



**2015
Annual Report**

BOARD OF DIRECTORS**C.P MEHRA**

Chairman

ASHOK MEHRA

Managing Director

S.A. HUSSAIN**B.B.BHATTACHARYA****SANJAY KHANNA****AMITABHA MUKHERJEE****MINA ROY****BANKERS**

UNITED COMMERCIAL BANK

ORIENTAL BANK OF COMMERCE

AUDITORS**U.NARAIN & COMPANY**

CHARTERED ACCOUNTANTS

35, CHITTARANJAN AVENUE

5TH FLOOR, ROOM NO. 25/6

KOLKATA 700012

**FACTORY AND
REGISTERED OFFICE**

PLOT NO. B4 & B5

FALTA INDUSTRIAL GROWTH

CENTRE SECTOR - III, 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 24th Annual General Meeting of the Members of Bala Techno Industries Limited will be held at Company's Registered Office at Falta Industrial Growth Centre, Sector-III, Falta, Dist. 24 Parganas (South), West Bengal on Tuesday, the 29th December, 2015 at 10.00 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 Chandra Prakash Mehra (DIN: 00573363), 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 SANJAY KHANNA 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. Sanjay Khanna (DIN: 00573230), 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 ANIL KUMAR SAHA 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. Anil Kumar Saha (DIN : 01698716), 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.”

“FURTHER RESOLVED 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 Industries 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 C.P.Mehra	Shri Sanjay Khanna	Smt Mina Roy	Shri Anil Kumar Saha
2	Date of Birth	05.11.1955	02.10.1961	31.03.1950	01.01.1953
3	Date of Appointment	19.09.1990	29.12.2005	30.03.2014	30.03.2014
4	Qualification	Commerce Graduate	B.A	Graduate	Graduate
5	Expertise in Executive Functional Area	(i) Promoter / Director of the company. (ii) Having more than three decades experience in Textile Industry. (iii) Vast experience in General Administration, Marketing and Financial Management.	He has over 20 years experience in Commercial and Financial Management	She has over 20 years experience in Financial Management and Administration.	He has over 30 years experience in accounts, Finance and Administration.
6	List of Companies in which Directorship held.	1) Silverton Spinners Ltd.	None	1) Texas Textile & Industries Ltd. 2) Leeds Industries Ltd 3) Bala Techno Global Ltd 4) Silverton Spinners Ltd	1) Bala Techno Global Ltd
7	Chairman / Members of the Committee of the Board of Company's on which he is a Director.	None	None	None	Member of Audit Committee, Nomination and Remuneration Committee and Stake holder Relationship Committee of Bala Techno Global Ltd
8	Shareholding in the Company	Nil	Nil	Nil	157208

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 Industries 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 with a copy marked to 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 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 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 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.balatechnoindustries.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 Industries 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 Sanjay Khanna (Din : 00573230), is an Independent Director of the Company. He joined the Board of Directors as Independent Director of the Company. Shri Sanjay Khanna 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 Sanjay Khanna 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 Sanjay Khanna candidature for the office of Independent Director of the Company. Shri Sanjay Khanna is a businessman and having very wide and rich experience over 20 years in commercial and Financial Management.

The Company has received from Shri Sanjay Khanna (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 Sanjay Khanna 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 Sanjay Khanna is Independent of the management of the company. A copy of the draft letter of appointment of Shri Sanjay Khanna 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 Sanjay Khanna, 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 Sanjay Khanna 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 Anil Kumar Saha (Din No: 01698716), is an Independent Director of the Company. He joined the Board of Directors as Independent Director of the Company. Shri Anil Kumar Saha 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 Anil Kumar Saha 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 Anil Kumar Saha candidature for the office of Independent Director of the Company. Shri Anil Kumar Saha, having very wide and rich experience over 30 years in the field of Accounts, Finance and Administration.

The Company has received from Shri Anil Kumar Saha (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. Anil Kumar Saha 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. Anil Kumar Saha is Independent of the management of the company. A copy of the draft letter of appointment of Shri. Anil Kumar Saha 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. Anil Kumar Saha, 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. Anil Kumar Saha 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 since incorporation of the company on 19.09.1990. 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) 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 Industries Ltd.
Anil Kumar Saha
Director

BALA TECHNO INDUSTRIES LTD.
Regd Office: Falta Industrial Growth Center, Sector-III,
 Falta, Dist: 24 Parganas (s), West Bengal
 Tel No: 033-22651431, 033-22658156,
 email: balatechnoindustries@gmail.com
 CIN : L17299WB1990PLC049886

**ANNEXURE TO THE NOTICE FOR THE 24TH 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 10.00 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:

EVEN (Electronic Voting Event Number))	User ID	Password
103630		

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 Industries. Ltd.
Anil Kumar Saha
 Director

Place: Kolkata
 Date: 26.11.2015
 Encl: AGM Notice/ Attendance Slip / Proxy Form

BALA TECHNO INDUSTRIES LTD.

Regd Office: Falta Industrial Growth Center, Sector-III,
Falta, Dist: 24 Parganas (s), West Bengal
Tel No: 033-22651431, 033-22658156,
email: balatechnoindustries@gmail.com
CIN : L17299WB1990PLC049886

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 10:00 A.M. at Falta Industrial Growth Center, Sector-III 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 INDUSTRIES LTD.

Regd Office: Falta Industrial Growth Center, Sector-III,
Falta, Dist: 24 Parganas (s), West Bengal

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

CIN : L17299WB1990PLC049886

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 : L17299WB1990PLC049886
 Name of the company : Bala Techno Industries Ltd
 Regd Office : Falta Industrial Growth Center, Sector-III ,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) ofshares 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 10.00 AM at Falta Industrial Growth Center , Sector-III ,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		
2. Re-appointment of Shri C.P.Mehra as director		
3 Appointment of Statutory Auditor and to fix their remuneration		
4. Appointment of Smt Mina Roy as an Independent Director		
5. Appointment of Shri Sanjay Khanna as an Independent Director		
6. Appointment of Shri Anil Kumar Saha as an Independent Director		
7. Borrowing powers of the company u/s 180(1)(c) of the companies Act,2013.		
8. Creation of charge on movable and immovable properties u/s 180(1)(a) of the companies Act,2013		
9.Adoption of New Articles of Association of the company		

Signed thisDay of2015

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

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.*

**One
Rupee
Revenue
Stamp**