

BETALA GLOBAL SECURITIES LIMITED
Registered Office : No.24, Revanier Street, Chennai - 600 003.

BOARD OF DIRECTORS	Mr.R.C.BETALA - Chairman Mr.S.SASIKUMAR Mr.RAJIV P.UDANI
BANKERS	HDFC BANK LIMITED Fort Branch Mumbai
REGISTERED OFFICE	24, Revanier Street Chennai - 600 003.
REGISTRARS & SHARE	SHAREX (INDIA) PVT. LTD. TRANSFER AGENTS 17/B Dena Bank Building 2nd Floor, Horniman Circle, Fort, Mumbai - 400 001.
AUDITORS	C.RAMASAMY & B.SRINIVASAN Chartered Accountants Chennai - 600 026.



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BETALA GLOBAL SECURITIES LIMITED
NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Twentieth Annual General Meeting of BETALA GLOBAL SECURITIES LIMITED, will be held on 27th September 2014 at 11.00 am at the Registered Office of the company at No.24, Revanier Street, Chennai - 600 003, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the audited Balance Sheet as at 31st March 2014, the Profit and Loss Account for the year ended on that date and the reports of Directors and Auditors thereon.
2. To appoint Auditors for the year 2014-2015 and fix their remuneration. To consider and if thought fit, to pass with or without modifications, the following resolution as ordinary Resolution.

RESOLVED THAT M/s.C.RAMASAMY & B.SRINIVASAN Chartered Accountants (FRN : 002957S) be and hereby appointed as the auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of the fourth consecutive AGM and that the Board of Directors be and hereby authorized to fix such remuneration by board in consultation with them, and that such remuneration as may be paid on a progressive billing basis to be agreed upon between the auditors and the Boards of directors.

SPECIAL BUSINESS

3. To Consider and, if thought fit, to pass without modification(s), the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, read with Schedule IV to the said Act, Mr. Sundramurthy Sasikumar (DIN: 03179801), Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years w.e.f. 01.04.2014, not liable to retire by rotation."

4. To Consider and, if thought fit, to pass without modification(s), the following as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, read with Schedule IV to the said Act, Mr. Rajiv Udani (DIN: 00955223), Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years w.e.f. 01.04.2014, not liable to retire by rotation."

By order of the Board
for Betala Global Securities Limited

R.C.BETALA
CHAIRMAN



Place : Chennai
Date : 21.08.2014

1. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register the same by coordinating RTA of the Company i.e. Sharex (India) (P) Ltd. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
2. As required under clause 49IV G of the Listing agreements with stock exchanges, given below the details of director who are proposed to be reappointed/reappointed.

Name of the Director	Sundaramurthy Sasikumar	Rajiv Udani
Date of birth	20/01/1973	08/10/1972
Date of appointment	12/05/2003	12/05/2003
Expertise in specific functional area	18 Years in Business	18 Years in Share Broking Business
Qualification	B.Com, M.B.A	B.Com
Board Membership of other companies as on March 31, 2014	1.Volvie Capital Management (P) Ltd	1.Volvie Capital Management (P) Ltd 2. Swaroski Securities Ltd
Chairman / member of the Committee of Directors of the other Companies in which he is a Director as on March 31, 2014.	NIL	NIL
No. of Shares held in the Company as on 31.03.2014	NIL	NIL

3. Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday 26th August, 2014, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. Members who have acquired shares after the despatch of the Annual Report and before the book closure may approach the Company for issuance of the User ID and Password for exercising their right to vote by electronic means. The e-voting period will commence at 9.00 a.m. on Monday, 22nd September, 2014 and will end at 5.00 p.m. on Monday, 22nd September, 2014. The Company has appointed M/s P.Sriram Associates Company Secretaries, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

PROCEDURE FOR EVOTING

1. The Company has entered into an arrangement with Central Depository Services (I) Limited (CDSL) for facilitating e-voting for AGM. The instructions for e-voting are as under.

The instructions for members for voting electronically are as under:-

(A) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com



(ii) Click on "Shareholders" tab.

(iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

(iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.

(v) 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. If you are a first time user follow the steps given below.

(vi) Now, fill up the following details in the appropriate boxes:

Particulars	For Members holding shares in Demat Form	For Members holding shares in Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)	
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

*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 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Please enter any one of the details in order to login. Incase both the details are not recorded with the depository and company please enter the member id / folio number in the Dividend Bank details field.

(vii) After entering these details appropriately, click on "SUBMIT" tab.

(viii) Members holding shares in physical form will then reach directly 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.

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

(x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xi) 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.

(xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.



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(xiii) 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.

(xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.

(xvii) 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. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(B) In case of members receiving the physical copy:

(a) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(b) The voting period begins on 9.00 a.m. on Monday, 22nd September, 2014 and will end at 5.00 p.m. on Monday, 22nd September, 2014. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e 26.08.2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(c) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

By order of Board

ROOP CHAND BETALA
DIRECTOR

Place: Chennai
Date : 21.08.2014



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EXPLANATORY STATEMENT

The following Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the business mentioned at Item Nos. 3 & 4 of the accompanying Notice dated 21.08.2014.

Item Nos. 3 & 4

In accordance with the relevant provisions of the Articles of Association of the Company and the erstwhile provisions of the Companies Act, 1956, Mr. Sundaramurthy Sasikumar Mr. Rajiv Udani Independent Directors were appointed / re-appointed by the Members of the Company as Director retire by rotation. The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into effect. As per the said provisions, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation at every AGM.

The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which is in accordance with the Companies Act, 2013 and the amended Listing Agreement. Accordingly, the Independent Directors will serve for not more than two terms of five years each on the Board of the Company. In transition to the

Companies Act, 2013, which is effective 1st April, 2014, those Independent Directors who have already served for ten or more years will serve for a maximum period of one term of five years. This is in accordance with the provisions of Companies Act, 2013.

In view of the above, the Board requested to the members to pass the above resolutions slated in point No. 3 and 4 of the notice as ordinary resolutions for complying respective provisions of the Companies act, 2013 and rule made there under regarding appointment of Independent Directors.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than Independent Directors for their respective appointment, are concerned or interested, financially or otherwise, in these Resolutions.



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NOTES

1. Note - A

1. A member entitled to attend and vote at the meeting is entitled to appoint and vote instead of himself and the proxy need not be a member of the Company.
2. Proxies in order to be effective must be received by the company not less than 48 hours before the meeting.
3. The Register of Members and the Share Transfer Books of the Company will be closed from 19.09.2014 to 27.09.2014 both days inclusive.

Note - B

1. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.
2. Members are requested to bring their copy of Annual Report for the meeting.
3. Members are requested to quote their folio number in all their correspondence.

By Order of the Board
For BETALA GLOBAL SECURITIES LIMITED

R.C.BETALA
CHAIRMAN

Place : Chennai
Date : 21.08.2014



DIRECTORS REPORT TO SHAREHOLDERS

Your Directors have pleasure in presenting the Twentieth Annual Report together with audited accounts for the year ended 31st March 2014.

WORKING RESULTS

The working results of your company for the year under report are as under:

	31.03.2014	31.03.2013
	In Rupees	
Gross Income	4,32,679	1,99,010
Profit/(Loss) before Depreciation & Tax	(2,24,328)	39,051
Less : Depreciation	85,216	85,216
Profit/(Loss) for the year before Tax	(3,09,544)	(46,165)
Less : Provision for Tax	-	-
Profit/(Loss) after tax carried to Balance Sheet	(3,09,544)	(46,165)

PERFORMANCE

The company recorded a gross income of Rs. 4,32,679/- as against Rs.1,99,010/- in the last year and incurred a loss of Rs. 3,09,544/- as against a loss of Rs.46,165/- during the last year.

DIVIDEND

In view of the losses your directors regret their inability to recommend any dividend.

DIRECTORS

As per the provisions of the companies act 2013, Independent Directors are required to be appointed for the term of five consecutive years and shall not be liable to retire by rotation, Accordingly, all the independent directors of the company are to be appointed for a term of 5 years in the ensuing AGM.

The board consists of 2 independent directors and one Non executive director.

DIRECTORS RESPONSIBILITY STATEMENT

Directors responsibility statement as per section 217(2AA) of the Companies Act, 1956:

- The Directors Confirm: that in the preparation of the annual accounts, the applicable accounting standards have been followed and that no material departures have been made from the same;
- that they have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the profit & loss of the Company for that period;
- that they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- that they have prepared the annual accounts on a going concern basis.



Corporate Governance:

As a listed Company, necessary measures are taken to comply with the listing agreements with stock exchanges. A Report on Corporate Governance, along with certificate of Compliance from the Auditor is given in **Annexure-B** to this report.

Management Discussion and Analysis Report:

A Management Discussion and Analysis Report is given as **Annexure C** to this report.

PARTICULARS OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO.

There are no information required to be disclosed under section 217(1) (e) of the Companies Act 1956, read with rule 2 of the Companies (Disclosure of particulars in the annual report of Board of Directors) Rules, 1988. No manufacturing activity is involved and hence particulars relating to conservation of energy and technical know how are not applicable. There has been no Foreign exchange earnings & outgo during the year.

REPLY TO AUDITORS QUALIFICATION

With reference to the qualification by the auditors vide point 3 (a) (b) (c) the company is taking steps to recover the loan given with interest and company has now received the money.

PARTICULARS OF EMPLOYEES

There are no employees falling within the purview of Section 217 (2A) of the Companies Act, 1956. As such no separate annexure is given.

AUDITORS

M/s. C.Ramasamy & B.Srinivasan, Chartered Accountants, auditors of the company retire at the conclusion of ensuing Annual General Meeting and are eligible for re-appointment.

ACKNOWLEDGEMENT

Your Directors would like to place on record their appreciation of the whole hearted support extended by the employees, bankers to the company as also the shareholders of the company.

On behalf of the Board of Directors

R.C.BETALA
CHAIRMAN

Place: Chennai
Date : 01.08.2014



ANNEXURE B TO DIRECTORS REPORT --- REPORT ON CORPORATE GOVERNANCE:

1. Company's Philosophy on Code of Governance:

The Company's Philosophy is to aim at the highest levels of quality management through transparency and commitment to all the stakeholders viz. its shareholders, employees, Government, lenders and the promoters.

2. Board of Directors:

The Board of Directors of the company comprises of Non-Executive and Independent Directors. In all there are three Directors. As on 31st March 2014, the composition of the Board of Directors of the Company meets the stipulated requirements of Clause 49 of the Listing Agreement of the Stock Exchanges. The Board is responsible for the management of the business and meets regularly for discharging its role and functions. During the financial year 2013-2014 viz., from 1st April 2013 to 31st March 2014, four Board Meetings were held on the following dates: 29th Apr 2014, 20th July 2013, 25th October 2013, and 18th January 2014. The Annual General Meeting was held on 20th July 2013.

The composition and membership on other Boards, Committees of Directors and attendance of Directors at the Board of Directors Meetings held during the Financial Year 2013-2014 and the last AGM held on 20.07.2013

Name of the Director	Category	Attendance Particulars		Number of other Directorships and Committee Members Chairmanships		
		Board Meetings	Last AGM	Other Directorships	Committee Memberships	Committee Chairmanships
Shri R.C.Betala	Chairman – Non Executive	4	Yes	1* 1	-	-
Shri.S.Sasi Kumar	Non Executive Independent	4	Yes	1*	-	-
Shri Rajiv P.Udani	Non-Executive Independent	4	Yes	1* 1	-	-

* Private Limited Companies

3. Audit Committee:

The Audit Committee constitutes of the following non executive independent Directors:

Mr. S.Sasikumar - Chairman
Mr. R.C.Betala
Mr. Rajiv P.Udani

During the year ended 31st March 2014, four meeting was held on 29th Apr 2013, 20th July 2013, 25th October 2013, and 18th January 2014. The terms of reference of the Audit Committee are as per the guidelines set out in the Listing Agreement with the stock exchanges.

