

The Dy. General Manager  
The Stock Exchange, Mumbai  
Corporate Relationship Manager  
P.J. Towers, 25th Floor  
Dalal Street, Mumbai-400001

Date: 31-08-2016

Re: 22<sup>nd</sup> Annual General Meeting and Book Closure Date

Dear Sir,

We are pleased to inform you that 22<sup>nd</sup> Annual General Meeting of Balurghat Technologies Limited will be held on Wednesday 28<sup>th</sup> September, 2016 at 10.am at Sahapur Yubak Sangha, 36/11, Agarwala Garden Road Kolkata-700038.

The Register of Members and Share Transfer Books of the Company pursuant to section 91 of Companies Act 2013 shall remain closed from 22<sup>nd</sup> september 2016, Thursday to 28<sup>th</sup> September, Wednesday (both days inclusive) for the purpose of the said Annual General Meeting of the Company.

Kindly take this on record.

Thanking You

Yours faithfully  
for Balurghat Technologies Ltd

  
Company Secretary

# BALURGHAT TECHNOLOGIES LIMITED

Registered office: 170/2C, A.J.C. Bose Road, Kolkata - 700 014

CIN No: L60210WB1993PLC059296, Phone: (033) 22866404

Email : [kolkata@balurghat.co.in](mailto:kolkata@balurghat.co.in), Website : [www.balurghat.co.in](http://www.balurghat.co.in)

## NOTICE

Notice is hereby given that the 22<sup>nd</sup> Annual General Meeting of the Members of Balurghat Technologies Limited will be held on Wednesday, 28<sup>th</sup> September, 2016 at 10.00 AM at Sahapur Yubak Sangha, 36/11, Agarwala Garden Road Kolkata -700 038, to transact the following business:

### ORDINARY BUSINESS

- 1) To consider and adopt the audited balance sheet as at March 31, 2016, the statement of profit and loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
- 2) To appoint a Director in place of Shri Pawan Kumer Sethia (DIN No: 00482462) who retire by rotation and being eligible, offers himself for reappointment.
- 3) To ratify the appointment of the Auditors of the Company and their remuneration fixed at the twentieth Annual General Meeting of the Company held on 29<sup>th</sup> September 2014, remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **“Ordinary Resolution”**.

“RESOLVED THAT Pursuant to the first proviso to Section 139(1) of the Companies Act, 2013 read with the first proviso to Rules 3(7) of the Companies (Audit and Auditors) Rules, 2014, as amended from time to time the appointment of M/s Guha & Sons, Chartered Accountants, (Firm Registration No 302159E) as auditors of the company, to hold office from the conclusion of 20<sup>th</sup> Annual General Meeting until the conclusion of fourth consecutive Annual General Meeting of the company for the three consecutive financial years for 31st march, 2015, 31st march, 2016 and 31st March, 2017, on such remuneration as may be decided by the Board Of Directors of the Company, made at the twentieth Annual General Meeting of the Company held on 29<sup>th</sup> September 2014, be and is hereby ratified.”

### SPECIAL BUSINESS

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

To re-appoint Mr. Pawan Kumar Sethia as Managing Director for a further period of five years and in this regard to consider and if thought fit to pass the following resolution with or without modification (s) as an special resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other approvals, permissions and sanctions, as may be required, consent of the Company be and is hereby accorded for the re-appointment of Mr. Pawan Kumar Sethia (DIN: 00482462) as Managing Director of the Company for a further period of five years with effect from 23.02.2017 to 22.02. 2022, on remuneration and terms and conditions as set out in the explanatory statements annexed. He shall have the right to manage the day-today business and affairs of the Company subject to the superintendence, guidance, control and direction of the Board Of Directors”.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary to give effect to this resolution”.

BY THE ORDER OF THE BOARD  
FOR BALURGHAT TECHNOLOGIES LIMITED

Kolkata  
Date: 13.08.2016

SAIBAL CHOWDHURY  
(COMPANY SECRETARY)

## NOTES:

1. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member of the company. A person can act as proxy on behalf of members not exceeding fifty (50) and 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. The instrument appointing proxy should be deposited at the Registered Office of the Company, not less than 48 hours before commencement of the meeting. Proxies submitted on behalf of limited companies, societies must be supported by appropriate resolutions /authority as applicable. The appointment of proxy shall be in the form No. MGT 11 pursuant to Section 105(6) and Rule 19(3) of the Company's (Management and Administrative) Rules 2014.
2. Members /Proxies should bring the Attendance Slip sent herewith duly filled in for attending the Meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>th</sup> September, 2016 to 28<sup>th</sup> September, 2016 (both days inclusive) in connection with the Annual General Meeting.
4. Shareholders/Proxy Holder are requested to produce at the entrance of AGM venue the attached admission slip in Form No MGT 11 duly completed and signed for admission to the meeting place.
5. (i) 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.  
ii) Members are requested to send in their queries at least a week in advance to the Company at the Registered office of the Company to facilitate clarification during the meeting.
6. Relevant documents referred to in the accompanying notice are open for inspection by the members at the Registered Office of the Company on all working days between 11 am and 1 pm up to the date of Meeting.
7. 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 immediately to the Company/Registrars and Transfer Agents, M/s MCS Share Transfer Agent Limited.
8. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrars and Transfer Agents, M/s MCS Share Transfer Agent Limited.
9. Members are requested to bring their copies of the Annual Report to the meeting.
10. Members may also note that the Notice of the 22nd Annual General Meeting and the Annual Report for the year ended in March 2016 will also be available on the Company's website [www.balurghat.co.in](http://www.balurghat.co.in). The Notice of AGM shall also be available on the website of CDSL viz. [www.evotingindia.com](http://www.evotingindia.com).
11. 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. 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
12. Mr. Udit Agarwal, Advocate, (Enrolment No. F /2135/2011) has been appointed as the Scrutiniser to Scrutinise the e- voting process.
13. 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 "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility
14. 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
15. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.webelsolar.com](http://www.webelsolar.com)- and on the website of CDSL 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 stock exchange.

16. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rules 2014, the Company shall be required to update its database by incorporating members' designated e-mail ID in its records.
17. You are thus requested to kindly submit your e-mail ID vide the e-mail registration form attached in this Annual Report by filling up and signing at the appropriate place in the said form and return the same to the Company. The e-mail ID provided shall be updated subject to successful verification of your signatures as per record available with the Registrar & Share Transfer Agent of the Company.
18. **Voting through electronic means**

In compliance with the provisions of section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (LODR), Regulations, 2015 the Company is pleased provide Members facility to cast their vote electronically through e voting services provided by Central Depository Services Limited.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 25<sup>th</sup> September, 2016 at 10 a.m and ends on 27<sup>th</sup> September, 2016 at 5.P.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21<sup>st</sup> September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</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> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. For those not having Pan Sequence number will be communicated in address label</li> </ul>
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> <ul style="list-style-type: none"> <li>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)</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on

which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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. 21th September, 2016, may contact Issuer/RTA.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

## ANNEXTURE TO NOTICE:

### Statement Pursuant To Section 102(1)of the CompaniesAct 2013 :

#### Item 4

The Board of Directors of the Company in its meeting held on August 13, 2016 extended the term of appointment of Mr Pawan Kumar Sethia as Managing Director of the Company within for a period of 5 years from 23.02.2017 to 22.02.2022 as recommended by the Nomination and Remuneration Committee. Broad particulars of the terms of re-appointment of and remuneration :

Salary :BASIC Rs. 80000/-per month subject to such increments the Board may consider & approve from time to time.

PERQUISITE: AS DETAILED BELOW :

- a) HOUSE RENT ALLOWANCE: House Rent Allowance of Rs 35000/- per month subject to such increase as the Board may consider and approve from time to time
- b) REIMBURSEMENT OF CONVEYANCE EXPENSES : Conveyance Expenses of Rs 2000/- per month subject to such increase as the Board may consider and approve from time to time
- c) MEDICAL ALLOWANCE : Medical allowance of Rs .3000/- per month subject to such increase as the Board may consider from time to time.
- d) LEAVE TRAVEL ALLOWANCE : Rs .5000 per month for books and periodicals subject to such increase as the Board may consider and approve from time to time.

The Company's contribution to Provident fund and Gratuity pursuant to the rules of the Company.

#### OTHER TERMS:

1. Mr Pawan Kumar Sethia will be entitled to leave in accordance with the rules of the Company
2. So long he is Whole Time Director of the Company, he shall not be paid any fee for attending any meeting of the Board or the Committee thereof

This may also be treated as a written memorandum setting out the terms of reappointment of Mr. Pawan Kumar Sethia, pursuant to section 190 of the Companies Act, 2013

#### DIRECTOR SEEKING REAPPOINTMENT AT THE FORTHCOMING AGM

Name of the director	Mr Pawan Kumar Sethia
Date of Birth	04/11/1956
Qualification	B.COM
List of directorship in other companies	1)VIVEK OUTSOURCING SERVICES PVT LTD 2)HIP SHIP LOGISTICS LLP
Shareholding in Balurghat Technologies Ltd	526100
Nationality	Indian

BY THE ORDER OF THE BOARD  
FOR BALURGHAT TECHNOLOGIES LIMITED

Place: Kolkata  
Date:13-08-2016

SAIBAL CHOWDHURY  
(COMPANY SECRETARY)

**BALURGHAT TECHNOLOGIES LIMITED**

Registered office: 170/2C, A.J.C. Bose Road, Kolkata - 700 014  
CIN No: L60210WB1993PLC059296,Phone: (033) 22866404  
Email : kolkata@balurghat.co.in,Website : www.balurghat.co.in

ATTENDANCE SLIP

22 ANNUAL GENERAL MEETING ON WEDNESDAY 28 TH SEPTEMBER 2016  
SAHAPUR YUBAK SANGHA, 36/11 , AGARWALA GARDEN ROAD ,KOLKATA -700038 AT 10.00 A.M

Folio No.:	DP ID No.:	Client ID No.:
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I / We hereby record my/our presence at the 22<sup>st</sup> Annual General Meeting of the Company at Sahapur Yubak Sangha, 36/11, AGARWALA GARDEN Road Kolkata 700038, at 10.00 AM on WEDNESDAY,28<sup>th</sup> SEPTEMBER, 2016.

Name of the Member _____	Signature _____
Name of the Proxy holder _____	Signature _____

- Notes :
1. Only Member/Proxy holder can attend the Meeting.
  2. Please complete the Folio No./DP ID No., Client ID No. and name of the Member/Proxy holder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
  3. A Member/Proxy holder attending the meeting should bring copy of the Annual Report for reference at its meeting

**BALURGHAT TECHNOLOGIES LIMITED**

REGISTERED OFFICE:1702C,A.J.C BOSE ROAD,KOLKATA-700014  
CIN NO: L60210WB1993PLC059296,PHONE:03322866404  
[E-MAIL-kolkata@balurghat.co.in](mailto:E-MAIL-kolkata@balurghat.co.in) Website:www.balurghat.co.in

Mgt-11

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of Member(s) : \_\_\_\_\_

Registered address : \_\_\_\_\_

E-mail ID : \_\_\_\_\_

Folio No. / Client ID No. : \_\_\_\_\_ DP ID No.: \_\_\_\_\_

I/We, being the member(s) of \_\_\_\_\_ Shares of Balurghat Technologies Limited, hereby appoint:

1. Name : \_\_\_\_\_ Email ID: \_\_\_\_\_

Address : \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_ Or failing him/her;

2. Name : \_\_\_\_\_ Email ID: \_\_\_\_\_

Address : \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_ Or failing him/her;

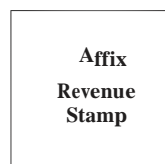
3. Name : \_\_\_\_\_ Email ID: \_\_\_\_\_

Address : \_\_\_\_\_

\_\_\_\_\_  
Signature: \_\_\_\_\_ Or failing him/her;

as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the TWENTY SECOND ANNUAL GENERAL MEETING of the Company to be held on WEDNESDAY, 28<sup>TH</sup> SEPTEMBER, 2016 at 10.00 A.M. at Sahapur Yubak Sangha,36/11,Agarwala Garden Road, Kolkata-700038 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Sr. No.	RESOLUTIONS
<b>ORDINARY BUSINESS</b>	
1.	TO RECEIVE, CONSIDER AND ADOPT - THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON;
2.	RE-APPOINTMENT OF MR. PAWAN KUMAR SETHIA WHO RETIRES BY ROTATION.
3.	RATIFICATION OF APPOINTMENT OF AUDITORS.
<b>SPECIAL BUSINESS</b>	
4	REAPPOINTMENT OF Mr PAWAN KUMAR SETHIA AS MANAGING DIRECTOR OF THE COMPANY



Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2016

Signature of the member \_\_\_\_\_ Signature of Proxyholder(s) \_\_\_\_\_

Note : 1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company at 170/2C, AJC BOSE ROAD , KOLKATA -70014 not less than 48 hours before the commencement of the Meeting.

2. A proxy need not be a member of the Company.

3. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the TWENTY SECOND ANNUAL GENERAL MEETING of the Company.

**The Route Map of the AGM Venue is given overleaf :**



