



**2015  
Annual Report**

BOARD OF DIRECTORS	<b>ANIL KUMAR SAHA DULICHAND KAREL GAUTAM MEHRA NARAYAN CHANDRA BISWAS</b>
BANKERS	ORIENTAL BANK OF COMMERCE
AUDITORS	<b>U.NARAIN &amp; COMPANY</b> CHARTERED ACCOUNTANTS 35, CHITTARANJAN AVENUE 5TH FLOOR, ROOM NO. 25/6 KOLKATA 700 012
REGISTERED OFFICE	FALTA INDUSTRIAL GROWTH CENTRE SECTOR - IV, FALTA, DIST. 24, PARGANAS (SOUTH) WEST BENGAL
CORPORATE OFFICE	P-22, C.I.T.ROAD, SCHEME- 55, KOLKATA - 700 014

## NOTICE

NOTICE is hereby given that the 27th Annual General Meeting of the Members of Bala Techno Global Limited will be held at Company's Registered Office at Falta Industrial Growth Centre, Sector-IV, Falta, Dist. 24 Parganas (South), West Bengal on Tuesday , the 29th December, 2015 at 9.30 a.m. to transact the following business :

### ORDINARY BUSINESS

1. To consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors' thereon.
2. To appoint a director in place of Shri Gautam Mehra (DIN: 00573308 ), who retires by rotation and is eligible for reappointment.
3. To appoint U. Narain & Co. (FRN:000935C) as Statutory Auditors of the Company to hold office from the conclusion of this meeting until conclusion of the next Annual General Meeting and to fix their remuneration.

### SPECIAL BUSINESS

#### 4. APPOINTMENT OF WOMAN DIRECTOR

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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Smt Mina Roy (DIN : 00597374), who was appointed as an Additional Director pursuant to the provisions of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term up to 31st March, 2020, not liable to retire by rotation."

#### 5. APPOINTMENT OF SHRI DULICHAND KAREL AS INDEPENDENT DIRECTOR OF THE COMPANY

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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri. Duli Chand Karel (DIN : 00573240 ), who was appointed as Director liable to retire by rotation be and is hereby appointed as Independent Director to hold office for 5 (Five) consecutive years for a term up to 31st March, 2020, not liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director."

**6. APPOINTMENT OF SHRI NARAYAN CHANDRA BISWAS AS INDEPENDENT DIRECTOR OF THE COMPANY**

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 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Shri N.C. Biswas (DIN : 05277504), who was appointed as Director liable to retire by rotation be and is hereby appointed as Independent Director to hold office for 5 (Five) consecutive years for a term up to 31st March, 2020, not liable to retire by rotation and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director."

**7. Borrowing powers of the Company**

To consider and if thought fit, to pass with or without modification(s), as a **Special Resolution**:

"RESOLVED THAT subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions passed in this regard, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or anybody corporate/ entity/entities and/or authority/authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral Financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves".

"FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

**8. Creation of Charge on Movable and Immovable properties of the Company, both present and future**

To consider and if thought fit, to pass with or without modification(s), 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 including any statutory modifications or re-enactments thereof the members of the Company hereby accord their consent to the Board of Directors, including any committee thereof for the time being exercising the powers conferred on them by this resolution, to create mortgage and/or charge on all or any of the moveable and/or immovable assets of the Company, both present and future and/or whole or any part of the Company in favour of the lenders, agents, trustees for securing the borrowings of the Company availed/to be availed by way of loans (in foreign currency and/or in Indian currency) and securities (comprising of fully/partly convertible debentures and/or secured premium notes and/or floating rates notes/bonds or other debt instruments) issued/to be issued by the Company from time to time, in one or more tranches, upto an aggregate limit of Rs. 200 Crores (Rupees Two Hundred Crores Only) together with interest as agreed, additional interest in case of default, accumulated interest, liquidated damages and commitment charges, all other costs, charges and expenses and all other monies payable by the Company in terms of respective loan agreement(s) or any other document entered /to be entered into between the Company and the lenders/agents/investors and trustees in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or any committees thereof and the lenders, agents or trustees".

**"FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to finalize the terms and conditions for creating the aforesaid mortgage and/or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution."

**9. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard 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 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

**"RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Corporate office:  
P-22, C.I.T Road,  
Scheme- 55, Kolkata – 700 014  
Date : 26th November, 2015

**By Order of the Board**  
**For Bala Techno Global Ltd.**  
**Anil Kumar Saha**  
Director

**Notes:**

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy should however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the Meeting.  

A person can act as a proxy on behalf of members not exceeding Fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent 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 or shareholder.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
3. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
4. Members are requested to bring their attendance slip along with their copy of Annual Report to 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.
6. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
7. The Company has notified closure of Register of Members and Share Transfer Books from Wednesday, December 23, 2015 to Tuesday, December 29, 2015 (both days inclusive).
8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or to the Register and Share Transfer Agent (Niche Technologies Private Ltd).
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or to the Register and Share Transfer Agent (Niche Technologies Private Ltd).
10. In terms of Provision of sections 72 of the Companies Act, 2013, nomination facility is now available to individual shareholder. The shareholders who are desirous of availing this facility may kindly write to the company at its Corporate Office at P-22, C.I.T Road, Scheme-55, Kolkata-700014 or to its Registrar and Share Transfer Agents (Niche Technologies Private Ltd).
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Niche Technologies Private Ltd, for consolidation into a single folio.
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. Details pursuant to clause 49 of the listing agreement with regard to Directors seeking appointment/reappointment at the ensuing Annual General Meeting on 29th December, 2015.**

1	Name of Director	Shri Gautam Mehra	Shri N.C. Biswas	Smt Mina Roy	Shri Dulichand Karel
2	Date of Birth	31.07.1979	02.01.1961	31.03.1950	11.03.1956
3	Date of Appointment	28.03.2012	28.03.2012	01.04.2015	31.12.2002
4	Qualification	M.B.A	Graduate	Graduate	Graduate
5	Expertise in Executive Functional Area	He has over 10 years' experience in Business , Administration, Marketing Finance and Management.	He has over 20 years' experience in Accounts, Finance and legal matter	She has over 20 years' experience in Financial Management and Administration.	He has over 20 years' experience in accounts and Business Administration.
6	List of Companies in which Directorship held.	1) Scorpio Infotech Ltd. 2) Rexlea Projects Ltd 3) Bechtels Infrapro LLP	1) Texas Textile & Industries Ltd.	1) Texas Textile & Industries Ltd. 2) Leeds Industries Ltd 3) BalaTechno Industries Ltd 4) Silverton Spinners Ltd	1) Climate Green Power Ltd 2) D.C.Realtech Private Ltd 3) D.C.Karel & Sons Jewellers LLP
7	Chairman / Members of the Committee of the Board of Company's on which he is a Director.	None	None	None	None
8	Shareholding in the Company	200	180000	Nil	Nil

**14. Voting through electronic means**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.



- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **26th December, 2015 (9:00 am)** and ends on **28th December, 2015 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd December, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:**
- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:**
- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
  - (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
  - (iii) Click on Shareholder - Login
  - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
  - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - (vii) Select "EVEN" of "Bala Techno Global Limited".
  - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
  - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
  - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
  - (xii) Institutional shareholders (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 authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [mbanthia2010@gmail.com](mailto:mbanthia2010@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:**
- (i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith).
  - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.



- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd December, 2015. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd December, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper.
- XIII. Mr. Manoj Kumar Banthia, Practicing Company Secretary, (Membership No 11470 and CP No.7596) of Shantiniketan, 8, Camac Street ,5th Floor ,room no.511,Kolkata -700 017 has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company [www.balatechnoglobal.com](http://www.balatechnoglobal.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- 15. Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.**

Corporate office:  
P-22,C.I.T Road,  
Scheme- 55, Kolkata - 700 014  
Date : 26th November, 2015

By Order of the Board  
For Bala Techno Global Ltd.  
Anil Kumar Saha  
Director

**ANNEXURE TO THE NOTICE****EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")**

1. The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**Item No. 4**

The Board of Directors has received a notice from the shareholder proposing the candidature of Smt. Mina Roy (DIN : 00597374) as a Women / Independent Director to be appointed under the provisions of Section 149 and 152 of the Companies Act, 2013, she has wide experience over 20 years in Financial Management and administration.

The Company has received from Smt. Mina Roy consent (i) in writing to act as Women / Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014 (ii) intimation in Form DIR- 8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the companies Act, 2013.

The Resolution seeks the approval of members for the appointment of Smt. Mina Roy as Women / Independent Director of the Company for a term of 5 consecutive years pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made hereunder. She is not liable to retire by rotation.

In the opinion of the Board of Directors, Smt. Mina Roy proposed to be appointed, as a Women / Independent Director, fulfill the conditions specified in the Companies Act, 2013 and the Rules made hereunder and she is independent. A copy of the draft letter for the appointment of Smt. Mina Roy as a Women / Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's Registered Office during normal business hours on working days up to the date of the Annual General Meeting.

None of the Directors, Key Managerial Personnel or their relatives, except Smt. Mina Roy for whom the Resolution relates, are interested or concerned in the Resolution.

The Board seeks approval of the members for the appointment of Smt. Mina Roy as Independent Director of the Company for five consecutive years for a term upto 31.03.2020 pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that she shall not be liable to retire by rotation.

**Item no.5**

Shri Dulichand Karel (Din : 00573240), is an Independent Director of the Company. He joined the Board of Directors as Independent Director of the Company. Shri Dulichand Karel is a Director whose period of office was liable to determination by retirement of directors by rotation under the relevant provisions of the Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013 ('Act'), Shri Dulichand Karel being eligible and offers himself for appointment is proposed to be appointed as an Independent Director of the Company for five consecutive years for a term upto 31st March, 2020. A Notice has been received from a Member alongwith the deposit of requisite amount proposing Shri Dulichand Karel candidature for the office of Independent Director of the Company. Shri Dulichand Karel is a businessman and having very wide and rich experience over 20 years in the fields of Accounts and Business administration.

The Company has received from Shri Dulichand Karel (i) consent in writing to act as Director in

Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164(2) of the Act; and (iii) declaration to the effect that he meets the criteria of Independence as provided in Section 149 of the Act.

The Board of Directors of your Company are of the opinion that Shri Dulichand Karel fulfills the conditions specified in the Act and the Rules made there under to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act. The Board of Director of your Company is also of the opinion that Shri Dulichand Karel is Independent of the management of the company. A copy of the draft letter of appointment of Shri Dulichand Karel as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company during normal business hours on all working days upto the date of Annual General Meeting.

Except Shri Dulichand Karel, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

The Board seeks approval of the members for the appointment of Shri Dulichand Karel as Independent Director of the Company for five consecutive years for a term upto 31.03.2020 pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that he shall not be liable to retire by rotation.

#### **Item No.6**

Shri Narayan Chandra Biswas (Din No:05277504), is an Independent Director of the Company. He joined the Board of Directors as Independent Director of the Company. Shri Narayan Chandra Biswas is a Director whose period of office was liable to determination by retirement of directors by rotation under the relevant provisions of the Companies Act, 1956. In terms of section 149 and other applicable provisions of the Companies Act, 2013 ('Act'), Shri Narayan Chandra Biswas being eligible and offers himself for appointment is proposed to be appointed as an Independent Director of the Company for five consecutive years for a term upto 31st March, 2020. A Notice has been received from a Member along with the deposit of requisite amount proposing Shri Narayan Chandra Biswas candidature for the office of Independent Director of the Company. Shri Narayan Chandra Biswas, having very wide and rich experience over 20 years in the field of Accounts, Finance and legal matter.

The Company has received from Shri Narayan Chandra Biswas (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164(2) of the Act; and (iii) declaration to the effect that he meets the criteria of Independence as provided in Section 149 of the Act.

The Board of Directors of your Company are of the opinion that Shri. Narayan Chandra Biswas fulfills the conditions specified in the Act and the Rules made there under to be eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act. The Board of Director of your Company is also of the opinion that Shri. Narayan Chandra Biswas is Independent of the management of the company. A copy of the draft letter of appointment of Shri. Narayan Chandra Biswas as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company during normal business hours on all working days upto the date of Annual General Meeting.

Except Shri Narayan Chandra Biswas, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed resolution.

The Board seeks approval of the members for the appointment of Shri. Narayan Chandra Biswas as Independent Director of the Company for five consecutive years for a term upto 31.03.2020 pursuant to section 149 and other applicable provisions of the Act, Rules made there under and that he shall not be liable to retire by rotation.

**Item No.7**

As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the Shareholders of the Company by Special Resolution.

The shareholders of the Company had by an ordinary resolution passed in Annual General Meeting held on 28th September 2007, authorized the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs.200 crores, for the business of the company. However, keeping in view of the legal requirement that Section 180(1) of the Companies Act, 2013 provides that the Board of Directors of a company shall exercise the said power only with the consent of the Company by a special resolution. Hence, the Special Resolution at Item No. 7 for authorizing the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs. 200 crores .

The Directors recommends the resolution for members' approval as a **Special Resolution**.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

**Item No.8**

The Company is required to create security for the various facilities which may be availed by the company from time to time, in favour of the Lenders/Trustees for the Non-Convertible Debentures and loans/ financial assistance availed by the Company, by way of creation of mortgage and/ or charge on the assets of the Company, as stated in the resolution.

In furtherance to the Resolution No.8 of this notice, the said borrowings/ issue of securities may be required to be secured by way of mortgage/charge over all or any part of the movable and/ or immovable assets of the Company and as per provisions of Section 180 (1) (a) of the companies Act 2013, the mortgage or charge on all or any part of the movable and/or immovable properties of the Company, may be deemed as the disposal of the whole, or substantially the whole, of the undertaking of the Company and hence, requires approval from the shareholders of the Company.

Accordingly, it is proposed to pass an enabling resolution authorizing the Board to create charge on the assets of the Company for a value not exceeding Rs. 200 Crores (Rupees Two Hundred Crores Only).

The Directors recommend the resolution for your approval as a **Special Resolution**.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, Financially or otherwise in this resolution.

**Item No.9**

The Articles of Association ("AoA") of the Company as presently in force were adopted by the company with the change of name of the company from Sifco Lease Techno Ltd to Bala Techno Global Ltd on 23.02.1993. The existing AoA are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956

and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013.

The Act is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs (“MCA”) had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal (“Tribunal”) such as variation of rights of holders of different classes of shares (Section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to Investor Education and Protection Fund (Section 125) and valuation by registered valuers (Section 247). However, substantive sections of the Act which deal with the general working of companies stand notified.

With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table ‘F’ of the Act which sets out the model articles of association for a company limited by shares. Shareholder’s attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- (a) Company’s lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;
- (b) (b) the nominee(s) of a deceased sole member are recognized as having title to the deceased’s interest in the shares;
- (c) new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;
- (d) new provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;
- (e) existing articles have been streamlined and aligned with the Act;
- (f) the statutory provisions of the Act which permit a company to do some acts “if so authorized by its articles” or provisions which require a company to do acts in a prescribed manner “unless the articles otherwise provide” have been specifically included; and
- (g) Provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication – their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.

The proposed new draft AoA is being uploaded on the Company’s website for perusal by the shareholders.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 9 of the Notice.

The Board commends the Special Resolution set out at Item No. 9 of the Notice for approval by the shareholders.

Corporate office:  
P-22, C.I.T Road,  
Scheme-55, Kolkata – 700 014  
Date: 26th November, 2015

**By Order of the Board**  
**For Bala Techno Global Ltd.**  
**Anil Kumar Saha**  
Director



## DIRECTORS' REPORT

### DEAR MEMBERS

Your Directors present the 27th Annual Report together with the Audited statement of Accounts for the year ended 31st March, 2015.

### 1. FINANCIAL RESULTS

	For the year ended 31st March, 2015 (Rs.in lacs)	For theyear ended 31st March, 2014 (Rs.in lacs)
<b>REVENUE</b>		
Income from operations	26774.91	15933.84
Other income	0.01	48.00
Changes in Inventories	26.27	1527.85
<b>Total</b>	<u>26801.19</u>	<u>17509.69</u>
<b>EXPENSES</b>		
a) Purchases	26749.22	17416.65
b) Employee benefits expense	3.55	3.38
c) Other expenses	47.80	46.07
<b>Total</b>	<u>26800.57</u>	<u>17466.10</u>
<b>PROFIT/(LOSS) BEFORE DEPRECIATION AMORTISATION &amp; TAX EXPENSES</b>	0.62	43.59
Depreciation and Amortisation Expenses	-	0.05
<b>PROFIT/(LOSS) BEFORE TAX</b>	0.62	43.54
Tax Expenses		
a) Current Tax	3.19	4.58
b) Deferred Taxation	0.00	(5.79)
<b>PROFIT/(LOSS) AFTER TAX</b>	(2.57)	44.75
Add: Profit/loss brought forward	(233.29)	(278.04)
From previous year		
Balance profit/loss carried forward	(235.86)	(233.29)

### 2. PERFORMANCE AND OUTLOOK

The Gross Income for the year was Rs. 26774.92 Lacs against Rs. 15981.84 Lacs in previous year and the net loss was 2.57 Lacs for the year against net profit of Rs. 44.75 lacs in previous year. On account of adverse market trend, the company sustained loss during the year under review. However the company expects better financial result in the ensuing year.

### 3. DIVIDEND

In the absence of Profits, your Directors regret their inability to propose Dividend.

### 4. CORPORATE GOVERNANCE REPORT, MANAGEMENT DISCUSSION AND ANALYSIS AND OTHER INFORMATION REQUIRED UNDER THE COMPANIES ACT, 2013 AND LISTING AGREEMENT

As per Clause 49 of the Listing Agreement entered into with the Stock Exchanges, Corporate Governance Report with Auditors Certificate thereon is attached and forms part of this report.

## **5. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirement under Section 134(5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, it is hereby confirmed:

- i) That in the preparation of the accounts for the financial year ended 31st March, 2015 the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii) That the Directors have 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 the year under review.
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the Directors have laid down internal financial controls to be followed by the company and that such internal controls are adequate and were operating effectively.
- v) That the Directors have prepared the accounts for the financial year ended 31st March 2015 on a going concern basis.
- vi) The Directors had devised proper systems to ensure compliance with the provisions of the applicable laws and that such systems were adequate and operating effectively.

## **6. DIRECTORS**

Shri Gautam Mehra retires by rotation at the ensuing Annual General Meeting and, being eligible, offers himself for reappointment.

Pursuant to the provisions of section 161(1) of the companies Act, 2013 and the Articles of Association of the company, Smt Mina Roy was appointed as an Additional Director designated as an Independent director w.e.f 1st April ,2013 and she shall hold office up to the date of the ensuing Annual General Meeting. The Company has received requisite notice in writing from a member proposing her appointment as an Independent Director.

The company has received requisite notices in writing from members proposing Shri Dulichand Karel and Shri N.C. Biswas for appointment as Independent Directors pursuant to provisions of Companies Act, 2013.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of Independence as prescribed both under sub-section(6) of section 149 of the companies Act,2013 and under Clause 49 of the Listing Agreement with the stock Exchanges.

## **7. AUDITORS AND SECRETARIAL AUDIT**

U Narain& Co., Chartered Accounts Statutory Auditors of the company hold office till the conclusion of the ensuing Annual General Meeting and are eligible for reappointment. They have confirmed their eligibility to the effect that their reappointment, if made would be within the prescribed limits under the Act and that they are not disqualified for re-appointment.

The Notes on Financial Statement referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's report does not contain any qualification, reservation or adverse remarks.

The Board has appointed Practising Company Secretary to conduct Secretarial Audit for the financial Year 2014-2015. The Secretarial Audit Report for the financial year ended 31st March, 2015 is annexed herewith marked as Annexure I to this report.



The Secretarial Audit Report contains certain observations regarding which Board's comment is given below.

The Board has at all times been duly constituted with adequate number of Independent Directors. The existing Independent directors have continued to function as Independent Directors in the Board as well as in the Committees of the Board as per legal advice and hence the existing independent directors have not been appointed by the Company after the commencement of Companies Act 2013.

However, having being apprised of the legal requirement of appointing the existing Independent directors, steps are being taken for their appointment at the ensuing Annual General Meeting of the Company. The Committees of the Board would consequently be reconstituted with the regularization of the appointment of Independent Directors.

The Company is also in the process of appointing the Key Managerial Personnel in accordance with the provisions of the Act. The Company has already appointed a Woman Director in its Board. The non-filing of certain forms were mainly due to inadvertence with the advent of the new Companies Act 2013.

The provisions of clause 49 is not mandatory to be complied with, by the Company, since the paid-up capital is less than Rs. 10 crore and the net worth does not exceed Rs. 25 crore. However the Company has been regularly complying with the Corporate Governance norms.

#### **8. CORPORATE SOCIAL RESPONSIBILITY**

The provisions of Companies Act, 2013 regarding corporate social Responsibility are not attracted to the Company.

#### **9. BOARD EVALUATION**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, a structured questionnaire was prepared after taking into consideration of the various aspects of the Board's functioning, composition of the Board and its Committees, culture, execution and performance of specific duties obligations and governance.

The performance evaluation of the Independent Directors was Completed. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors. The Board of Directors expressed their satisfaction with the evaluation process.

#### **10. FAMILIRISATION PROGRAMME FOR DIRECTORS**

At the time of appointing a Director, a formal letter of appointment is given to him, which interalia explains the role, function, duties and responsibilities expected of him as a Director of the Company. The Director is also explained in detail the Compliance required from him under the Companies Act, 2013, Clause 49 of the Listing Agreement and other relevant regulations and affirmation taken with respect to the same.

The Chairman along with the Management has also one to one discussion with the newly appointed Director to familiarize with the Company's operations.

#### **11. NUMBER OF MEETINGS OF THE BOARD**

The details of the number of meetings of the Board held during the Financial Year 2014-15, forms part of the Corporate Governance Report.

#### **12. INDEPENDENT DIRECTORS DECLARATION**

The Non Executive Independent Directors fulfill the conditions of independence specified in Section 149 (6) of the Companies Act, 2013 and Rules made there under and meet with requirement of Clause 49 of the Listing Agreement entered into with the stock Exchanges. A formal letter of appointment to Independent Director as provided in Companies Act, 2013 and

the Listing Agreement has been issued and disclosed on the website of the Company at [www.balatechnoglobal.com](http://www.balatechnoglobal.com).

**13. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS BY THE COMPANY**

Details of loans, guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to Financial Statements.

**14. VIGIL MECHANISM/WHISTLE BLOWER POLICY**

The Company has a vigil mechanism / whistle Blower policy for Directors and employees to report genuine concerns or grievances. The Whistle Blower policy has been posted on the website of the Company ([www.balatechnoglobal.com](http://www.balatechnoglobal.com)).

**15. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has an effective internal control and risk mitigation system, which has consistently assessed and strengthened with standard operating procedure. Audit Committee of the Board of Directors actively reviews the adequacy and effectiveness of the internal control systems and suggests improvements to strengthen the same.

**16. RISK MANAGEMENT**

The Risk Management is a very important part of business. The main aim of risk management is to identify, monitor and take precautionary measures in respect of the events that may pose risks for the business. The Company is having a business risk management framework in place, which defines the risk management approach of the company and includes periodic review of such risks and mitigating controls and reporting mechanism of such risks.

**17. NOMINATION AND REMUNERATION POLICY**

The Board of Directors has framed a policy which lays down a frame work in relation to remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. This policy also lays down criteria for selection and appointment of Board Members.

**18. DEPOSITS FROM PUBLIC**

The Company has not accepted any deposits from public and as such no amount on account of principal or interest on deposit from public was outstanding as on the date of the Balance sheet.

**19. EXTRACT OF ANNUAL RETURN**

The extract of Annual Return in Form MGT-9 as per Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of Companies (Management & Administration) Rules, 2014 is annexed hereto as Annexure II and forms part of this report.

**20. PERSONNEL & INDUSTRIAL RELATIONS**

Industrial Relations were cordial and satisfactory. There were no employees whose particulars are to be given in terms of Section 134(3) (q) of the companies Act, 2013 read with Rule 5(2) and 5(3) of the companies (Appointment and Remuneration of Managerial Personnel), Rules 2014.

**21. ACKNOWLEDGEMENT**

Your Directors place on record their appreciation for the overwhelming co-operation received from Bankers and Business constituents.

Your Director would also like to place on record their deep appreciation of the continued support of shareholders.

P-22,C.I.T Road,  
Scheme- 55, Kolkata – 700 014  
Date : 26th November, 2015

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

<b>Narayan Chandra Biswas</b>	<b>Anil Kumar Saha</b>
Director	Director

**ANNEXURE I**  
**SECRETARIAL AUDIT REPORT**

**Form No. MR-3**

**FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2015**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The Members,  
Bala Techno Global Limited

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Bala Techno Global Limited (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

The Company's Management is responsible for preparation and maintenance of secretarial records and for devising proper systems to ensure compliance with the provisions of applicable laws and Regulations.

Based on the verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015, subject to the reporting made hereinafter, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2015, to the extent applicable, according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii) The Securities Contracts (Regulation) Act, 1956 and Rules made thereunder;
- iii) The Depositories Act, 1996 and Regulations and Bye-laws framed thereunder;
- iv) Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Overseas Direct Investments, Foreign Direct Investments and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities & Exchange Board of India Act, 1992 ("SEBI Act"), to the extent applicable:
  - a) The Securities Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011
  - b) The Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
  - c) The Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
  - d) The Securities Exchange Board of India (Employee Stock Option Scheme and

Employee Stock Purchase Scheme) Guidelines, 1999 ( Not Applicable to the Company during the Audit Period)

- e) The Securities Exchange Board of India (Issue and listing of Debt securities) Regulations, 2008 ( Not Applicable to the Company during the Audit Period)
- f) The Securities Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993
- g) The Securities Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not Applicable to the Company during the Audit Period)
- h) The Securities Exchange Board of India (Buyback of Securities) Regulations, 1998 (Not Applicable to the Company during the Audit Period)
- vi) As identified by the Management, no specific laws/ acts are applicable to the Company.

**I have also examined compliance with the applicable clauses of the following:**

- a) Secretarial Standards issued by The Institute of Company Secretaries of India. (Not notified during the period under Audit hence not applicable).
- b) The Listing Agreements entered into by the Company with Bombay Stock Exchange Limited (BSE).

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except the following:

**Non-compliance of Companies Act 2013:**

- a) Independent Directors have not been expressly appointed in accordance with section 149(10)/(11) read with Schedule IV of the Companies Act 2013 and General circular of the Ministry of Corporate Affairs (MCA) No.14/2014 dated 09th June 2015, during the period under audit.
- b) The Audit Committee and Nomination & Remuneration Committee have not been reconstituted in accordance with the provisions of section 177 and section 178 of the Companies Act, 2013 in absence of Independent Directors within the meaning of the Act.
- c) No Key Managerial Personnel like Managing Director or CEO or Manager or Whole-Time Director, Chief Financial Officer or Company Secretary have been appointed during the period under review, in non-compliance with section 203 of the Act.
- d) No Woman Director has been appointed during the period under review, in non-compliance with the provisions of section 149 of the Act. However the appointment was made on 1st of April 2015;
- e) Certain forms and in particular form MGT-14 have not been filed with the Registrar of Companies;
- f) The Director's Report for the year ended 31st March 2014 has been signed in contravention of the provisions of Companies Act, 1956 and Companies Act, 2013 ;

**Non-compliance of Listing Agreement with Stock Exchanges:**

- a) There was non-compliance with clause 49(II)(F) of the listing agreement as Whistle Blower Policy has not been posted on Company's website. Also Policy on dealing with Related Party Transactions has not been posted on the website of the Company in non-compliance with Clause 49(VIII) (A) of the Listing Agreement;

- b) There was non-compliance of Clause 49 (IX) of the Listing Agreement as CEO & CFO certificate has been signed by a Non-Executive Director and an Independent Director in absence of Key Managerial Personnel in the Company.
- c) There was non-compliance of Clause 41 for delayed submission of Financial Results with Stock Exchanges, for two consecutive quarters ending 30th June 2014 and 30th September 2014. An amount of Rs. 10,00,902/- was levied as fine by Bombay Stock Exchange Limited (BSE) vide communication dated 16th October 2014 which was duly paid;
- d) There was non-compliance of Clause 31 of the Listing Agreement for delayed submission of Annual Report for the Year 31st March 2014. BSE Limited vide letter dated 29th January 2015 has levied fine amounting to Rs. 180,900/- for late submission of Annual Report to which the Company has vide letter dated February 9 2015 requested for revising the penalty amount.

**I further report that**

- a) The Board of Directors of the Company is not duly constituted in absence of appointment of Independent Directors and Woman Director in accordance with provisions of the Act. No changes in the composition of the Board of Directors have taken place during the period under review.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c) None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that during the audit period:**

- i) Equity shares of the Company of Rs. 10/- each were sub-divided into ten equity shares of Re. 1/- each pursuant to section 61 of the Act and Article 55 of the Articles of Association of the Company.
- ii) Memorandum of Association of the Company was altered pursuant to section 13 and section 61 of the Act to provide for alteration of authorized share capital of the Company into 15,00,00,000 number of equity shares of Re. 1/- each.

For MKB & Associates  
Company Secretaries

8, Camac Street  
5th Floor, Room No. 511  
Kolkata - 700 017

Manoj Kumar Banthia  
[Proprietor]  
ACS no. 11470  
COP no. 7596

Date: 26th November, 2015

**ANNEXURE II  
Form No. MGT-9  
EXTRACT OF ANNUAL RETURN**

**as on the financial year ended on 31.03.2015**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	L65910WB1988PLC04574
ii)	Registration Date	01-11-1988
iii)	Name of the Company	Bala Techno Global Limited
iv)	Category/Sub-Category of the Company	Company limited by shares/Indian Non-Government Company
v)	Address of the Registered office and contact details	Falta Industrial Growth Centre, Sector-IV Falta Dist. 24 PGS(S) West Bengal
vi)	Whether listed company	YES
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Niche Technologies Private Limited, D- 511 Bagree Market, 71, B.R.B Basu Road, Kolkata 700001

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

SI. NO.	Name and Description of main products/services	NIC Code of the Product/services	% to Total turnover of the company
1	Fabrics	60.01	99.98 %



**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-**

Sl. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GIN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	NIL	NIL	NIL	NIL	NIL
2	NIL	NIL	NIL	NIL	NIL

**IV. SHAREHOLDING PATTERN(Equity Share Capital Break up as percentage of Total Equity)**
**(I) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total	Demat	Physical	Total	% of Total	
A. PROMOTERS									
(1) Indian	-	-	-	-	-	-	-	-	-
(g) Individual/HUF	501000	-	501000	9.5	501000	-	501000	9.5	NIL
(h) Central Govt	-	-	-	-	-	-	-	-	-
(l) State Govt(s)	-	-	-	-	-	-	-	-	-
(j) Bodies Corp.	1605100	-	1605100	30.3	1605100	-	1605100	30.3	NIL
(k) Banks/ FI	-	-	-	-	-	-	-	-	-
(l) Any Other....	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Sub-total(A) (1):-	2106100	-	2106100	39.8	21061000	-	21061000	39.8	NIL
(2) Foreign	-	-	-	-	-	-	-	-	-
(a) NRIs-Individuals	-	-	-	-	-	-	-	-	-
(b) Other-Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks/ FI	-	-	-	-	-	-	-	-	-
(e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)=(A)(1)+(A)(2)	2106100	-	2106100	39.81	21061000	-	21061000	39.81	NIL
B. Public Share holding									
1. Institutions									
(a) Mutual Funds	68768	5900	74668	1.41	687680	590000	687680	1.41	NIL
(b) Banks/ FI	-	-	-	-	-	-	-	-	-
(c) Central Govt	-	-	-	-	-	-	-	-	-
(d) State Govt(s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIIs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(l) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1):-	68768	5900	74668	1.41	687680	590000	746680	1.41	NIL
2. Non Institutions									
a) Bodies Corp.									
i) Indian	19284	12500	31784	0.60	176880	125000	301880	0.57	-0.03
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i) Individual share holders holding nominal share capital upto Rs.1 lakh	469085	1491714	1960799	37.07	4777390	14845140	19622530	37.10	+0.03
ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	1095799	19900	1115699	21.09	10957990	199000	11156990	21.09	NIL
c) Others(specify)	-	-	-	-	-	-	-	-	-
1. NRI	-	-	-	-	-	-	-	-	-
2. Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
3. Foreign Nationals	-	-	-	-	-	-	-	-	-
4. Clearing Members	900	-	900	0.01	10920	-	10920	0.02	NIL
5. Trusts	50	-	50	-	-	-	-	-	-
6. Foreign bodies-D.R.	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	1585118	1524114	3109232	58.78	15923180	15169140	31092320	58.78	NIL
Total Public Shareholding(B)=(B)(1)+(B)(2)	1653886	1530114	3183900	60.19	16610860	15228140	31839000	60.19	NIL
C. Shares held by Custodian for GD Rs & ADRs	-	-	-	-	-	-	-	-	-
Grand total (A+B+C)	3759986	1530014	5290000	100.00	37671860	15228140	52900000	100.00	NIL

Note: The company has subdivided its each Equity share having Face value of Rs.10/- each into 10 Equity shares of Re.1/- each fully paid up effective from record date i.e. 26.02.2015.Hence change in no. of shares of each shareholder has not been considered to that extent .



**(ii) Share holding of Promoters**

List of Promoter as of 31-03-2014

DP_ID	CLIENT_ID	HOLDINGS	NAME	ADDRESS1	ADDRESS2	ADDRESS3	PINCODE	PAN
IN302496	10008238	10200	ANITA MEHRA	P-22 CIT ROAD	SCHEME 55	KOLKATA	700 014	AEJPM2687J
IN302496	10010722	19990	ASHOK MEHRA	P-22 C.I.T. ROAD	SCHEME-55	KOLKATA	700 014	AEJPM4862M
IN302496	10010739	10010	CHANDRA PRAKASH MEHRA	P-22 C.I.T. ROAD	SCHEME-55	KOLKATA	700 014	AFAPM5377D
IN302496	10007750	795600	CITY DESK FINANCE PVT. LTD.	P-22 C.I.T. ROAD	SCHEME - 55	KOLKATA	700 014	AABCC1177E
IN302496	10007725	809500	CROSS FINANCE PVT. LTD.	P-22 C.I.T. ROAD	SCHEME 55	KOLKATA	700 014	AABCC1176F
IN302515	10025346	180000	DINESH KUMAR SHARMA	C/O DINESH KUMAR SHARMA (HUF)TIRUPATI APPARTMENT 322 G. T. ROAD				
			BELUR MATH					
IN302496	10008220	20000	DOLLY MEHRA	139/D/4 ANAND PALIT ROAD		HOWRAH	711 202	AAEHD4669N
IN302496	10057515	200	GAUTAM MEHRA	P-22 C.I.T ROAD	SCHEME - IV	KOLKATA	700 014	AEZPM5933M
IN302496	10010503	185000	KAPIL MEHRA	P-22 C.I.T. ROAD	SCHEME 55	KOLKATA	700 014	AEZPM6608P
IN302496	10033184	20000	KAPIL MEHRA	P-22 C.I.T. ROAD	SCHEME - 55	KOLKATA	700 014	AAAHT7423E
IN302496	10057531	100	KUSUM MEHRA	P-22 C.I.T ROAD	SCHEME - 55	KOLKATA	700 014	AFAPM9216P
IN302496	10008246	30000	SARDA MEHRA	P-22 CIT ROAD	SCHEME 55	KOLKATA	700 014	AFAPM6381D
IN302496	10057523	500	SIDDHARTH MEHRA	P-22 C. I. T. ROAD	SCHEME - 55	KOLKATA	700 014	AFAPM1677G
IN302496	10008254	20000	SIDDHARTHA MEHRA	P-22 CIT ROAD	SCHEME 55	KOLKATA	700 014	AEJPM2632P
IN302496	10009753	5000	SIDDHARTHA MEHRA	P-22 C.I.T. ROAD	SCHEME 55	KOLKATA	700 014	AEJPM2632P
<b>Total :</b>		<b>2106100</b>						

List of Promoter as of 31-03-2015

DP_ID	CLIENT_ID	HOLDINGS	NAME	ADDRESS1	ADDRESS2	ADDRESS3	PINCODE	PAN
IN302496	10008238	102000	ANITA MEHRA	P-22 CIT ROAD	SCHEME 55	KOLKATA	700 014	AEJPM2687J
IN302496	10010722	199900	ASHOK MEHRA	P-22 C.I.T. ROAD	SCHEME-55	KOLKATA	700 014	AEJPM4862M
IN302496	10010739	100100	CHANDRA PRAKASH MEHRA	P-22 C.I.T. ROAD	SCHEME-55	KOLKATA	700 014	AFAPM5377D
IN302496	10007750	7956000	CITY DESK FINANCE PVT. LTD.	P-22 C.I.T. ROAD	SCHEME - 55	KOLKATA	700 014	AABCC1177E
IN302496	10007725	8095000	CROSS FINANCE PVT. LTD.	P-22 C.I.T. ROAD	SCHEME 55	KOLKATA	700 014	AABCC1176F
IN302515	10025346	1800000	DINESH KUMAR SHARMA	C/O DINESH KUMAR SHARMA (HUF)TIRUPATI APPARTMENT				
				322 G. T. ROAD BELUR MATH				
IN302496	10008220	200000	DOLLY MEHRA	139/D/4 ANAND PALIT ROAD		HOWRAH	711 202	AAEHD4669N
IN302496	10057515	2000	GAUTAM MEHRA	P-22 C.I.T ROAD	SCHEME - IV	KOLKATA	700 014	AEZPM5933M
IN302496	10010503	1850000	KAPIL MEHRA	P-22 C.I.T. ROAD	SCHEME 55	KOLKATA	700 014	AEZPM6608P
IN302496	10033184	200000	KAPIL MEHRA	P-22 C.I.T. ROAD	SCHEME - 55	KOLKATA	700 014	AAAHT7423E
IN302496	10057531	1000	KUSUM MEHRA	P-22 C.I.T ROAD	SCHEME - 55	KOLKATA	700 014	AFAPM9216P
IN302496	10008246	300000	SARDA MEHRA	P-22 CIT ROAD	SCHEME 55	KOLKATA	700 014	AFAPM6381D
IN302496	10057523	5000	SIDDHARTH MEHRA	P-22 C. I. T. ROAD	SCHEME - 55	KOLKATA	700 014	AFAPM1677G
IN302496	10008254	200000	SIDDHARTHA MEHRA	P-22 CIT ROAD	SCHEME 55	KOLKATA	700 014	AEJPM2632P
IN302496	10009753	50000	SIDDHARTHA MEHRA	P-22 C.I.T. ROAD	SCHEME 55	KOLKATA	700 014	AEJPM2632P
<b>Total :</b>		<b>21061000</b>						

Note: The company has subdivided its each Equity share having Face value of Rs.10/- each into 10 Equity shares of Re.1/- each fully paid up effective from record date i.e. 26.02.2015. Hence change in no. of shares of each shareholder has not been considered to that extent.

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

Sl No.	No. of shares held as on 1st April 2014		Cumulative share holding during the year	
	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1 Anita Mehra				
a) At the beginning Of the year	10200	0.48		
b) Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c) At the end of the year			102000	0.48
2 Ashok Mehra				
a) At the beginning Of the year	19990	0.95		
b) Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES]			
c) At the end of the year			199900	0.95
3 C.P.Mehra				
a) At the beginning Of the year	10010	0.48		
b) Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c) At the end of the year			100100	0.48
4 City Desk Finance Pvt.Ltd				
a) At the beginning Of the year	795600	0.38		
b) Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c) At the end of the year			7956000	0.38
5 Cross Finance Pvt.Ltd				
a) At the beginning Of the year	809500	38.44		
b) Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c) At the end of the year			8095000	38.44
6 Dinesh Kumar Sharma				
a) At the beginning Of the year	180000	8.55		
b) Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c) At the end of the year			1800000	8.55
7 Dolly Mehra				
a) At the beginning Of the year	20000	0.95		
b) Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c) At the end of the year			200000	0.95
8 Gautam Mehra				
a) At the beginning Of the year	200	0.009		
b) Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c) At the end of the year			2000	0.009
9 Kapil Mehra				
a) At the beginning Of the year	185000	8.78		
b) Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c) At the end of the year			1850000	8.78
10 Kapil Mehra				
a) At the beginning Of the year	20000	0.95		
b) Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c) At the end of the year			200000	0.95

11 Kusum Mehra				
a) At the beginning Of the year	100	0.00		
b) Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c) At the end of the year			1000	0.00
12 Sarda Mehra				
a) At the beginning Of the year	30000	1.42		
b) Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c) At the end of the year			300000	1.42
13 Siddharth Mehra				
a) At the beginning Of the year	500	0.024		
b) Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c) At the end of the year			5000	0.024
14 Siddharth Mehra				
a) At the beginning Of the year	20000	0.95		
b) Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c) At the end of the year			200000	0.95
15 Siddharth Mehra				
a) At the beginning Of the year	5000	0.24		
b) Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c) At the end of the year			50000	0.24
<b>TOTAL</b>	<b>2106100</b>	<b>100.00</b>	<b>21061000</b>	<b>100.00</b>

Note: The company has subdivided its each Equity share having Face value of Rs.10/- each into 10 Equity shares of Re.1/- each fully paid up effective from record date i.e. 26.02.2015.Hence change in no. of shares of each shareholder has not been considered to that extent .

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoter sand Holders of GDRs and ADRs):**

Sl No.	No. of shares held as on 1st April 2014		Cumulative share holding during the year	
	No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1 Shiv Ratan Lath				
a) At the beginning Of the year	181100	3.423		
b) Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c) At the end of the year			1811000	3.423
2 Nisha Sanjay Shah				
a) At the beginning Of the year	180000	3.403		
b) Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c) At the end of the year			1800000	3.403
3 Preeti Sharma				
a) At the beginning Of the year	180000	3.403		
b) Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c) At the end of the year			1800000	3.403
4 Bhanwarlal Sharma				
a) At the beginning Of the year	73303	1.386		
b) Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c) At the end of the year			733030	1.386
5 Punjab National Bank Principal Trustee				
a) At the beginning Of the year	71268	1.347		
b) Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c) At the end of the year			712680	1.347

6	Indira V Mehra				
a)	At the beginning Of the year	37100	0.701		
b)	Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c)	At the end of the year			371000	0.701
7	Chamanlal Mehra				
a)	At the beginning Of the year	19900	0.376		
b)	Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c)	At the end of the year			199000	0.376
8	Neelam Mahajan				
a)	At the beginning Of the year	15000	0.284		
b)	Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c)	At the end of the year			150000	0.284
9	Sanjay Kumar Sarawagi				
a)	At the beginning Of the year	9860	0.186		
b)	Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c)	At the end of the year			98600	0.186
10	Charak Ayurmedica Pvt. Ltd				
a)	At the beginning Of the year	8200	0.155		
b)	Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c)	At the end of the year			82000	0.155
<b>TOTAL</b>		<b>775731</b>	<b>14.664</b>	<b>7757310</b>	<b>14.664</b>

Note: The company has subdivided its each Equity share having Face value of Rs.10/- each into 10 Equity shares of Re.1/- each fully paid up effective from record date i.e. 26.02.2015.Hence change in no. of shares of each shareholder has not been considered to that extent .

#### Shareholding of Directors and Key Managerial Personnel:

Sl No.	Each of the Top 10 Shareholders	No. of shares held as on 1st April 2014		Cumulative share holding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1.	Anil Kumar Saha				
a)	At the beginning Of the year	69296	1.310		
b)	Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c)	At the end of the year			692960	1.310
2.	N.C.Biswas				
a)	At the beginning Of the year	180000	3.403		
b)	Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c)	At the end of the year			1800000	3.403
3.	GautamMehra	200	0.004		
a)	At the beginning Of the year	NIL	NIL		
b)	Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c)	At the end of the year			2000	0.004
4.	Dulichand Karel				
a)	At the beginning Of the year	NIL	NIL		
b)	Changes during the year	[CHANGES DUE TO SUBDIVISION OF SHARES ]			
c)	At the end of the year			NIL	NIL

Note: The company has subdivided its each Equity share having Face value of Rs.10/- each into 10 Equity shares of Re.1/- each fully paid up effective from record date i.e. 26.02.2015.Hence change in no. of shares of each shareholder has not been considered to that extent .

## V. INDEBTEDNESS

### Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
(I)Principal Amount	NIL	15,56,000	NIL	15,56,000
(ii) Interest due but not paid	NIL	NIL	NIL	NIL
(iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total(i+ii+iii)	NIL	15,56,000	NIL	15,56,000
Change in Indebtedness during the financial year				
•Addition	NIL	NIL	NIL	NIL
•Reduction	NIL	NIL	NIL	NIL
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year				
(i)Principal Amount	NIL	15,56,000	NIL	15,56,000
ii) Interest due but not paid	NIL	NIL	NIL	NIL
(iii) Interest accrued but not due	NIL	NIL	NIL	NIL
Total(I+ii+iii)	NIL	15,56,000	NIL	15,56,000

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and /or Manager:

Sl. No.	Particulars of Remuneration	Name of Executive Directors/Manager				Total Amount
	Gross Salary					
1.	(a) Salary as per provisions contained in section 17 (1) of the Income-tax Act,1961	NIL	NIL	NIL	NIL	NIL
	(b)Value of perquisites u/s 17(2) Income-tax Act,1961	NIL	NIL	NIL	NIL	NIL
	(c)Prof its in lieu of salary under section 17(3) Income tax Act, 1961	NIL	NIL	NIL	NIL	NIL
2.	Stock Option	NIL	NIL	NIL	NIL	NIL
3.	Sweat Equity	NIL	NIL	NIL	NIL	NIL
4.	Commission - as % of profit - others, specify...	NIL	NIL	NIL	NIL	NIL
5.	Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total(A)	NIL	NIL	NIL	NIL	NIL
	Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL

**B. Remuneration to other directors:**

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		-	-	-	-	
3.	Independent Directors • Fee for attending board/ committee meetings	NIL	NIL	NIL	NIL	NIL
	• Commission	NIL	NIL	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total(1)	NIL	NIL	NIL	NIL	NIL
4.	Other Non-Executive Directors • Fee for attending board /committee meetings	NIL	NIL	NIL	NIL	NIL
	• Commission	NIL	NIL	NIL	NIL	NIL
	• Others, please specify	NIL	NIL	NIL	NIL	NIL
	Total(2)	NIL	NIL	NIL	NIL	NIL
	Total(B)=(1+2)	NIL	NIL	NIL	NIL	NIL
	Total Managerial Remuneration	NIL	NIL	NIL	NIL	NIL
	Overall Ceiling as per the Act	NIL	NIL	NIL	NIL	NIL

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company secretary	CFO	Total
1	Gross salary (a) Salary as per provisions contained in section 17 (1) of the Income-tax Act, 1961	NIL	NIL	NIL	NIL
	(b) Value of perquisites /s17(2) Income-tax Act,1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission - as%ofprofit - others, specify...	NIL	NIL	NIL	NIL
5	Others, please specify	NIL	NIL	NIL	NIL
	Total	NIL	NIL	NIL	NIL

**VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/ NCLT/ COURT]	Appeal made, if any (give details)
<b>A. COMPANY</b>					
Penalty	Clause 41 of the Listing Agreement	Due to late submission of Audited and Unaudited Financial Results for the Quarters ending March 2014 and June 2014 respectively.	A penalty of Rs 1000902/- was imposed and was paid on 08.11.2014	Bombay Stock Exchange	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL



## REPORT ON CORPORATE GOVERNANCE

### 1) Company's Philosophy on Code of Corporate Governance

The Company firmly believes in and has consistently endeavoured to practice good Corporate Governance. The Company's philosophy on Corporate Governance envisages the attainment of the highest levels of transparency, professionalism and accountability, in all facets of its operations, and in all its interactions with its stake holders, including shareholders, employees, the government and lenders.

### 2) Board of Directors

The Board comprises of the Four Directors. The composition and Category of Directors on the Board of the Company are as under:

#### The Composition

##### Category

Promoter/ Executive Directors

Non Executive and Non Independent Directors

Non Executive and

Independent Director

##### Name of Directors

Shri Gautam Mehra

Shri Anil Kumar Saha

Shri Dulichand Karel

Shri Narayan Chandra Biswas

**Attendance of each Director of the Board Meetings, last Annual General Meeting & Number of other Director ship and Chairmanship / Membership of Committee of each Director in various Companies for the years ended 31.03.2015:**

Name of the Directors	DIN NO	No of shares	Attendance Particulars		No. of the Directorships and Committee member /Chairmanship		
			Board Meeting	Last AGM	Other Directorship including Pvt. Ltd. Cos.	Other Committee Membership	Other Committee Chairmanship
Shri Gautam Mehra	00573308	Nil	10	Yes	1	None	None
Shri Anil Kumar Saha	01698716	Nil	10	Yes	1	None	3
Shri Dulichand Karel	00573240	157208	5	No	1	None	None
Shri Narayan Chandra Biswas	05277504	Nil	10	Yes	1	None	None

In accordance with clause 49 of the listing agreement, membership/ chairmanship in Audit Committee and Shareholders/ Investors grievance committee have been considered only.

#### Number of Board Meetings held and the date on which held:

Ten Board Meetings were held during the period. The date on which the meetings were held are as under:-

1.	17.05.2014	6.	29.08.2014
2.	30.05.2014	7.	12.11.2014
3.	18.06.2014	8.	10.12.2014
4.	30.06.2014	9.	06.02.2015
5.	11.08.2014	10.	11.02.2015

**Code of Conduct**

The Company has laid down a Code of Conduct for all Board Members as well as Senior Management Personnel of the Company.

The Code of Conduct is available on [www.balatechnoglobal.com](http://www.balatechnoglobal.com).

It has been confirmed and declared that all Board Members and Senior Management Personnel have affirmed Compliance with the Code of Conduct. The declaration to that effect forms part of this report.

**Independent Directors**

The company has complied with the conditions of Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement with Stock Exchange regarding independence.

The company has also obtained declaration of independence from each Independent Directors pursuant to Section 149 (7) of the Companies Act, 2013.

**Independent Directors Meeting:**

A separate meeting of Independent Directors was held on 30.03.2015 without the attendance of non-Independent Directors and members of the management.

**3) Audit Committee**

Audit Committee has been constituted with Two Independent Directors namely; Shri Narayan Chandra Biswas (Chairman), Shri Dulichand Karel(Member) and Shri Anil Kumar Saha (Member) as non Independent Director as per provisions of the companies Act, 2013.

The terms of reference of the Audit committee are in conformity with the requirement of Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013. These broadly cover the following:

1. To oversee the company's financial reporting process and the disclosure of its financial information.
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company.
3. Approval of payment to statutory auditors for any other services rendered by them.
4. Reviewing with the management, the annual financial statements and auditor's report thereon.
5. Matters required to be included in the directors responsibility statement to be included in the Board's report.
6. Changes, if any, in accounting policies and practices and reasons for the same.
7. Major accounting entries involving estimates based on the exercise of judgment by management.
8. Significant adjustments made in the financial statement arising out of audit findings.
9. Compliance with listing and other legal requirements relating to financial statements
10. Approval of the related party transactions as per policy of the company.
11. Review and monitor the auditor's independence and performance and effectiveness of audit process.
12. Scrutiny of inter corporate loans and investments.

13. Evolution of internal financial controls and risk management systems.
14. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
15. Reviewing the adequacy of internal audit functions, if any, including frequency of internal audit.
16. Discussion with internal auditors of any significant findings and follow up thereon.
17. Reviewing the findings of any internal observations by the internal auditors into matters where there is irregularity or a failure of internal control system of a material nature and reporting the matter to the board.
18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern.
19. To review the functioning of the vigil mechanism.
20. Management discussion and analysis of financial condition and results of operations.

During the Financial year ended on 31st March, 2015, four meetings were held on 30.05.2014, 11.08.2014, 12.11.2014 and 11.02.2015.

The attendance of the Audit Committee Members during the year is as follows :

Name(s)	Held	Attended
Shri Narayan Chandra Biswas	04	04
Shri Anil Kumar Saha	04	04
Shri Dulichand Karel	04	04

Directors responsible for financial functions, Statutory Auditors and other Executives as considered appropriate were also attending the Audit Committee.

Shri Tapas Kar is the Compliance Officer of the Company of the Audit committee.

**i) Prevention of Insider Trading:**

The Audit Committee also monitors implementation and compliance of the Company's Code of Conduct for prohibition of Insider Trading in pursuance of SEBI (Prohibition of Insider Trading) Regulations, 1992 as amended up-to-date.

**ii) Vigil Mechanism:**

The Company has established a vigil mechanism for directors and employees to report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy duly adopted by the Board. The same is available on the website of the Company [www.balatechnoglobal.com](http://www.balatechnoglobal.com). No personnel has been denied access to the Audit Committee to lodge their compliance.

**4. Nomination and Remuneration Committee**

As per provisions of the Companies Act, 2013 Nomination and Remuneration Committee has been constituted with Shri Narayan Chandra Biswas as Chairman, Shri Dulichand Karel and Shri Anil Kumar Saha as Members.

The broad terms of reference of the Committee include;

- To identify persons who are qualified to become directors and who may be appointed in senior management, recommend to the Board their appointment and removal and shall

carry out evaluation of every director's performance

- Formulation of the criteria for determining the qualifications, positive attributes and independence of the director and recommend to the Board a policy, relating to remuneration of the Directors, Key Managerial Personnel and other employees
- Formulation of criteria for evaluation of independence directors and the Board.
- Devising a policy on Board diversity

The remuneration policy is in consonance with the existing industry practice and also with the provisions of Companies Act.

Remuneration Committee met on 26th November, 2015. The committee took note that during the year ended 31.03.2015:

- a. No remuneration was paid to any director of the company.
- b. No Directors' fee for attending meeting of the Board or its committee was paid.

Pecuniary relationship or transactions of the Non-executive Directors of the Company: NIL

#### **5) Stakeholder's Relationship Committee**

The Stakeholder's Relationship Committee was constituted with Shri Narayan Chandra Biswas as Chairman, Shri Dulichand Karel and Shri Anil Kumar Sahaas members as per Companies Act, 2013.

The Committee is set up to monitor the process of share transfer, issue of fresh share certificates as well as review of redressal of share holders and investors complaints regarding transfer and dematerialization of shares, non-receipt of Annual Reports, besides complaints from SEBI, Stock Exchanges, Court, ROC and various Investor Forums. The committee also oversees the performance of Registrar and Transfer Agents and recommends measures for overall improvement in the quality of service to the investors.

Shri Tapas Kar Compliance officer of the Company officiates as Compliance Officer of the Committees.

No complaint was outstanding at the beginning of the year. During the year one complaint was received which remained outstanding at the end of the year. No request for transfer of shares physical or electronic was pending as on 31.03.2015.

In pursuance of Clause 47(f) of the listing agreement, the company has displayed email ID [balatechnoglobal@gmail.com](mailto:balatechnoglobal@gmail.com) in the Website for the purpose of registering complaints by investors and also to take necessary follow up action.

A certificate on a half yearly basis confirming due compliances of share Transfer formalities by the company from Practicing Company Secretary has been submitted to stock exchange within the stipulated time.

#### **6) Corporate Social Responsibility (CSR)**

The provisions with regard to section 135 of the Companies Act, 2013 do not apply to your company.

#### **7) Disclosures:**

##### **• Basis of Related Party Transactions**

- (i) There were no related party transactions during the year.
- (ii) There is no noncompliance by the company and no penalties, strictures imposed on the

company by Stock Exchange or SEBI or any Statutory Authority, on any matter related to capital market, during the last three years.except penalty of Rs 1000902/- imposed by the BSE for late filing of Quarterly Financial Results for 31.03.2014 and 30.06.2014.

• **Disclosure of Accounting Treatment**

The financial statements of the company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the accounting standards notified under section 133 of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historic post-convention. The Accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

• **Proceeds from public issues, right issues, preferential issues etc.**

The Company did not have any of the above issues during the year under review.

• **Secretarial Audit Report**

The Company has obtained Secretarial Audit Report on annual basis from the Company Secretary in Practice for compliance with Section 204 (1) of the Companies Act, 2013, and SEBI Listing Agreement. A text of the Annual Secretarial Audit Report is annexed elsewhere.

• **Reconciliation of Share Capital Audit**

A qualified Practicing Company Secretary has carried out Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The Report confirms that the total issued / paid up capital is in agreement with the total number of shares in physical forms and the total number of dematerialized shares held with NSDL and CDSL.

**8) Means of communication**

- i) Half yearly report sent to each household of shareholders:  
Half yearly report is not being sent to each household of shareholders.
- ii) Quarterly results:  
Quarterly results are published in leading newspaper such as, The Eco of India (English) and Duranto Barta (Regional Newspaper).
- iii) Website where the results are displayed :[www.balatechnoglobal.com](http://www.balatechnoglobal.com)
- iv) The Management Discussion and Analysis:  
The Management of the Company is of the view that no further analysis or discussions are called for as the presentations of Annual Accounts of the Company together with Directors and Auditors Report thereon is transparent and self-explanatory.

**9) Compliance on Corporate Governance**

The quarterly compliance report has been submitted to the Stock Exchanges at BSE in the requisite format duly signed by the Director or Compliance officer. Pursuant to Clause 49 of the Listing Agreement, the Auditors' certificate in compliance on conditions of Corporate Governance is published elsewhere in the Annual Report.

## 10) General Body Meetings

10.1 Location and time for last three Annual General Meeting held :

Year	Location	Date	Day	Time
2011-2012	Company's Registered Office at Falta Industrial Growth Centre, Sector-III, Falta, Dist. 24 Parganas(S), West Bengal	28.09.2012	Friday	9.30 a.m
2012-2013	-DO-	28.09.2013	Saturday	9.30 a.m
2013-2014	-DO-	29.09.2014	Monday	9.30 a.m

10.2 Whether any Special Resolution passed in previous AGM : Yes

Special Resolutions passed in the AGM as under:

**AGM Date**

29.09.2014

**Matter**

Approval for issue of 478000 Equity Shares of Rs 10/- each on preferential Basis.

10.3 Whether special resolutions were put through postal ballot, last year?: No

10.4 Are votes proposed to be conducted through postal ballot, this year?: No

10.5 Three Extraordinary general meetings years were held on 15.02.2013, 26.02.14 and 28.01.2015 during last 3 financial years.

## 11) General Shareholder Information

### a) Annual General Meeting

Date and Time

:

29th December, 2015 at 9.30 A.M

Venue:

Company's Registered office at:  
Falta Industrial Growth Centre,  
Sector-IV, Falta,  
Dist. 24-Parganas(S),  
West Bengal, Pin - 743 504

### b) Financial calendar (tentative) for the year 2015-16

Results for quarter ending

:

30th June, 2015

:

2nd week of August, 2015

30th September, 2015

:

2nd week of November, 2015

31st December, 2015

:

2nd week of February, 2016

31st March, 2016

:

last week of May, 2016

### c) Book closure Date

:

23rd December ,2015 to 29 th December, 2015, (both day inclusive)-  
Books closing at th time of Annual General Meeting.

### d) Dividend payment date

:

No Dividend has been proposed

### e) Listing of Equity Shares

on Stock Exchanges at

:

Bombay Stock Exchange  
Listing fees for the year 2015-2016 has been paid to Bombay Stock Exchange.

f) (i) Stock Code :

Bombay Stock Exchange : 511395

(ii) Demat ISIN No. in NSDL and : INE652B01026  
CDSL for Equity Shares.

g) Stock Market Data: Company's Equity Shares were traded in Bombay Stock Exchange as under:

MONTHS	BOMBAY STOCK EXCHANGE	
	Month's Higher Price Rate (Rs.)	Month's low Price Rate (Rs.)
April,2014	2.25	2.14
May,2014	-	-
June,2014	2.25	2.14
July,2014	2.70	2.24
August,2014	2.83	2.83
September,2014	-	-
October,2014	2.97	2.83
November,2014	3.15	3.00
December,2014	3.15	3.00
January,2015	4.12	3.00
February,2015	5.18	4.32
March,2015	-	-

**h) Registrar and Transfer Agents:**

NICHE TECHNOLOGIES PVT LTD.

D-511, Bagree Market

71, B.R.B. Basu Road

KOLKATA - 700 001

Phones: 2235-7270/ 7271/ 3070,

2234-3576/2318

Fax: 033 22156823

**i) Share Transfer System :**

Presently, the shares received in physical form for transfer are returned within a period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects. The Company obtains a certificate on each half year from a company secretary in practise in respect of Compliance with the share transfer formalities as required under Clause 47(c) of the listing agreement with Stock Exchange and files a copy of the certificate with the stock Exchange within the prescribed time limit. As regards shares held in Electronic form, the credit being given as per guide lines by laws issued by SEBI/NSDL/CDSL.





## COMPLIANCE CERTIFICATE

To,

The Members of **BALA TECHNO GLOBAL LIMITED**

- (i) We have examined the compliance of conditions of Corporate Governance by BALA TECHNO GLOBAL LIMITED (The Company) for the year ended March 31, 2015 as stipulated in clause 49 of the Listing agreement(s) of the said Company with the stock exchange(s).
- (ii) The compliance of conditions on Corporate Governance is the responsibility of the Company's Management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
- (iii) In our opinion and to the best of our information and according to the explanations given to us read along with paragraph 2 of the Report on Corporate Governance, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement(s).
- (iv) We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

Place: SWASTIK' 334/157  
Jessore Road, S.N-8 (Ground Floor)

FORS.A.Associates  
COMPANY SECRETARIES

Date: 26th November, 2015

(SHIPRA AGARWAL)  
Proprietor  
CP No.3173

### CEO AND CFO CERTIFICATION

To,  
The Board of Directors  
Bala Techno Global Limited

We, Narayan Chandra Biswas and Anil Kumar Saha Directors of the company responsible for overall financial functions certify that:

- 1) We have reviewed Financial statements and cash flow statement of Bala Techno Global Limited for the year ended 31st March, 2015 and to the best of our knowledge and belief:
  - i) these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
  - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.
- 2) To the best of our knowledge and belief, no transactions entered in to by the Company which are fraudulent, illegal or violative of the Company's code of conduct.
- 3) We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- 4) We have indicated to the Auditors and the Audit Committee :
  - i) That there are no significant changes in internal control over the financial reporting during the year.
  - ii) That there are no significant changes in accounting policies during the year and
  - iii) That there are no instances of significant fraud of which we have become aware

Place: Kolkata  
Date:26.11.2015

Narayan Chandra Biswas  
Director

Anil Kumar Saha  
Director

**Independent Auditors' Report  
To the Members of Bala Techno Global Limited  
Report on the Financial Statements**

We have audited the accompanying financial statements of Bala Techno Global Limited ("the company"), which comprise the Balance Sheet as at 31 March 2015, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2015, its loss and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2015("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
  - e) On the basis of written representations received from the directors as on 31 March, 2015, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
    - i. The Company does not have any pending litigations which would impact its financial position.
    - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
    - iii. There were no amounts which required to be transferred by the Company to the Investor Education and Protection Fund.

**For U.NARAIN & CO.**  
Chartered Accountants  
FRN:- 000935C

**(J.P.Agarwal)**  
Partner  
M.No- 054090  
Place: Kolkata  
Date : 4th Nov 2015.

### ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under the heading "Report on other Legal and Regulatory requirements" of our report of even date)

- (i) a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) The fixed assets have been physically verified by the management during the year. No material discrepancies were noticed on such verification.
- (ii) a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- c) The company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stock and the book records were not material.
- (iii) The Company has not granted any loan secured/unsecured to companies/firms/other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a) and (b) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchase of inventory, fixed assets and with regard to sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v) The Company has not accepted any deposits from the public.
- (vi) As explained to us, the company is not required to maintain the cost records as prescribed by the Central Government under Section 148 (1) of the Companies Act, 2013.
- (vii)a) The Company has been generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, Wealth Tax, Service tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it **except Sales Tax of Rs. 1, 87,343/- were in arrears, as at 31st March 2015 for a period of more than six months from the date they become payable.**
- b) According to information and explanations given to us, there are no disputed amounts payable in respect of Provident Fund, Employees State Insurance, Income Tax, Sales Tax, Service tax, Custom Duty, Value Added Tax, Wealth Tax, Excise Duty and Cess at the year end on 31 st March, 2015.
- c) According to the information and explanations given to us, there were no amounts which required to be transferred to the Investor Education and Protection Fund.
- (viii) In our opinion, the company's accumulated losses at the end of the financial year are less than fifty percent of its net worth. The company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (ix) In our opinion and according to information and explanations given to us, the company has not defaulted in repayment of dues to financial institution or bank or debenture holders.
- (x) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks or financial institutions.
- (xi) According to the information and explanations given to us, the company has not obtained any term loan during the year.
- (xii) According to the information and explanations given to us, no fraud on or by the company has been noticed or reported during the course of our audit.

For U.NARAIN & CO.  
Chartered Accountants  
FRN:- 000935C  
**(J.P.Agarwal)**  
Partner  
M. No - 054090  
Place: Kolkata  
Date : 4th Nov 2015.

**BALA TECHNO GLOBAL LIMITED  
BALANCE SHEET AS AT 31st MARCH, 2015**

PARTICULARS	Note No	CURRENT YEAR As at 31.03.2015		PREVIOUS YEAR As at 31.03.2014	
		Rs.	Rs.	Rs.	Rs.
<b><u>EQUITY AND LIABILITIES</u></b>					
<b>Shareholder's Fund</b>					
Share Capital	2	5,28,62,000		5,28,62,000	
Reserves and Surplus	3	(243,945)	5,26,18,055	43,859	5,29,05,859
<b>Non- Current Liabilities</b>					
Long-Term Borrowings	4	15,56,000		15,56,000	
Other Long-Term Liabilities	5	14,34,041	29,90,041	14,34,041	29,90,041
<b>Current Liabilities</b>					
Trade Payables	6	63,87,57,025		72,91,15,672	
Other Current Liabilities	7	60,12,420		45,43,030	
	-				
Short Term Provisions	8	722,290	64,54,91,735	4,04,072	73,40,62,774
<b>TOTAL</b>			<b>70,10,99,831</b>		<b>78,99,58,674</b>
<b>ASSETS</b>					
<b>Non Current Assets</b>					
<b>Fixed Assets</b>					
<b>Tangible Assets</b>					
Tangible Assets	9	-		31,043	
Non Current Investments	10	5,37,86,771		5,37,86,771	
Deferred Tax Assets (Net)	11	68,077		68,740	
Long-Term Loans and Advances	12	33,54,19,031	38,92,73,879	28,57,97,958	33,96,84,513
<b>Current Assets</b>					
Inventories	13	15,54,12,058		15,27,85,398	
Trade Receivables	14	15,56,81,362		28,56,03,350	
Cash and Cash Equivalents	15	615,691		1,18,73,573	
Short-Term Loans and Advances	16	1,16,840	31,18,25,951	11,840	45,02,74,161
<b>TOTAL</b>			<b>701,099,831</b>		<b>78,99,58,674</b>

Notes to the accounts 1 to 34  
As per our annexure report of even date

**For and on behalf of the Board**

For U.NARAIN & Co  
Chartered Accountants  
FRN:00035C

(J,P,Agarwal)  
Partner  
Membership No 54090

Narayan Chandra Biswas      Anil Kumar Saha  
Director                                      Director

Place Kolkata  
Date : 04.11.2015



**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31st  
MARCH, 2015**

<b>PARTICULARS</b>	<b>NOTE NO</b>	<b>For the yer ended 31.03.2015</b>	<b>For the yer ended 31.03.2014</b>
		Rs.	Rs.
Revenue from Operations	17	2,67,74,90,879	1,59,33,83,944
Other Income	18	1,495	4,800,000
<b>Total Revenue</b>		<b>2,677,492,374</b>	<b>1,598,183,944</b>
<b><u>EXPENSES</u></b>			
Purchase of Stock-in-Trade	19	2,67,49,21,609	1,74,16,64,780
Change in inventories of Stock-in-Trade	20	(26,26,660)	(15,27,85,398)
Employee Benefits Expense	21	3,55,000	3,38,000
Depreciation and Amortization Expense	9	-	5,537
Other Expenses	22	47,80,305	46,06,869
<b>Total Expenses</b>		<b>2,67,74,30,254</b>	<b>1,59,38,29,788</b>
Profit/(Loss) before Tax		62,120	43,54,156
<b>Tax Expense</b>			
Current Tax		3,18,218	4,58,649
Deferred Tax		663	(579,262)
Profit / (Loss) After Tax for the Year		<b>(2,56,761)</b>	<b>44,74,769</b>
Earnings per Equity Share Basic and Diluted		-	0.85

Notes to the accounts 1 to 34

As per our annexure report of even date

**For and on behalf of the Board**

For U.NARAIN & Co  
Chartered Accountants  
FRN:00035C

Narayan Chandra Biswas  
Director

Anil Kumar Saha  
Director

(J,P,Agarwal)  
Partner  
Membership No 54090  
Place Kolkata  
Date : 04.11.2015

## 1. Significant Accounting Policies:

### (1) Significant Accounting Policies:

- a. The accounts are prepared on historical cost convention using the accrual method of accounting unless otherwise stated.
- b. Accounting policies not specifically referred to otherwise are consistent and in consonance with generally accepted accounting principle.
- c. Dividend income is accounted on receipt basis.
- d. In respect of other heads of income, the company follows the practice of accounting of such income on accrual basis.
- e. All the expenses are accounted for on accrual basis.
- f. Fixed Assets are stated at cost less accumulated depreciation till 31.3.2015.
- g. Miscellaneous expenditure representing public issue expenses and preliminary expenses are amortized equally over a period of 10 years.
- h. No provision for Gratuity has been made, as no employee has yet put in the qualifying period of service for entitlement to this benefit.
- i. Investments are valued at cost inclusive of related expenses.
- j. Inventories are valued at lower of Cost or Net Realisable value.
- k. In respect of Fixed Assets acquired during the year, depreciation is charged on a written down value method so as to write off the cost of the assets over the useful lives and for the assets acquired prior to April 1, 2014, the carrying amount as on April 1, 2014 is depreciated over the remaining useful life as prescribed in schedule II of the Companies Act, 2013.
- l. Deferred Tax has been accounted for pursuant to Accounting standard (AS-22).

## NOTES TO THE FINANCIAL STATEMENT

Note	CURRENT YEAR	PREVIOUS YEAR
	As at 31.03.2015	As at 31.03.2014
	Rs.	Rs.
<b>2. Share Capital</b>		
<u>A. Authorised Capital</u>		
10,00,00,000 Equity shares of Rs 1 each	10,00,00,000	10,00,00,000
1,10,000 14 % Non-Cumilative Redeemable Preference Shares of Rs 100 each	1,10,00,000	1,10,00,000
39,00,000 Unclassified Shares of Rs 10 each	3,90,00,000	3,90,00,000
	<u>15,00,00,000</u>	<u>15,00,00,000</u>
<u>Issued, Subscribed &amp; Paid up Capital:</u>		
529,00,000 (PY 52,90,000) Equity shares of Rs 1 each	5,29,00,000	5,29,00,000
Less Alotment Money in arear	38,000	38,000
	<u>5,28,62,000</u>	<u>5,28,62,000</u>

a. Reconciliation of number of Shares outstanding at the beginning and at the end of the year.

As at 31st March.				
	2015		2014	
	Shares	Amount	Shares	Amount
Equity Shares				
Opening Balance	52,90,000	5,29,00,000	52,90,000	5,29,00,000
Add: Issued during the year	-	-	-	-
Closing Balance	5,29,00,000	5,29,00,000	52,90,000	5,29,00,000

b. Terms / rights attached to Equity Shares

The company has only one class of equity shares having a per value Rs 10 per share. Each holder of equity Share is entitled to one vote per share.

In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preference amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

c. Details of equity Shares held by Shareholders more than 5 % of the aggregate Shares in the Company

As at 31 st March				
	2015		2,014	
	Shares No	% holding	shares No	% holding
City Desk Finance Pvt. Ltd.	79,56,000	15.040	7,95,600	15.040
Cross Finance Pvt. Ltd.	80,95,000	15.302	8,09,500	15.302

### **3. Reserve & Surplus**

#### **General Reserve**

As per last account 1,22,00,000 1,22,00,000

#### **Capital Redemption Reserve**

As per last account 1,10,00,000 1,10,00,000

#### **Reserve Fund**

As per last account 1,73,341 1,73,341

#### **Statement of Profit and Loss**

As per last Balance Sheet (2,33,29,482) (2,78,04,251)

Less: Depreciation on transition to  
Schedule II of the Companies Act 2013  
on tangible assets with NIL useful Life. 31,043

Add: Profit/(Loss) as per statement of  
Profit and Loss (2,56,761) 44,74,769

(2,36,17,286)  
(2,43,945) 43,859

**4. Long Term Borrowings**
**(Unsecured)**
**Loans\***

from Directors and their associates	15,56,000	15,56,000
	<u>15,56,000</u>	<u>15,56,000</u>

**\* Terms of Repayment**

There is no such terms of repayment of the Unsecured Loan

**5. Other Long-Term Liabilities**

Trade Payables	12,74,560	12,74,560
Others		
Security Deposit	1,59,481	1,59,481
	<u>14,34,041</u>	<u>14,34,041</u>

**6. Trade Payables**

Micro, Small and Medium Enterprise*	-	-
Others	63,87,57,025	72,91,15,672
	<u>63,87,57,025</u>	<u>72,91,15,672</u>

\* There is no declaration received from vendors for being Micro, Small and Medium Enterprise.

**7. Other Current Liabilities**

Other Current Liabilities	60,03,302	6,63,782
Advance from customer	-	38,65,540
TDS Payable	9,118	13,708
	<u>60,12,420</u>	<u>45,43,030</u>

**8. Short Term Provisions**

Provisions for Taxation *	7,22,290	4,04,072
	<u>7,22,290</u>	<u>4,04,072</u>

\* Provisions for taxation net of Advance of Income Tax Rs. 623389/-

**NOTE - 9 : FIXED ASSETS AS PER COMPANIES ACT AS ON 31st MARCH, 2015**

(Figs. In Rs.)

Name of Assets	Original Cost as on 01.04.2014	Additions (Deletion) during the Year	Total	Depreciation upto last year	Depreciation Adjusted	Depreciation for the year	Total Depreciation	Balance as on 31.03.2015	Balance as on 31.03.2014
Furniture & Fixture	5,14,598	-	5,14,598	5,05,864	8,734	-	5,14,598	-	8,734
Office Equipments	2,97,127	-	2,97,127	2,84,079	13,048	-	2,97,127	-	13,048
Computer	1,37,500	-	1,37,500	1,37,493	7	-	1,37,500	-	7
Air Conditioner	1,49,550	-	1,49,550	1,40,296	9,254	-	1,49,550	-	9,254
<b>Total</b>	<b>1,098,775</b>	<b>-</b>	<b>1,098,775</b>	<b>1,067,732</b>	<b>31,043</b>	<b>-</b>	<b>1,098,775</b>	<b>-</b>	<b>31,043</b>
Previous Year	2,55,09,585	(2,44,10,810)	10,98,775	2,35,65,493	(2,25,03,298)	5,537	1,067,732	31,043	1,944,092

**10. Non Current Investment**
*(other than Trade)*

	<u>Face value</u>	<u>No of Shares</u>		
Investment in Equity Instruments				
Quoted				
ICICI Bank Ltd.	10	565	1,85,461	1,85,461
Bala Techno Industries Ltd	10	2,26,700	5,01,310	5,01,310
Unquoted				
Atlantic Projects Ltd	10	15,05,000	3,01,00,000	3,01,00,000
Bala Techno Industries Ltd #	100	1,52,500	1,52,50,000	1,52,50,000
City Desk Finance (P) Ltd *	100	18,900	18,90,000	18,90,000
Cross Finance (P) Ltd *	100	58,600	58,60,000	58,60,000
			<u>5,37,86,771</u>	<u>5,37,86,771</u>

Aggregate Market Value of Quoted Investments - Bala Techno Industries Ltd : Rs194962/-  
(Previous year - Rs485138/-)

ICICI Bank Ltd : Rs 703425/- (Previous year -Rs 590623/-)

# Investment in 15 % Non Cumulative , Reedemable Preference shares

\* Investment in 0.01 % Non Cumulative Reedemable preference Shares

**11. Deferred Tax Assets (net)**

On account of Depreciation on fixed assets	68,077	68,740
	<u>68,077</u>	<u>68,740</u>

**12. Long Term Loans and Advances**
**(unsecured considered good)**

Advance Receivable in cash or Kind	33,54,19,031	28,57,97,958
	<u>33,54,19,031</u>	<u>28,57,97,958</u>

**13. Inventories**
**(as certified by management)**

Stock-in-Trade	15,54,12,058	15,27,85,398
	<u>15,54,12,058</u>	<u>15,27,85,398</u>

**14. Trade Receivables**
**(unsecured, considered good)**

Outstanding for a period exceeding six months from the due date	4,67,00,434	4,16,34,426
Others	10,89,80,928	24,39,68,924
	<u>15,56,81,362</u>	<u>28,56,03,350</u>

**15. Cash and Cash Equivalents**

Balance with Banks in current account	4,04,608	17,43,432
Margin with Bank		32,700
Cash in hand (As certified)	2,11,083	1,00,97,441
	<u>615,691</u>	<u>11,873,573</u>

**16. Short Term Loans and Advances**

Security Deposit	1,16,840	11,840
	<u>1,16,840</u>	<u>11,840</u>

<b>For the year ended on 31.03.2015 Rs.</b>	<b>For the year ended on 31.03.2014 Rs.</b>
---	---

**17. Revenue from Operations**

Sales	2,67,74,90,879	1,59,33,83,944
	<u>2,67,74,90,879</u>	<u>1,59,33,83,944</u>

**18. Other Income**

Dividend	1,495	-
Profit on sale of Investment		48,00,000
	<u>1,495</u>	<u>48,00,000</u>

**19. Purchase of Stock-in-Trade**

Purchase of trading goods	2,67,49,21,609	1,74,16,64,780
	<u>2,67,49,21,609</u>	<u>1,74,16,64,780</u>

**20. Change in inventories of Stock-in-Trade**

Opening Stock	15,27,85,398	-
Less: Closing Stock	15,54,12,058	15,27,85,398
	<u>(26,26,660)</u>	<u>(15,27,85,398)</u>

**21. Employee Benefits Expenses**

Salaries and Wages	3,55,000	3,38,000
	<u>3,55,000</u>	<u>3,38,000</u>

**22. Other Expenses**

Annual Custodial Fees	71969	17,268
Audit Fees	57000	56,180
Bank Charges	39470	13,895
Donation	-	100,000
Subscription	20000	-
Filing Fees	11236	
General Expenses	-	43,194
Listing Fees	1113262	140,450
Office Rent	175000	
Postage Charges	230825	
Printing & Stationery	74038	30,310
Professional Fees	149134	99,607
Publisity & Advertisement	12332	41,077
Repairs & Maintenance	15228	
Share Transfer Epenses	56951	14,680
Telephone Expenses	22160	19,200
Travelling & Conveyance	-	88,596
Freight Expenses	2731700	20,34,900
Lease Assets Written off	-	19,07,512
	<u>4,780,305</u>	<u>46,06,869</u>



(23) There are no Contingent liabilities as on 31.3.2015 (Prev. Year 'Nil').

(24) Disclosure of earning per share as per Accounting Standard-20.

Earning per share-The Numerators and Denominators used to calculate Basic/Diluted earning per share.

	(Amount in Rupees) for the year ended on	
	31.03.2015	31.3.2014
a) Amount used as the numerators		
Profit/(Loss) after Tax attributable to equity share holders	(256761)	4474769
b) Basic/Weighted average No. of equity share used as denominator	52900000	5290000
c) Nominal value of equity shares Rs.	1	10
d) Basic/Diluted earning per share	Negligible	0.85

(25) The amount of Allotment money in Arrears is subject to reconciliation.

(26) Non current Investments are stated at cost. Any diminution in the value of non-current investments has not been accounted for in the books as in the opinion of the Board of Directors, it is due to short term market fluctuation

(27) Auditors Remuneration is broken as below:

	Current Yr. -----	Previous Yr.- -----
As Audit fee	39900/-	39326/-
As Tax audit fee	17100/-	16854/-

(28) Deferred Tax :

	As at 31-03-2015 -----	As at 31-03-2014 -----
Deferred Tax Liability :	(Rs.)	(Rs.)
Depreciation on Fixed Assets	68077	68740
Deferred Tax Assets / (Liability)	68077 =====	68740 =====

(29) Particulars of Opening Stock, Purchase, Sales and Closing Stock etc.

ITEM	OPENING STOCK		PURCHASE		SALES		CLOSING STOCK	
	Kgs.	Value (Rs.)	Kgs.	Value (Rs.)	Kgs.	Value (Rs.)	Kgs.	Value (Rs.)
Fabric	186717	45493620	11265619	2674921609	11243711	2676911519	208625	48692365
	(--)	( - )	(6213673)	(1514777770)	(6026956)	(1473788717)	(186717)	(45493620)
Yarn	541581	107291778	(--)	(---)	2880	579360	538701	106719693
	(-)	(-)	(1127632)	(226887010)	(586051)	(119595227)	(541581)	(107291778)

figures in brackets are for the previous year.

- (30) Based on the information available with the Company, there were no dues payable to Small Scale Industrial Undertakings, which are outstanding for more than thirty days.
- (31) The balances of Trade receivables, Trade payables, Loans & Advances are subject to confirmation from respective parties.
- (32) In terms of Accounting Standard 17 of the Institute of Chartered Accountants of India, Segment Information has not been given as the Company has no reportable Business or Geographical segment.
- (33) Related party disclosures as per Accounting Standard 18 of Chartered Accountants of India. There is no related party in terms of this Accounting Standard.

Note : Related Party relationship is as identified by the Company and relied upon by the auditor.

- (34) Previous Years figures have been re-grouped and rearranged wherever considered necessary.

As per our attached report of even date

For U.NARAIN & CO.  
Chartered Accountants  
FRN: 000935C

(J. P. AGARWAL)  
Partner  
Place : Kolkata  
Dated : 04.11.2015

For and on behalf of Board

Narayan Chandra Biswas) (Anil Kumar Saha)  
Director Director

BALA TECHNO GLOBAL LIMITED  
CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2015

	Amount (in Rupees)	
	31.03.2015	31.03.2014
<b>A. CASH FLOW FROM OPERATION ACTIVITIES</b>		
Net Profit/ (Loss) before Tax and Extraordinary Items	62,120	43,54,156
Add Back :		
Depreciation		5,537
Lease Assets W/off	-	19,07,512
Other Income	-	48,00,000
Operating Profit Before Working Capital Changes	62,120	14,67,205
Adjustments for :		
Trade Receivables	12,99,21,988	(24,16,90,198)
Inventories	(26,26,660)	(15,27,85,398)
Long / Short Term Loans & Advances	(4,97,26,073)	5,37,37,930
Trade Payable	(9,03,58,647)	28,89,22,542
Other Current Liabilities	14,69,390	38,72,730
Other Non Current Assets	-	
Other Long Term Liabilities		-
Cash Generated from Operation	(1,12,57,882)	(4,64,75,189)
Income Tax Paid		4,050
<b>Net Cash Flow From Operating Activities</b>	<b>(1,12,57,882)</b>	<b>(4,64,79,239)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Interest Received	-	
Investment in Equity shares	-	-
Proceeds from Sale of Investment	-	5,28,00,000
<b>Net Cash used in Investing Activities</b>	<b>-</b>	<b>5,28,00,000</b>
<b>C. CASH FLOW FROM FINANCE ACTIVITIES</b>		
Proceeds from Issue of Equity Shares	-	-
Proceeds from Unsecured Loan	-	-
<b>Net Cash used in Financing Activities</b>	<b>-</b>	<b>-</b>
NET INCREASE/ (DECREASE) IN CASH AND CASH EQUIVALENTS	(1,12,57,882)	63,20,761
CASH AND CASH EQUIVALENTS AT BEGINNING OF THE YEAR	11,873,573	55,52,812
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	6,15,691	1,18,73,573

Note : a. Figures in brackets indicates outflows

b. Previous Year figures have been regrouped and rearranged wherever necessary.

For U. NARAIN & CO.  
Chartered Accountants  
FRN: 000935C  
(J. P. AGARWAL)  
Partner  
Place : Kolkata  
Date : 04.11.2015

Narayan Chandra Biswas  
Director

Anil Kumar Saha  
Director

**BALA TECHNO GLOBAL LTD.**

Regd Office: Falta Industrial Growth Center, Sector-IV,  
Falta, Dist: 24 Parganas (s), West Bengal  
Tel No: 033-22651431, 033-22658156,  
email: balatechnoglobal@gmail.com  
**CIN : L65910WB1988PLC045474**

**ANNEXURE TO THE NOTICE FOR THE 27TH ANNUAL GENERAL MEETING OF  
THE COMPANY TO BE HELD ON 29TH DAY OF DECEMBER, 2015**

Name & Registered Address  
of Sole/First named Member :

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

**Subject: Process and manner for availing E-voting facility:**

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Tuesday, 29th day of December, 2015 at 9.30 a.m. at its Registered Office Falta Industrial Growth Center, Sector-IV Falta, Dist: 24 Parganas (s), West Bengal and at any adjournment thereof. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

EVSN (Electronic - Voting Event)	User ID	Password
<b>103629</b>		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
26th December, 2015 at 9:00 A.M. (IST)	28th December, 2015 at 5:00 P.M. (IST)

#please read the instructions mentioned in point no.14 of the Notice before exercising your vote.

By Order of the Board  
For Bala Techno Global. Ltd.  
Anil Kumar Saha  
Director

Corporate Office  
P-22, C.I.T. Road, Scheme - 55  
Kolkata - 700 014  
Date: 26.11.2015

Encl: AGM Notice/ Attendance Slip / Proxy Form

**BALA TECHNO GLOBAL LIMITED****Registered Office :** Falta Industrial Growth Centre, Sector IV,

Falta, Dist: 24 Parganas (South), West Bengal

Tel No: 033-22651431,033-22658156, email: balatechnoglobal@gmail.com

**CIN : L65910WB1988PLC045474****ATTENDANCE SLIP****(To be handed over at the entrance of the meeting Hall) (Annual General Meeting  
- 29th December ,2015)**

I hereby record my presence at the Annual General Meeting of the Company held on 29th December, 2015 at 9:30 A.M. at Falta Industrial Growth Center, Sector-IV Falta, Dist: 24 Parganas (S) , West Bengal.

Full Name of the member (In Block Letters):.....

Folio No.....DP ID No:.....

Full Name of Proxy(In Block Letters):.....

Member/Proxy(s) / Representative Signature:.....

## BALA TECHNO GLOBAL LIMITED

**Registered Office :** Falta Industrial Growth Centre, Sector IV,  
Falta, Dist: 24 Parganas (South), West Bengal  
Tel No: 033-22651431,033-22658156, email: balatechnoglobal@gmail.com  
**CIN : L65910WB1988PLC045474**

**FORM NO.MGT-11**

### PROXY FORM

[Pursuant to section 105(6) of the Companies Act,2013 of the Companies (Management and Administration ) Rules,2014]

CIN : L65910WB1988PLC045474  
 Name of the company : Bala Techno Global Ltd  
 Regd Office : Falta Industrial Growth Center,Sector-IV ,Falta  
 Dist: 24 Parganas (s), West Bengal  
 Name of the Members :  
 Registered Address :  
 E-Mail Id :  
 Folio No./Client No. :  
 DP ID :

I/ We, being the member(s) of .....shares of the above Company, hereby appoint

1. Name.....Address.....  
E-Mail Id:.....Signature:..... or failing him
2. Name.....Address.....  
E-Mail Id:.....Signature:..... or failing him
3. Name.....Address.....  
E-Mail Id:.....Signature:..... or failing him

As my/ our Proxy to attend and Vote (on a poll) for me/ us on my/ our behalf at the AGM of the Company, to be held on 29th December ,2015 at 9:30 AM at Falta Industrial Growth Center , Sector-IV,Falta,Dist:24 Parganas(s) and at any adjournment thereof in respect of such resolution(s) as are indicated below.

Resolutions	For	Against
1. To consider and adopt of Audited Financial Statements, Reports of the Board of Directors and Auditors	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-appointment of Shri Gautam Mehra as director	<input type="checkbox"/>	<input type="checkbox"/>
3 Appointment of Statutory Auditor and to fix their remuneration	<input type="checkbox"/>	<input type="checkbox"/>
4. Appointment of Smt Mina Roy as an Independent Director	<input type="checkbox"/>	<input type="checkbox"/>
5. Appointment of Shri Dulichand Karel as an Independent Director	<input type="checkbox"/>	<input type="checkbox"/>
6. Appointment of Shri N.C.Biswas as an Independent Director	<input type="checkbox"/>	<input type="checkbox"/>
7. Borrowing powers of the company u/s 180(1)(c) of the companies Act,2013.	<input type="checkbox"/>	<input type="checkbox"/>
8. Creation of charge on movable and immovable properties u/s 180(1)(a) of the companies Act,2013	<input type="checkbox"/>	<input type="checkbox"/>
9. Adoption of New Articles of Association of the company	<input type="checkbox"/>	<input type="checkbox"/>

Signed this .....Day of .....2015

Signature of the Shareholder(s) .....nature of Proxy(s).....

**One  
Rupee  
Revenue  
Stamp**

**Note:**

1. This form of proxy in order to be effective should be duly completed and deposited at the company's corporate office at P-22,C.I.T Road, scheme-55, Kolkata700014, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Note please refer to the Notice of Annual General Meeting.\*