until the conclusion of the 32<sup>nd</sup> Annual General Meeting of the Company subject to ratification of the Shareholders annually at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable taxes and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit."

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

*P. S. Lakhotia*

Prabha Shankar Lakhotia  
Director  
DIN: 06940598

Date: 14<sup>th</sup> August, 2017

### Registered Office:

"Kabra Complex", 61-M. G. Road  
II Floor, Room No. 215  
Secunderabad - 500 003



NOTES:

1. 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.
2. 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.
3. 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.
4. In case of joint holders attending the Meeting, only the 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.
5. 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.
6. Members/proxies are requested to bring their Attendance Slip duly filled in for attending the meeting.
7. 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.
8. 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 Thursday, the 14<sup>th</sup> day of September, 2017 to Wednesday, the 20<sup>th</sup> day of September, 2017 (both days inclusive).
9. Equity Shares of the Company are available for dematerialization with Central Depository Services (India) Limited (CDSL).
10. 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.

## 11. 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 27<sup>th</sup> Annual General Meeting (AGM) of the Company dated 20<sup>th</sup> September, 2017 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 17<sup>th</sup> September, 2017 at 9 a.m. and ends on 19<sup>th</sup> September, 2017 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 13<sup>th</sup> September, 2017, 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**.
  - (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.
  - (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"> <li>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.</li> <li>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.</li> </ul>
Bank Account Number (DBD) OR Date of Birth (DOB)	<ul style="list-style-type: none"> <li>Enter the Bank Account Number or Date of Birth (dd/mm/yyyy format) as recorded in your demat account with the depository or in the company records in order to Login.</li> <li>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).</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 "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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a Demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-Individual Shareholders and Custodians:
- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian 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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details 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 linked in the login 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.
- (xxi) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

12. 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 13<sup>th</sup> September, 2017.

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



authorize signatory(ies) who are authorized to vote through e-mail at [skpatnaikassociates@gmail.com](mailto:skpatnaikassociates@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 19<sup>th</sup> September, 2017, 5:00 p.m. without which the vote shall not be treated as valid.

14. The notice of the 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, 28<sup>th</sup> July, 2017.
15. The shareholders shall have one vote per equity share held by them as on cut-off date of 13<sup>th</sup> September, 2017. The facility of e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
16. 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 13<sup>th</sup> September, 2017 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
17. Mr. Sankar Kumar Patnaik, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
18. 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 will also be communicated to the Stock Exchanges.
19. All documents referred to in the accompanying notice 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.
20. A route map of the Annual General Meeting venue is given in the last page of this Annual Report.

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

*P. S. Lakhotia*

Prabha Shankar Lakhotia  
Director  
DIN: 06940598

Date: 14<sup>th</sup> August, 2017

**Registered Office:**

"Kabra Complex", 61-M. G. Road  
II Floor, Room No. 215  
Secunderabad - 500 003



# BALAJI GALVANISING INDUSTRIES LIMITED

Regd. Off.: R. No. 215, II Floor, Kabra Complex, 61, M. G. Road, Secunderabad – 500 003, Telangana

Ph.: 040 27716684, Fax: 040 27716685; Email Id: balajigalvanising@gmail.com

Website: www.bgil.co.in, CIN: L31300TG1989PLC010761

## DIRECTORS' REPORT

To  
The Members

Your Directors have pleasure in presenting the Twenty-Seventh Annual Report on the business and operations of your Company together with the Financial Statements for the financial year ended 31<sup>st</sup> March, 2017.

### FINANCIAL HIGHLIGHTS

The financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2017 is summarized below:

Particulars	(Rupees in Lacs)	
	Year ended 31 <sup>st</sup> March, 2017	Year ended 31 <sup>st</sup> March, 2016
Sales	850.58	806.84
Other Income	13.45	1.86
Total Revenue	864.03	808.70
Manufacturing/Operating Expenses	849.76	778.02
Profit/(Loss) before Finance Cost & Depreciation	14.27	30.68
Finance Cost	14.00	14.83
Depreciation	16.34	17.33
Net Profit/(Loss) after Finance Cost & Depreciation	(16.07)	(1.48)
Earnings per Share	(0.32)	(0.03)

### REVIEW OF OPERATIONS

During the year under review, your Company has earned revenue of Rs. 850.58 lakhs as against Rs. 806.84 lakhs in the previous financial year and incurred a loss of Rs. 16.07 lakhs as against loss of Rs. 1.48 lakhs in the previous year.

Due to stiff domestic competition and adverse market conditions, the company could not realize better price for its products thereby impacting its margins. In view of the same, the company continued to incur losses during the current financial year. However, with the implementation of the Goods and Service Tax, the management expects to realize better prices for its products and improvement in the financials of the company during the current financial year.

## **APPROPRIATION OF RESERVES**

For the financial year ended 31<sup>st</sup> March, 2017, there was no transfer made to any reserve of the Company.

## **DIVIDEND**

The Board does not recommend any dividend for the financial year.

## **EXTRACT OF ANNUAL RETURN**

The extract of Annual Return in Form MGT-9 pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014 is annexed herewith as "**Annexure-A**".

## **BOARD MEETINGS**

During the year under review the Board met 6 (Six) times and the gap between two consecutive meetings was not more than one hundred and twenty days as provided in section 173 of the Companies Act, 2013.

The Independent Directors met on 28.03.2017 and carried out the evaluation of the Non-Independent Directors of the Board.

## **AUDIT COMMITTEE**

Your Board has a duly constituted Audit Committee in terms of Section 177 of the Companies Act, 2013 read with the Rules framed thereunder. During the year under review, the Committee met 5 (Five) times on the following dates: 30<sup>th</sup> May, 2016, 12<sup>th</sup> August, 2016, 14<sup>th</sup> November, 2016, 14<sup>th</sup> February, 2017 and 28<sup>th</sup> March, 2017. The Audit Committee comprised of Shri Sanjay Kumar Bagaria, Shri Navneet Khemani and Smt. Isha Bagaria, Independent Directors of the Company. All the recommendations made by the Audit Committee were accepted by your Board.

## **DIRECTOR'S RESPONSIBILITY STATEMENT**

Pursuant to provisions of Section 134(5) of the Companies Act, 2013, the directors would like to state that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that period;
- the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;