

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai – 400-001

August 24, 2024

**Scrip Code: 520127**

Dear Sir/Madam,

**Sub: Notice of the 30<sup>th</sup> Annual General Meeting of the Members of Balurghat Technologies Limited for the Financial Year 2023-24**

We forward herewith Notice of the **30<sup>th</sup> Annual General Meeting** of the Company scheduled to be held on **Wednesday, 18<sup>th</sup> September, 2024 at 01:00 P.M. (IST)** through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”). The said Notice forms part of the Annual Report of the Company for the financial year 2023-24. The Notice of the Annual General Meeting is also available on the website of the Company at [www.balurghat.co.in](http://www.balurghat.co.in).

We request you to kindly take the same on record.

**Yours Faithfully,**  
**for Balurghat Technologies Limited**

ARUN KUMAR SETHIA  
Digitally signed by ARUN  
KUMAR SETHIA  
Date: 2024.08.24  
13:07:32 +05'30'

**Arun Kumar Sethia**  
Executive Director  
DIN: 00001027

## **BALURGHAT TECHNOLOGIES LIMITED**

**CIN: L60210WB1993PLC059296**

Registered office: 170/2C, A.J.C. Bose Road, Kolkata-700014

Phone: (033) 40036404

Email: [kolkata@balurghat.co.in](mailto:kolkata@balurghat.co.in)

Website: [www.balurghat.co.in](http://www.balurghat.co.in)

### **NOTICE OF 30<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the **30<sup>th</sup> Annual General Meeting** of the Members of Balurghat Technologies Limited will be held on **Wednesday, 18<sup>th</sup> September, 2024 at 01:00 P.M.** (IST) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”), to transact the following business:

#### **ORDINARY BUSINESS:**

##### **Item No. 1. Adoption of Audited financial statements:**

To receive, consider, and adopt the Audited Financial Statements of the Company, including the balance sheet, the Statement of Profit and Loss account, and the Cash Flow Statement for the year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.

##### **Item No. 2. Re-ppointment of Mr. Arun Kumar Sethia (DIN: 00001027) as a director who is liable to retire by rotation:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Arun Kumar Sethia (DIN: 00001027), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

##### **Item No. 3. Re-appointment of M/s Sambhu N. De & Co, Chartered Accountant, as Statutory Auditors of the Company and authorized Board of Directors to fix the remuneration, and in this regard, to consider and if thought fit, to pass, the following Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 139, Section 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and approval by the Board of Directors, **M/s. Sambhu N. De & Co**, Chartered Accountants (Firm Registration Number – 307055E), be and are hereby re-appointed as Statutory Auditors of the Company for a term of five years to hold office from the conclusion of 30<sup>th</sup> Annual General Meeting till the conclusion of 35<sup>th</sup> Annual General Meeting.”

“**RESOLVED FURTHER THAT** the Board of Directors be authorized to fix the remuneration for the Statutory Auditors in consultation with the Audit Committee and the Statutory Auditors.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to settle any question, difficulty or doubt, that may arise and to do all such acts, deeds and things as may be necessary, proper or expedient for the purpose of giving effect to this resolution”.

**SPECIAL BUSINESS:**

**Item No. 4. Appointment of Mrs. Geetika Khandelwal (DIN:10061631) as an Independent Director of the Company:**

To consider and if thought fit, to pass the following resolution as a **Special resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) read with the Rules framed thereunder, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Articles of Association of the Company, approval and recommendation of the Nomination and Remuneration Committee and that of the Board, **Mrs. Geetika Khandelwal** (DIN: 10061631), who was appointed as an Additional Director in the capacity of an Independent Director with effect from **August 10, 2024**, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till 35<sup>th</sup> Annual General Meeting, subject to approval of shareholders and she shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**For and on Behalf of the Board of Directors  
Balurghat Technologies Limited**

Sd./-

**Altab Uddin Kazi**

**Company Secretary & Compliance Officer**

**Date: 24.08.2024**

**Place: Kolkata**

**NOTES:**

1. The Ministry of Corporate Affairs, Government of India (“MCA”) vide its General Circular Nos. 20/2020 and 10/2022 dated 5th May 2020 and 28th December 2022, 09/2023 dated 25<sup>th</sup> September, 2024 respectively, and other circulars issued in this respect (“MCA Circulars”) allowed, inter-alia, conduct of AGMs through Video Conferencing/ Other Audio-Visual Means (“VC/ OAVM”) facility on or before 30th September 2024 and , in accordance with the requirements provided in paragraphs 3 and 4 of the MCA General Circular No. 20/2020. The Securities and Exchange Board of India (“SEBI”) also vide its Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 (“SEBI Circular”) has provided certain relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements Regulations, 2015 (“Listing Regulations”). In compliance with these Circulars, provisions of the Act and the Listing Regulations, the 30th AGM of the Company is being conducted through VC/ OAVM facility, which does not require physical presence of members at a common venue. The deemed venue for the 30th AGM shall be the Registered Office of the Company.
2. In accordance with the aforesaid MCA Circulars and the relevant SEBI Circulars, the Notice of the AGM along with the Annual Report for the Financial Year 2023-24 inter alia comprises of Audited Financial Statements of the Company for the Financial Year ended March 31, 2024, together with the Reports of Board of Directors and Auditors thereon are being sent only through electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. Shareholders who have not registered their e-mail address, are requested to register the same at the earliest. The Notice convening the 30th AGM along with the Annual Report for the Financial Year 2023-24 will also be available on the website of the Company at [www.balurghat.co.in](http://www.balurghat.co.in) , websites of the Stock Exchange i.e., BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e., [www.evotingindia.com](http://www.evotingindia.com).
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This limit will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction of first come first serve mode.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of Members has been dispensed with, accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not Annexed hereto. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM and participate thereat and cast their votes through e-voting.
7. Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from 12<sup>th</sup> September, 2024 to 18<sup>th</sup> September, 2024 (both days inclusive) for the purpose of AGM of the Company.
8. An Explanatory Statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM, is annexed hereto.
9. Details of the Directors proposed to be re-appointed as required in terms of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings ("Secretarial Standards - 2") issued by The Institute of Company Secretaries of India, are provided, and form an integral part of this Notice.

**GENERAL INSTRUCTIONS FOR SHAREHOLDERS JOINING VIRTUAL MEETING, REMOTE E-VOTING AND E-VOTING DURING AGM:**

- (i) The voting period commences on 13<sup>th</sup> September, 2024 at 10:00 A.M., Friday and ends on 17<sup>th</sup> September, 2024 at 5 P.M., Tuesday. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 11<sup>th</sup> September, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (iii) The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the voting eligibility cut-off date 11<sup>th</sup> September, 2024. A person who is not a member as on cut-off date should treat this notice for information purpose only.
- (iv) Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the e-voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (v) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in Demat mode with CDSL</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login"</li> </ol>



	<p>which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p><b>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL:**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (vi) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- 1) Click on “Shareholders” module.
- 2) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 3) Next enter the Image Verification as displayed and Click on Login.
- 4) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 5) If you are a first-time user follow the steps given below:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</p>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <p>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</p>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for Balurghat Technologies Limited.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option No implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.



- (xiii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [kolkata@balurghat.co.in](mailto:kolkata@balurghat.co.in). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. 10 days in advance prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [kolkata@balurghat.co.in](mailto:kolkata@balurghat.co.in)
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective **Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

**OTHER INSTRUCTIONS**

- 1 The Company is sending, through email, the AGM Notice and the Annual Report to the shareholders whose names are recorded as of 23.08.2024, in the Register of Members or in the Register of Beneficial Owners maintained by the depositories.

- 2 The shareholders shall have one vote per equity share held by them as of the voting eligibility cut-off date of 11<sup>th</sup> September, 2024. The facility of e-voting would be provided once for every folio / client ID, irrespective of the number of joint holders.
- 3 Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form as of the voting eligibility cut-off date of 11.09.2024 for this purpose and not casting their vote electronically, may only cast their vote at the Annual General Meeting through the E-voting facility provided specifically for the AGM as per the procedure outlined in this notice.
- 4 Investors who become members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as of the voting eligibility cut-off date, i.e., 11.09.2024 are requested to send the written / email communication to the Company at [kolkata@balurghat.co.in](mailto:kolkata@balurghat.co.in) by mentioning their Folio No. / DPID and Client ID to obtain the Login-ID and Password for e-voting. The Management and RTA will do their best to accommodate and execute such requests so that the Shareholder can participate in the e-voting which commences **13<sup>th</sup> September, 2024 at 10:00 A.M., Friday and ends on 17<sup>th</sup> September, 2024 at 5 P.M., Tuesday.**
- 5 Mr. Udit Agarwal, Advocate, (Enrolment No. F/2135/2011) has been appointed as the Scrutinizer to scrutinize the E-Voting process and voting/polling at the AGM in a fair and transparent manner. The Scrutinizer will submit his consolidated Report after the conclusion of AGM on the total votes cast in favour or against the resolutions, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the results of the voting on the day of AGM or the next day of the AGM after it is concluded or within such time as specified under the Companies Act, 2013 after also taking into account the E- votes cast on the resolutions by the members who participate in the AGM through VC and/or OAVM mode.
- 6 The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.balurghat.co.in](http://www.balurghat.co.in). The result will also be communicated to the listed stock exchanges viz. BSE Ltd. within 48 hours of the conclusion of the AGM or such time as permitted under the law.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800 22 55 33.

## **The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

### **Item No. 2**

#### **Re-Appointment of Mr. Arun Kumar Sethia (DIN:00001027) as a director liable to retire by rotation:**

Based on the terms of re-appointment, office of Whole-Time director is subject to retirement by rotation. **Mr. Arun Kumar Sethia**, Whole Time Director whose office is liable to retire at the ensuing AGM, being eligible, seeks re-appointment. Based on performance evaluation and the recommendation of the Nomination and Remuneration Committee, the Board recommends his re-appointment.

### **Item No. 3. Re-Appointment of M/s Sambhu N. De & Co, Chartered Accountant, as Statutory:**

**Sambhu N. De & Co**, Chartered Accountants (Firm Registration Number **307055E**), were re-appointed as statutory auditors of the Company, for a period of 5 years, to hold office from conclusion of the 30th Annual General Meeting until the conclusion of the 35<sup>th</sup> Annual General Meeting of the Company to be held for the financial year 2028-29. Based on the recommendations of the Audit Committee, the Board of Directors, approved the reappointment of **Sambhu N. De & Co** as the Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from conclusion of the 30th Annual General Meeting until the conclusion of the 35th Annual General Meeting of the Company to be held for the financial year 2028-29. The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors. Considering the evaluation of the past performance, experience and expertise and based on the recommendation of the Audit Committee, it is proposed to appoint **Sambhu N. De & Co** as Statutory Auditors of the Company for a term of five consecutive years till the conclusion of the 35<sup>th</sup> Annual General Meeting of the Company in terms of the aforesaid provisions.

The Board of Directors recommend the ordinary resolution as set out at item no.3 of the Notice for the approval of the Members None of the Directors, Key Managerial Personnel or their relatives are, financially or otherwise, concerned or interested in the said resolution.

### **Item No. 4**

#### **Appointment of Mrs. Geetika Khandelwal (DIN:10061631) as an Independent Director of the Company:**

The Board of Directors of the Company had appointed Mrs. Geetika Khandelwal as an Additional Non-Executive (Independent Director) of the Company with effect from **10<sup>th</sup> August, 2024**. In accordance with the provisions of Section 161 of Companies Act, 2013, Mrs. Geetika Khandelwal shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term up-to five years. The Company has received notice under Section 160 of the Companies Act, 2013 from Mrs. Geetika Khandelwal signifying her candidature as an Independent Director of the Company. The Company has received a declaration of independence from Ms. Geetika Khandelwal. In the opinion of the Board, Mrs. Geetika Khandelwal fulfills the conditions specified in the Companies Act, 2013 and the Equity Listing Agreement, for appointment as Independent Director of the Company. A copy of the draft Letter of Appointment for Independent Directors, setting out terms and conditions of appointment of Independent Directors is available for inspection at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company [www.hul.co.in](http://www.hul.co.in) None of the Directors or Key Managerial Personnel and their relatives, except Mrs. Geetika Khandelwal, are concerned or interested (financially or otherwise) in this Resolution. The Board commends the Special Resolution set out at Item no. 4 for approval of the Members.

**THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013**

1	<b>Nature of Industry</b>	The company operates in the fields of Logistic Solutions, Supply Chain Services, and Travel and Tourism.	
2	<b>Date of expected date of commencement of commercial production</b>	The Company has been in existence for more than 50 years	
3	<b>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</b>	NA	
	<b>Financial Performance</b>	Particulars	In hundreds
		Total Turnover	79,32,940
		Total Expenses	76,65,105
		Profit before tax	2,92,292
		Profit after tax	2,07,949
		other comprehensive Income	8,026.00
		Total Comprehensive income	2,54,198

**Information about the Appointee:**

1	<b>Background details and experience</b>	Mrs. Geetika Khandelwal aged 32, is a qualified Company Secretary and has over 7 years of experience in Secretarial and legal functions. She has hands-on experience in setting up entities and closure entities, complying with secretarial standards, and conducting other fundraising activities for specialized investors. Presently, she is also an Independent Director on the Board of Ovobel Foods Ltd, listed on BSE and NSE.	<b>Mr. Arun Kumar Sethia</b> is a Graduate in Commerce having more than 29 years' experience in the Transport Sector
2	<b>Date of Birth</b>	27.06.1991	16.01.1959
5	<b>Past Remuneration</b>	Nil	48,00,000/-
6	<b>Recognitions &amp; Rewards</b>	Nil	Nil
7	<b>Job profile &amp; its suitability</b>	setting top executive remuneration, assessing any situation related to the corporate finance decision making review and approve the financial results.	To oversee the day-to-day management of the Company, review of operation enhancement of the performance of the work force, statutory compliance liaison with statutory and all government authorities and such other responsibilities as required by the

			Board and the organization.
8	<b>Remuneration proposed</b>	Nil	Same
9	<b>Pecuniary Relationship</b>	Nil	He is the brother of Mr. Pawan Kumar Sethia, the Managing Director of the Company. He holds 1798 shares of the Company.
10	<b>Date of First appointment</b>	10/08/2024	01/12/1998.
11	<b>Comparative remuneration, profile with respect to Industry, size of the Company, size of the Company, profile of the position and person</b>	NA	The remuneration proposed to be paid to Mr. Arun Kumar Sethia is purely based on merit. Further, the Nomination and Remuneration Committee duly constituted by the Board perused the remuneration of managerial persons in other Companies comparable to the size of the company and industry benchmarks in general responsibility and recommended the proposed remuneration.

#### Other Information

1	<b>Reasons for loss or inadequate profits</b>	The Company has been operating satisfactorily. The Company, however, is engaged in transportation and thus susceptible to several micro and macro factors beyond its control. At present, the Company is earning profits, which may be deemed inadequate for the purpose of limits of managerial remuneration.
2	<b>Steps taken for improvements</b>	The Company has embarked on a series of strategic and operational measures that are expected to result in an improvement in its present position. The Company has also strategically planned to address the issue of productivity and increase profits, and it has put in place measures to reduce costs and improve the bottom line.
3	<b>Expected increase in productivity and profits in measurable terms</b>	The Company expects to have significantly improved financial and operational performances going forward, including for financial year 2023-24 and thereafter. Thus, the Company is likely to have sufficient Profit.



**ANNEXURE TO THE NOTICE OF ANNUAL GENERAL MEETING**

**Details of Director seeking re-appointment at the AGM**

PURSUANT TO REGULATION 36(3) OF THE SEBI LISTING REGULATIONS AND SECRETARIAL STANDARD-2 ON GENERAL MEETINGS:

<b>Name of the Director</b>	<b>Mrs. Geetika Khandelwal</b>	<b>Arun Kumar Sethia</b>
DIN	10061631	00001027
Date of Birth	27.06.1991	16.01.1959
Age (in years)	32	65
Educational Qualification	Company Secretary	Graduate in Commerce Background
Experience (including expertise in specific functional areas)/ Brief resume	More than 5 years	More than 29 years of Experience in Transport Sector
Designation	Independent Director	Executive Director
Remuneration details	Nil	As mentioned in explanatory statement to Item No. 2
Number of shares held in the Company	Nil	1798
Directorships in other Companies	OVOBEL FOODS LIMITED	Nil
Membership/ Chairmanship of Committees of the Boards of other Companies	Nil	Nil
Relationship between Directors inter-se	She is not related to Directors of the Company	He is related to Managing Director of the Company.

**For and on Behalf of the Board of Directors  
Balurghat Technologies Limited**

Sd./-

**Altab Uddin Kazi**

**Company Secretary & Compliance Officer**

**Date :24.08.2024**

**Place: Kolkata**