

BALA TECHNO GLOBAL LTD.

Regd Office: Falta Industrial Growth Center, Sector-IV Falta, Dist: 24 Parganas (s), West Bengal
Tel No: 033-22651413, 033-22657971, Email: balatechnoglobal@gmail.com, Website: www.balatechnoglobal.com
CIN : L65910WB1998PLC045474

NOTICE

NOTICE is hereby given that the Extra Ordinary General Meeting of the Members of Bala Techno Global Limited will be held at Company's Registered Office at Falta Industrial Growth Centre, Sector-IV, Falta, Dist. 24 Parganas (South), West Bengal on Wednesday, the 28th January, 2015 at 9.30 a.m. to transact the following business :

SPECIAL BUSINESS

1. Sub-division of each equity share of Rs. 10/- each into ten equity shares of Re. 1/- each

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 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with Article 55 of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions, as may be necessary, consent of the Members be and is hereby accorded to sub-divide each Equity Share of the Company having Face value of Rs. 10/- (Rupees Ten only) into 10 (Ten) Equity Shares of Face value of Re. 1/- (Rupee One only) each fully paid-up.

RESOLVED FURTHER THAT the number of shareholders whose shares are to be sub-divided as above will be those shareholders, whose name appears in the Register of Members as on the Record Date, to be determined by the Board of Directors (hereinafter referred to as "the Board", which term shall also include any Committee thereof) for this purpose in consultation with BSE Limited ("BSE").

RESOLVED FURTHER THAT on sub-division, the 10 (Ten) Equity Shares of the Face value of Re. 1/- (Rupee One only) each be issued in lieu of one Equity Share of 10/- (Rupees Ten only) each, subject to the terms of Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with and carry the same rights as the existing fully paid Equity Shares of 10/- (Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT upon sub-division of Equity Shares of the Company as aforesaid, the existing share certificate(s) in relation to the existing Equity Shares of Face value of Rs. 10/- (Rupees Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the Record Date of sub-division and that the Company may, without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company in lieu of such existing share certificate(s) within the period prescribed in this behalf from time to time and in the case of shares held in dematerialized form, the number of sub-divided Equity Shares be credited to the respective beneficiary accounts of the shareholders with the Depository Participants, in lieu of the existing credits representing the Equity Share before sub-division.

RESOLVED FURTHER THAT the Board be and is hereby authorized to fix a Record Date and to take such steps as may be necessary for obtaining all approvals in relation to the above including but not limited to issuing notices and letters to the Stock Exchanges, obtaining Listing and Trading permission from the Stock Exchanges, obtaining new ISIN number from the Depositories and credit of shares to the beneficiary account after split and to settle all matters arising out of and incidental thereto, and to execute all 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 and to give such directions as may be necessary, proper and expedient or incidental for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers to any Committee thereof as it may deem appropriate in this regard."

2. Amendment to clause V of the Memorandum of Association 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 contained in Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s), amendment or re-enactment thereof), the existing Clause V of the Memorandum of Association of the Company be and is hereby amended by deletion of the existing Clause V and by substitution thereof by the following clause:

V. The Authorized Share Capital of the Company is Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 15,00,00,000 (fifteen crores) Equity Shares of Re. 1/- (Rupee One) each, with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase or reduce the Capital of the Company to consolidate or sub-divide shares into higher and lower denominations and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors or a Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company.”

Corporate office :

P-22, C.I.T Road, Scheme-55

Kolkata – 700 014

Date: 10th December, 2014

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

Anil Kumar Saha
Director

NOTES :

1. A member entitled to attend and vote at the Extra Ordinary General Meeting is also entitled to appoint proxy to attend and vote instead of himself/herself and a proxy need not be a member of the Company. 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.

Proxies in order to be effective must be received by the Company at its Registered Office not less than Forty Eight hours before the commencement of the Extra Ordinary General Meeting.

2. For the convenience of Members, an Attendance Slip is annexed to the Proxy form. Members are requested to affix their signature as registered with the company at the space provided therein and handover the Attendance Slip at the entrance to the place of the Meeting.
3. Members holding shares in the Dematerialized and Physical mode are requested to intimate / send the following to facilitate better servicing :
 - (a) Any change in their address / name
 - (b) Share Certificates held in multiple accounts in identical names or joint accounts in the same order of names, for consolidation of such shareholdings into a single account.
 - (c) All changes pertaining to their Bank details, ECS, mandates, nominations, power of attorne / etc. be informed to their depository participant and to the Company's Registrars and Share Transfer Agents Niche Technologies Private Limited, D-511. Bagree Market, 71, B.R.B. Basu Road, Kolkata - 700 001. Tel No. (033)2235-7270/7271, 2234-3576, Telefax No.- (033) 2215 6823, E-mail : nichetechpl@nichetechpl.com .Changes intimated to the depository participant will then be automatically reflected in the Company's records, which will help the Company and its Registrar and Transfer Agents to provide efficient and better service to the Members.

Shareholders are hereby intimated that under instructions from the Securities and Exchange Board of India, furnishing of bank particulars by the shareholders has become mandatory.

4. Members are requested to bring their Attendance/Admission slips and Notice of the Meeting.
5. Copy of the documents referred to in the notice are available for inspection at the Registered Office of the Company during office hours on all working days except Saturday, between 11.00 a.m. to 1.00 p.m. prior to the date of Extra Ordinary General Meeting.
6. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Special Business as set out above is annexed hereto.
7. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the facility of voting through electronic means, as an alternate, to enable them to cast their votes electronically and the business may be transacted through e-voting services provided by National Securities Depository Ltd. (NSDL).

Instruction and other information relating to e-voting are as under:

A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):

- i. Open the e-mail and also open PDF file attached with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
- iii. Click on Shareholder – Login.
- iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
- v. If you are logging in for the first time, please enter the user ID and password provided in the PDF file attached with the e-mail as initial password.
- vi. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vii. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.

viii. Select “EVEN” (E-Voting Event Number) of Bala Techno Global Limited and Now you are ready for 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 the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- 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 and to company through email to balatechnoglobal@gmail.com with a copy marked to evoting@nsdl.co.in.
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) - Shareholders and e-voting user manual - Shareholders, available at the downloads section of www.evoting.nsdl.com

B. In case a Member receives physical copy of the Notice of EOGM (for Members whose email addresses are not registered with the Company/Depositories):

- i. Initial password is provided in the enclosed annexure to the notice : EVEN (E-Voting Event Number), user ID and password. ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

C. Other Instructions :

- i. The e-voting period commences on 22nd January, 2015 at 10.00 a.m. (IST) and ends on 24th January, 2015 at 6.00 p.m. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Cut Off Date of 12.12.2014, may cast their vote electronically. The e-voting module

shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

- ii. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on cut off date 12.12.2014.
- iii. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 12.12.2014 and not casting their vote electronically, may only cast their vote at the Extra Ordinary General Meeting.
- iv. Mr. Manoj Kumar Banthia of M/S MKB & Associates, Shantiniketan, 5th Floor, Room No. 511, Camac Street, Kolkata-700017, Practicing Company Secretary (COP No: 7596), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- v. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- vi. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.balatechnoglobal.com and on the website of NSDL www.evoting.nsdl.com within two days of the passing of the resolutions at the Extra Ordinary General Meeting of the Company on 28.01.2015 at 5.00 p.m. and communicated to BSE Ltd., where the shares of the Company are listed.

ANNEXURE TO THE NOTICE

An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item 1 and 2

The equity shares of your Company are listed on the BSE Limited. The Board of Directors of the Company ('the Board') at their meeting held on 10.12.2014, considered it desirable to sub-divide the nominal value of the equity shares of the Company in the interest of the Company and its Shareholders. The Record Date for the sub-division of equity shares will be fixed by the Company in consultation with the BSE.

The shareholders may please note that presently the nominal value of the equity shares is Rs. 10/- each and consequent to the sub-division, it is being proposed to be divided into 10 (Ten) equity shares of Re. 1/- each. Shareholders attention is also invited to the fact that in view of the foregoing, the existing Capital Clause V in the Memorandum of Association of your Company also needs consequent amendment to give effect to the sub-division.

Accordingly, in terms of the provisions of Section 13, 61 and other applicable provisions, if any, of the Companies Act, 2013, consent of the members by ordinary resolutions are required for approving the sub-division of shares capital of the Company and consequent alteration in Clause V of the Memorandum of Association. The Board of Directors of your Company recommends these resolutions for your approval.

None of the Directors, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested in the resolutions at Item Nos. 1 and 2 except to the extent of shares held by them, if any, in the Company.

Corporate office :
P-22, C.I.T Road, Scheme-55
Kolkata – 700 014
Date: 10th December, 2014

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

Anil Kumar Saha
Director

BALA TECHNO GLOBAL LTD.

Regd Office: Falta Industrial Growth Center, Sector-IV Falta, Dist: 24 Parganas (s), West Bengal
 Tel No: 033-22651413, 033-22657971, Email: balatechnoglobal@gmail.com, Website: www.balatechnoglobal.com
 CIN : L65910WB1998PLC045474

ATTENDANCE SLIP I/We hereby record my/our presence at the Extra Ordinary General Meeting of the Company to be held on Wednesday 28th January, 2015 at 9.30 a.m at its registered office at Falta Industrial Growth Center, Sector-IV, Falta, Dist : 24 Parganas (s), West Bengal.	Folio/DP ID & Client ID No.:
	Name :
	Address .:
	Joint holders Name : Shares

.....
 Name of Proxy (in BLOCK LETTERS)

.....
 Signature of Shareholder/Proxy Present

Notes: Members/Proxyholders who wish to attend the Extra ordinary General Meeting (EOGM) must bring their Attendance Slips to the EOGM and hand over the same duly signed at the entrance. Duplicate Attendance Slips will not be issued at the venue.

BALA TECHNO GLOBAL LTD.

Regd Office: Falta Industrial Growth Center, Sector-IV Falta, Dist: 24 Parganas (s), West Bengal
 Tel No: 033-22651413, 033-22657971, Email: balatechnoglobal@gmail.com, Website: www.balatechnoglobal.com
 CIN : L65910WB1998PLC045474

**FORM NO. MGT-11
 PROXY FORM**

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

Folio/DP ID & Client ID No.:	E-mail ID :
Name of the member (s):	
Address:	

I/We, being the member(s), holding.....shares of the above named company hereby appoint :

- (1) Name Address.....
 E-mail Id.....Signature.....or failing him/her
- (2) Name Address.....
 E-mail Id.....Signature.....or failing him/her
- (3) Name Address.....
 E-mail Id.....Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Wednesday 28th January, 2015 at 9.30 a.m at its registered office at Falta Industrial Growth Center, Sector-IV, Falta, Dist : 24 Parganas (s), West Bengal and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional	
		For	Against
1.	Ordinary Resolution for Sub-division of each equity share of Rs. 10/- each into ten equity shares of Re. 1/- each		
2.	Ordinary Resolution for Amendment to clause V of the Memorandum of Association of the Company		

Signed thisday of2015
 Member's Folio /DP ID & Client ID No.....Signature of Shareholder(s).....
 Signature of Proxy holder(s).....

Note :
 This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Affix Revenue Stamp

BALA TECHNO GLOBAL LIMITED

CIN: L65910WB1998PLC045474

Regd Office: Falta Industrial Growth Center, Sector-IV Falta, Dist: 24 Parganas (s), West Bengal
Tel No: 033-22651413, 033-22657971, email: balatechnoglobal@gmail.com, website : www.balatechnoglobal.com

ANNEXURE TO THE NOTICE DATED 10TH DECEMBER, 2014 OF THE EXTRA ORDINARY GENERAL MEETING
TO BE HELD ON 28TH JANUARY, 2015

1. Name and Registered :
Address of the Sole/First
named Shareholder
2. Name of the joint :
Shareholder(s), if any
3. Registered Folio No./ :
DP ID No./ Client ID No.*
(*Applicable to investors
holding shares in demat form)
4. Number of Share(s) held :

Dear Shareholder,

Subject : Process and manner for availing E-voting facility

Pursuant to provisions of section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the Extra Ordinary General Meeting to be held on Wednesday, 28th January, 2015 at 9.30 A.M. 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 (E-voting event number)	User ID	Password

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

Commencement of e-voting	End of e-voting
22nd January, 2015 at 10:00 A.M. (IST)	24th January, 2015 at 6:00 P.M. (IST)

Please read the instructions given at Note No. 7 of the Notice of the Extra Ordinary General Meeting carefully before voting electronically..

These details and instructions form integral part of the Notice dated 10th December, 2014 for the Extra Ordinary General Meeting to be held on 28th January, 2015.

Corporate Office :

P-22, C.I.T Road,
Scheme-55
Kolkata-700014

Date : 10th December, 2014

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

Anil Kumar Saha
Director

