

**BALURGHAT**

**BALURGHAT TECHNOLOGIES LIMITED**

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

CIN No: L60210WB1993PLC059296

Phone: (033) 22866404

Email: kolkata@balurghat.co.in

Website: www.balurghat.co.in

**NOTICE OF 25th ANNUAL GENERAL MEETING**

Notice is hereby given that the 25th Annual General Meeting of the Members of Balurghat Technologies Limited will be held on Monday, 30th September, 2019 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, 2019, 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 Kumar Sethia (DIN No: 00482462) who retire by rotation and being eligible, offers himself for reappointment.

**SPECIAL BUSINESS**

- 3) **Re-Appointment of Mrs. Gita Sharma as Non- Executive Independent Director of the Company:**

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 149, 152 and any other applicable provisions of the Companies Act 2013 and the rules made there under (including any statutory modification (s) or re-enactments thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee, Mrs. Gita Sharma ( DIN: 06766560) be and hereby re-appointed as an Independent Director of the Company to hold office for a further term of 5(five) years upto the conclusion of 30th Annual General Meeting of the Company or September 30th, 2024, whichever is earlier, not liable to retire by rotation”.

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby authorised to do all such acts and deeds as may be required in this regard.”

- 4) **Appointment of Mr. Mridul Kanti Datta as Non- Executive Independent Director of the Company:**

To consider and if thought fit to pass with or without modification the following resolution as a Special Resolution:

**“RESOLVED THAT** pursuant to provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act 2013 and the rules made there under (including any statutory modification (s) or re-enactments thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee, Mr. Mridul Kanti Datta ( DIN: 08515786) who was appointed as an Additional Director (Non Executive & Independent) of the company in Board Meeting held on 14.08.2019 be and hereby appointed as an Independent Director of the Company to hold office for a term of 5(five) years upto the conclusion of 30th Annual General Meeting of the Company or August 13, 2024, whichever is earlier, not liable to retire by rotation”.

**RESOLVED FURTHER THAT** the Directors of the Company be and are hereby authorised to do all such acts and deeds as may be required in this regard.”

Place: Kolkata  
Date: 02.09.2019

BY THE ORDER OF THE BOARD  
**FOR BALURGHAT TECHNOLOGIES LIMITED**

**ARTIDUGAR**  
(COMPANY SECRETARY)  
M. No.: A55175

**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 24th September, 2019 to 30th September, 2019 (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. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in relation to the Special Businesses is annexed hereto and forms part of this Notice.
8. A statement containing details of the Directors seeking reappointment at the Meeting as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 is annexed.
9. 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.
10. 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 share 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.
11. Members are requested to bring their copies of the Annual Report to the meeting.
12. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for the year ended in March 2019 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).
13. 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.
14. Mr. Udit Agarwal, Advocate, (Enrolment No. F /2135/2011) has been appointed as the Scrutiniser to scrutinise the E-Voting process.

15. 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.
16. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on 23rd September, 2019 (cut-off date). Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date will be entitled to cast their votes by remote e-voting or ballot voting at the Meeting. A person who is not a Member on the cut-off date should accordingly treat this Notice as for information purpose only.
17. 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 48 hours 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 counter sign the same and declare the result of the voting forthwith.
18. The Results along with the report of the Scrutinizer shall be placed on the website of the Company [www.balurghat.co.in](http://www.balurghat.co.in) 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.
19. 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.
20. 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.
21. **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.
22. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the member/beneficial owner (in the case of electronic shareholding) as on cut-off date i.e. 23-09-2019). A person whose name is recorded in the register of members or in the list of beneficial owner provided by depositories as on the cut-off date...23-09-2019 shall be entitled to avail the facility of remote e-voting/ballot voting.

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

- (i) The voting period begins on 27th September, 2019 at 10 a.m. and ends on 29th September, 2019 at 5 p.m. During this period shareholders of either in physical form or in dematerialized form as on the cut-off date 23rd September, 2019 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 :

- A. For CDSL: 16 digits beneficiary ID,
- B. For NSDL: 8 Character DPID followed by 8 Digits Client ID,
- C. 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 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	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 Details <b>OR</b> Date of Birth (DOB)	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. <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 Balurghat Technologies Limited 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 Corporate.
  - 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. **23rd September, 2019**, 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)
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**EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT**

**Item 3:**

Based on the recommendations of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has proposed re-appointment of Mrs. Gita Sharma (DIN: 06766560), as Independent Directors of the Company at this Annual General Meeting for a second term of 5 years with effect from 1st October, 2019. The appointment of Mrs. Gita Sharma will be effective after approval of members in the AGM.

The Nomination and Remuneration Committee at its meeting held on 14th August, 2019, evaluated the performance of Mrs. Gita Sharma. Based on their experience, knowledge and competency, the Board of Directors noted efficient functioning, initiative, commitment, contribution and independent views and judgement from them and concluded that their individual performances were satisfactory.

The Company has received declarations to the effect that Mrs. Gita Sharma meets the criteria of Independent Director as provided under section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. In the opinion of the Board, Mrs. Gita Sharma fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder, for re-appointment as Independent Directors of the Company.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, the Board recommend the

Special Resolutions in relation to re-appointment of Mrs. Gita Sharma as Independent Directors, for your approval. Disclosures required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 is provided as Annexure to the Notice.

Mrs. Gita Sharma is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

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

**Item 4:**

Based on the recommendations of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has proposed appointment of Mr. Mridul Kanti Datta (DIN: 08515786), who was appointed as an Additional Director (Non Executive & Independent) of the company in Board Meeting held on 14.08.2019, as Independent Directors of the Company at this Annual General Meeting for a term of 5 years. The appointment of Mr. Mridul Kanti Datta will be effective after approval of members in the AGM.

The Nomination and Remuneration Committee at its meeting held on 14th August, 2019, evaluated the performance of Mr. Mridul Kanti Datta. Based on their experience, knowledge and competency, the Board of Directors noted efficient functioning, initiative, commitment, contribution and independent views and judgement from them and concluded that their individual performances were satisfactory.

The Company has received declarations to the effect that Mr. Mridul Kanti Datta meets the criteria of Independent Director as provided under section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended. In the opinion of the Board, Mr. Mridul Kanti Datta fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder, for re-appointment as Independent Directors of the Company.

Accordingly, the Board recommend the Special Resolutions in relation to appointment of Mr. Mridul Kanti Datta as Independent Directors, for your approval. Disclosures required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 is provided as Annexure to the Notice.

Mr. Mridul Kanti Datta is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director.

**ANNEXURE TO THE NOTICE**

As required under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and Secretarial Standard-2 particulars relating Mr. Mridul Kanti Datta, Additional Non-Executive Director and Mrs. Gita Sharma, Non-Executive Independent Director of the Company:

<b>Name of the Director</b>	<b>Mrs. Gita Sharma</b>	<b>Mr. Mridul Kanti Datta</b>
DIN	06766560	08515786
Date of Birth	01/01/1968	23/01/1948
Age (in years)	51	71
Educational Qualification	Graduate	M.Com, B.Ed
Experience (including expertise in specific functional areas)/ Brief resume	5 years of experience	He has more than years of experience in the areas of Accounting, Corporate Planning & overall management
Terms and Conditions of Appointment/ Reappointment	Proposed to be re-appointed as Independent Director for a second term as per Notice convening the 25th AGM read with explanatory statement thereto	Proposed to be appointed as Independent Director for a term of 5 Years as per Notice convening the 25th AGM read with explanatory statement thereto
Details of Remuneration sought to be paid	No approval sought for remuneration.	No approval sought for remuneration.
Shareholding in the Company	NIL	NIL
Directorships in other Companies	NA	NA
Membership/ Chairmanship of Committees of the Boards of other Companies	NA	NA
Disclosure of relationship between directors inter-se	None	None

Place: Kolkata  
Date: 02.09.2019

BY THE ORDER OF THE BOARD  
**FOR BALURGHAT TECHNOLOGIES LIMITED**

**ARTI DUGAR**  
(COMPANY SECRETARY)  
M. No.: A55175

**BALURGHAT**

**BALURGHAT TECHNOLOGIES LIMITED**

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

CIN No: L60210WB1993PLC059296,

Phone: (033) 22866404

Email: kolkata@balurghat.co.in, Website: www.balurghat.co.in

**ATTENDANCE SLIP**

**25th ANNUAL GENERAL MEETING**

ON MONDAY 30th SEPTEMBER 2019 AT SAHAPUR YUBAK SANGHA, 36/11, AGARWALA GARDEN ROAD, KOLKATA-700038 AT 10.00 A.M

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

I / We hereby record my/our presence at the 25th Annual General Meeting of the Company at Sahapur Yubak Sangha, 36/11, AGARWALA GARDEN Road Kolkata 700038, at 10.00 AM on MONDAY 30th SEPTEMBER 2019.

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**

**BALURGHAT TECHNOLOGIES LIMITED**

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

CIN No: L60210WB1993PLC059296,

Phone: (033) 22866404

Email: 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.: ..... DPID 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 FIFTH ANNUAL GENERAL MEETING of the Company to be held on MONDAY 30th SEPTEMBER, 2019 at 10.00 A.M. at Sahapur Yubak Sangha , 36/11, Agarwala Garden Road, Kolkata - 700038 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, 2019 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITOR THEREON;
2.	RE-APPOINTMENT OF MR. PAWAN KUMAR SETHIA WHO RETIRES BY ROTATION.
<b>SPECIAL BUSINESS</b>	
1.	Re-appointment of Mrs. Gita Sharma (DIN: 06766560) as an Independent Director for a period of 5 years w.e.f. 1/10/2019
2.	Appointment of Mr. Mridul Kanti Datta (DIN: 08515786), as an Independent Director for a period of 5 years w.e.f. 14/08/2019

Signed this.....

day of ..... 2019

Affix  
Revenue  
Stamp

Signature of the member ..... Signature of Proxy holder(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 -700014 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 FIFTH ANNUAL GENERAL MEETING of the Company.

Book Post

The Route Map of the AGM Venue is given overleaf:

