

75th ANNUAL REPORT 2017-2018

Balaxi Ventures Limited

(Formerly known as The Anandam Rubber Company Limited)

www.balaxiventures.in



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CORPORATE INFORMATION

Board of Directors

Ashish Maheshwari - Managing Director
Minoshi Maheshwari - Director
Kunal M Bhakta - Independent Director
Gandhi Gamji - Independent Director

Chief Financial Officer & Company Secretary

Nidhin Jose

Statutory Auditor

S R B C & CO LLP, Chartered
Accountants
14th Floor, The Ruby, 29,
Senapati Bapat Marg,
Mumbai 400 028, India

Secretarial Auditors

BVR & Associates, Company Secretaries,
Swastika, 53/3933, Lal Salam Road,
Ponnuranni road, Vytilla, Kochi- 682019

Bankers

Yes Bank Ltd,
HDFC Bank Ltd

Registrar & Share Transfer Agent

SKDC Consultants Ltd., Kanapathy Towers, 3rd Floor, 1391/A1,
Sathy Road Ganapathy, Coimbatore – 641 006, Ph : 0422 – 654995, 2539835

Registered Office

Plot No.409, 3rd Floor Maps Towers,
Jubilee Hills, Road No:81, Hyderabad, Telangana-500096

DIRECTORS' REPORT

To the Members,

Directors have pleasure in presenting before you 75th Annual Report of the company together with the Audited Financial Statements, for the Financial Year ended March 31, 2018.

FINANCIAL PERFORMANCE:

The summarized results of the Company are given below:

Particulars	(In Rupees)	
	2017-18	2016-17
Gross Income	3900	28300
Total Expense	77,028,00	1770300
Profit/loss before taxation	(7698900)	(1742000)
Provision for taxation	-	-
Profit/loss after taxation	(7698900)	(1742000)
Profit and Loss Account Balance	(7698900)	(1742000)

SUBSTANTIAL ACQUISITION OF SHARES AND TAKEOVER OF THE COMPANY;

On March 15, 2017, Balaxi Overseas Private Limited (BOPL) entered into a Share Purchase Agreement ('SPA') with the erstwhile promoters of Company (i.e. Mr. Nirej V. Paul, Mr. V. M. Paulose, Dr. T. J. Leelamma and Mrs. Jaya Paul) to acquire 1,670,036 Equity Shares representing 54.94% of the paid up share capital of the Company along with the control over the Company, pursuant to which BOPL made an Open Offer under Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011. Control and management of the Company was acquired by BOPL on May 04, 2017 and it became the new promoter of Company and their representatives i.e. Mr. Ashish Maheshwari and Mrs. Minoshi Maheshwari became the new Directors of the Company. Simultaneously, erstwhile promoters stepped down as promoters from Company on same day and Mr. Nirej V. Paul and Dr. Leelamma TJ resigned as Managing Director and as Chairperson from the Company, respectively. In the Open Offer, BOPL acquired 3,30,000 equity shares representing 10.86% equity share capital of the Company. On completion of the Open Offer BOPL became the holding and Promoter Company with an aggregate shareholding of 2000036 Equity Shares (ie 65.79%).

BRAND 'BALAXI'

Balaxi Group is a professionally managed conglomerate of companies with interests in wholesale trading in Pharmaceutical and Builders Hardware. Pharmaceutical Formulations are contract manufactured from WHO-GMP approved manufacturing plants in China, Europe and India. Balaxi is a market leader in making quality healthcare products across Central & West Africa. They have a range of more than 600 pharmaceutical products manufactured in India, China and Europe under their own brand name with ready technical dossiers and more than 400 products from various multinational brands from Europe. In Angola, they are the pharmaceutical distributors with the largest range of medicines.

Balaxi is also a market leader in providing quality and affordable hardware products for construction industry and hardware market. They source their products from reputed and quality manufacturers in China and India under their own brand name. They have a range of more than 300 Builders Hardware products in the world market.

Balaxi Group is now in the process of setting up Family Entertainment Centers (FEC's) at 4 more locations across USA under the brand name of GLOWZONE apart from currently operating location in Houston. These centers will be operational in 2018 in Chicago, Dallas, Washington D.C and New Jersey.

CHANGE IN THE NATURE OF BUSINESS, IF ANY:

Main objects of the company got amended by including activities such as wholesale trading, manufacturing of Pharmaceuticals and Hardware products through Postal Ballot passed on August 08, 2017., Board has decided to adopt a new line business of Wholesale Trading in Pharmaceuticals and Hardware business. The company aims at a Better utilization of funds of the company and thereby bringing back the company to a profitable operation and to scale up the operations in the coming quarters based on the performance of the company. But the said line of Business has not been commenced till date of this report.

CHANGE IN THE NAME AND REGISTERED OFFICE OF THE COMPANY;

The Company changed its name from 'The Anandam Rubber Company Limited' to 'Balaxi Ventures Limited' through Postal Ballot passed on August 08, 2017. The Company had also changed its Registered Office from 41/298 - D2, 2nd Floor, Saniya Plaza, Mahakavi Bharathiyar Road, Near KSRTC Bus Stand, Cochin – 682035 to Plot No.409, H.No. 8-2-293, MAPS Towers, 3rd Floor, Phase-III, Road No.81, Jubilee Hills, Hyderabad, Telangana, India -500096 through Postal Ballot passed on August 08, 2017.

DIVIDEND

As your Company incurred Net Losses during the year, your Directors have not recommended any dividend for the year.

TRANSFER TO RESERVES

Your Company does not propose to transfer any amounts to the General Reserve during the period under review.

DIRECTORS AND KEY MANAGERIAL PERSONNEL INDUCTION

During the year under review, on May 04, 2017, Mr. Nirej V Paul, Mr. P P Zibi Jose, Mr. Santosh M Sunny and Dr. Leelamma TJ have resigned from the Board. The board places on record its appreciation for their valuable contributions made by them to the Board and Company during their long tenure.

Pursuant to the approval of Members of Company through Postal Ballot, Mr. Ashish Maheshwari was appointed as Managing Director not liable to retire by rotation of the Company for a term of Five years with effect from May 04, 2017 and Mrs. Minoshi Maheshwari was appointed as Director liable to retire by rotation with effect from May 04, 2017.

Further, pursuant to the approval of Members of the Company through Postal Ballot, Mr. Kunal Bhakta and Mr. Gandhi Gamji were appointed as Independent Directors for a term of Five years with effect from May 04, 2017. Company has received declarations from all the Independent Directors of the Company confirming that they meet the Independence criteria.

KEY MANAGERIAL PERSONNEL

During the year under review, there were some changes in composition of Board of Directors of your Company. Following persons are the Key Managerial Personnel (“KMP”) of the Company, as recorded by Board as on March 31, 2018:

Mr. Ashish Maheshwari: Managing Director (w.e.f May 04, 2017)

Mr. Nirej V Paul: Managing Director (Resigned on May 04, 2017)

Mr. Nidhin Jose: Chief Finance Officer & Company Secretary

BOARD MEETINGS

During the year under review, Board of Directors met 7 (seven) times on 25.04.2017, 04.05.2017, 06.07.2017, 09.08.2017, 30.08.2017, 10.11.2017 and 12.02.2018 in respect of which, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015.

During the year under review, Board consisted of one Executive Director and three Non-executive Directors which includes one Woman Director and the other two are Non Executive Independent. Chairman of the Board is an Executive Director. All Directors, except Independent Directors and Managing Director, were liable to retire by rotation as per the provisions of the Companies Act, 2013. The time gap between any two meetings did not exceed 120 days. During the year under review, none of the Directors of the Company was a member of more than 10 specified Committees or Chairman of more than 5 such Committees in companies in which he/she was a Director.

None of the Non Executive Directors serve as Independent Directors in more than seven listed companies and none of the Executive or Whole-time Directors serve as Independent Directors on any listed company. Composition, category and attendance of each Director at the Board and Annual General Meeting and Number of other Directorship and Chairmanship / Membership of Committee of each Director in various companies as on March 31, 2018 are as follows:

Name of the Director	Attendance Particulars		No. of other Directorships		Committee membership		No of shares held
	Board Meetings	Last AGM	Director	Chairman	Member	Chairman	
NON-EXECUTIVE DIRECTORS							
Minoshi Maheshwari#	6	Yes	1	None	None	None	105580
Dr. Leelamma T J*	1	No	None	None	None	None	None
INDEPENDENT DIRECTORS							
Kunal M Bhakta#	6	Yes	1	None	None	None	None
Gandhi Gamji#	6	No	1	None	None	None	None
P P Zibi Jose*	1	No	4	None	None	None	26746
Santhosh M Sunny*	1	No	2	None	None	None	None
EXECUTIVE DIRECTOR							
Ashish Maheshwari#	6	Yes	1	None	None	None	120738
Nirej V Paul*	1	No	None	None	None	None	None

Notes:* Resigned from the board with effect from 04.05.2017 and data as on same date.

appointed with effect from 04.05.2017

COMMITTEES OF THE BOARD

Board of Directors is constituted with three Committees - Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee. The role and composition of these Committees are as follows:

I. Audit Committee

Audit Committee acts as a link between management and external auditors. Audit Committee is responsible for overseeing Company's financial reporting process by providing direction to audit function and monitoring the scope and quality of statutory audits. Audit Committee of the Company is constituted in line with the provisions of Regulation 18(1) of Listing Regulations read with Section 177 of Companies Act, 2013.

Broad terms of reference of the Audit Committee are as follows:

- Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board the appointment, reappointment and terms of appointment of auditors of the Company;

- c. Approval of payments to the statutory auditors for services rendered by them;
- d. Reviewing with the Management, the annual financial statements and auditor's report thereon before submission to the Board for approval.
- e. Reviewing with the Management, the quarterly financial statements before submission to the Board for approval;
- f. Reviewing with the Management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter
- g. Review and monitor the auditor's independence and performance and effectiveness of audit process;
- h. Approval of any subsequent modification of transactions of the Company with related parties;
- i. Scrutiny of inter-corporate loans and investments;
- j. Valuation of undertakings or assets of the Company wherever it is necessary;
- k. Evaluation of internal financial controls and risk management systems;
- l. Reviewing with the Management, the performance of statutory and internal auditors and adequacy of the internal control systems;
- m. Reviewing the functioning of the whistle blower mechanism;

Composition

Audit Committee comprises of Mr. Kunal Bhakta, Mr. Gandhi Gamji (Non Executive Independent Directors) and Mr. Ashish Maheshwari (Executive Director) as the Members. New members were appointed by Board at its meeting held on May 04, 2017, as part of reconstitution of committee occurred due to resignation of Mr. P P Zibi Jose, Mr. Santosh M Sunny and Mr. Nirej V Paul. Company Secretary is the Secretary to the Committee. All members of Audit Committee are financially literate and have expertise in accounting/financial management. Mr. Kunal Bhakta, Chairman – Audit Committee was present at the 74th Annual General Meeting held on September 30, 2017.

Audit Committee of the Company, inter alia, provides reassurance to the Board on the existence of an effective internal control environment, overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

Meetings and Attendance

Audit Committee met 5 (five) times on 25.04.2017, 09.08.2017, 30.08.2017, 10.11.2017 and 12.02.2018 during the year ended March 31, 2018 and the time gap between any two meetings did not exceed more than four months.

Name of Members	Category	No of Meetings attended
Kunal M Bhakta#	Non Executive Independent Director	4
Gandhi Gamji#	Non Executive Independent Director	4
Ashish Maheshwari#	Executive Director	4
P P Zibi Jose*	Non Executive Independent Director	1
Santosh M Sunny*	Non Executive Independent Director	1
Nirej V Paul*	Executive Director	1

Notes:* Resigned from the Committee with effect from May 04, 2017

appointed to the committee with effect from May 04, 2017

ii. NOMINATION AND REMUNERATION COMMITTEE

Nomination and Remuneration Committee oversees the Company's nomination process for the senior management and specifically to identify, screen and review individuals qualified to serve as Executive Directors, Non Executive Directors and Independent Directors consistent with criteria approved by Board and to recommend, for approval by Board, nominees for election at General Meeting of shareholders.

Committee also discharges Board's responsibilities relating to compensation of the Company's Executive Directors and Senior Management. Committee has the overall responsibility of approving and evaluating the compensation plans, policies and programmes for Executive Directors and the senior management. Committee reviews and recommends to Board, to approve for Executive Directors, base salary, incentives/commission, other benefits, compensation or arrangements and executive employment agreements. Committee further coordinates and oversees the annual self-evaluation of the performance of Board, Committees and of individual Directors.

Composition

Nomination and Remuneration Committee comprises of Mr. Kunal M Bhakta and Mr. Gandhi Gamji (Non Executive Independent Directors) and Mrs. Minoshi Maheshwari (Non Executive Director) as the Members. New members were appointed by the Board as part of reconstitution of committee occurred due to resignation of Mr. P P Zibi Jose, Mr. Santosh M Sunny and Dr. Leelamma T J.

The meeting of the Nomination and Remuneration Committee were held 4 (four) times during the year ended March 31, 2018 on 25.04.2017, 04.05.2017, 09.08.2017 and 12.02.2018.

Name of Members	Category	No of Meetings attended
Kunal M Bhakta#	Non Executive Independent Director	3
Gandhi Gamji#	Non Executive Independent Director	3
Minoshi Maheshwari##	Non Executive Director	NA
P P Zibi Jose*	Non Executive Independent Director	1
Santosh M Sunny*	Non Executive Independent Director	1
Leelamma T J*	Non Executive Director	1

Notes:* Resigned from the Committee w.e.f May 04, 2017.

appointed to the Committee w.e.f May 04, 2017.

##appointed to the Committee w.e.f February 12, 2018.

iii. STAKEHOLDERS' RELATIONSHIP COMMITTEE

Stakeholders' Relationship Committee of the Company is considering and resolving the grievances of the Shareholders of the Company, including complaints relating to transfer and transmission of securities, non-receipt of dividends, and such other grievances as may be raised by the shareholders from time to time.

Committee also reviews the manner and time-lines of dealing with complaint letters received from Stock Exchanges/ SEBI/ Ministry of Corporate Affairs etc., and responses thereto. Based on the delegated powers of Board of Directors, Registrar and Transfer Agent approve the Share transfers/ transmissions on a regular basis and the same is reported to Company Secretary. Company Secretary further would report the same at the next meeting of Committee and to board which is normally held every quarter.

Composition

Stakeholders' Relationship Committee comprises of Mr. Kunal M Bhakta, Mr. Gandhi Gamji, (Non Executive Independent Directors) and Mrs. Minoshi Maheshwari (Non Executive Director) as the Members. New members were appointed by Board at its meeting held on May 04, 2017, as part of reconstitution of committee occurred due to resignation of Mr. P P Zibi Jose, Mr. Santosh M Sunny and Dr. Leelamma T J.

Company Secretary is the Compliance Officer appointed for the compliance of capital market related laws. Meeting of the Stakeholders' Relationship Committee was held 1 (one) time during the year ended March 31, 2018 on 12.02.2018.

Name of Members	Category	No of Meetings attended
Kunal M Bhakta#	Non Executive Independent Director	1
Gandhi Gamji#	Non Executive Independent Director	1
Minoshi Maheshwari#	Executive Director	1
P P Zibi Jose*	Non Executive Independent Director	N.A
Santosh M Sunny*	Non Executive Independent Director	N.A
Leelamma T J*	Non Executive Director	N.A

Notes:* Resigned from the Committee with effect from May 04, 2017.

Appointed to the Committee with effect from May 04, 2017.

Status of investor complaints during the year given below:

No. of investor complaints received	No. of complaints Disposed	No. of complaints Pending at the end of the year
Nil	Nil	Nil

DISCLOSURES UNDER SEBI (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015

I. Related Party Transactions

All transaction entered into by the Company with related parties, during the financial year 2017-18, was on arm's length basis. There were no material related party transactions during the period under review.

II. Management Discussion and Analysis Report.

Management Discussion and Analysis Report comprising of all information as prescribed under Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 is attached along with this report.

III. Disclosure of Accounting Treatment

These financial statements, for the year ended March 31, 2018, are the first the Company has prepared in accordance with Ind AS. For periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ('Indian GAAP') and subsequent amendments thereafter.

Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on March 31, 2018, together with the comparative period data as at and for the year ended March 31, 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at April 1, 2016, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balance sheet as at April 1, 2016 and the financial statements as at and for the year ended March 31, 2017.

IV. Managing Director / Chief Financial Officer (CEO/CFO) Certification

All the Directors (and also the members of the Senior Management) have affirmed in writing their compliance with and adherence to the Code of Conduct adopted by the Company. The Managing Director has given a certificate of compliance with the Code of Conduct, which forms part of **Annexure-2**, as required under SEBI (Listing Obligation & Disclosure Requirement) Regulation 2015.

The Managing Director / Chief Financial Officer (CEO/CFO) certification on financial reporting and internal controls to the Board in terms of the SEBI (Listing Obligation & Disclosure Requirement) Regulation 2015 is attached as **Annexure-3** to this Report.

V. Corporate Governance and Shareholders Information

By virtue of Regulation 15(2)(a) of SEBI (Listing Obligation & Disclosure Requirement) Regulation 2015 as the paid up capital of the Company is less than Rs. 10 Crores and Net worth of the Company is less than Rs. 25 Crores, Corporate Governance norms and its reporting is not applicable to our Company.

VI. Disclosures With Respect to Demat Suspense Account/ Unclaimed Account:

As per the provisions of Regulation 39 (4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule VI of the Regulations, the unclaimed/undelivered shares lying in possession of the Company will be dematerialised and transferred into an "Unclaimed Suspense Account". Presently Company is not having any equity shares which are remaining as unclaimed. Hence none of the shares are credited towards Demat Suspense Account.

STRICTURES AND PENALTIES

There have been no instances of non-compliance by the Company on any matters related to the capital markets, nor have any penalty/strictures been imposed on the Company by the Stock Exchange or SEBI or any other statutory authority on such matters during the last three years. Your Company has complied with the mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

SELECTION OF NEW DIRECTORS AND BOARD MEMBERSHIP CRITERIA

Nomination and Remuneration Committee works with Board to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members with an objective of having a Board with diverse backgrounds and experience in business, knowledge, capital market and education. Characteristics expected from all Directors include independence, integrity, high personal and professional ethics, sound business judgment, ability to participate constructively in deliberations and willingness to exercise authority in a collective manner. Policy on appointment and removal of Directors is annexed to this report as **Annexure -4**.

ANNUAL EVALUATION

Board evaluated the effectiveness of its functioning and that of Committees and of individual directors by seeking their inputs on various aspects of Board/Committee Governance. Aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices, participation in the long-term strategic planning and the fulfillment of Directors' obligations and fiduciary responsibilities and active participation at Board and Committee meetings. Board considered and discussed the inputs received from Independent Directors. Meeting of the Independent directors without the presence of Non- Independent Directors and members of the Management was duly held for annual evaluation on February 12, 2018.

COMPENSATION POLICY FOR BOARD AND SENIOR MANAGEMENT

Based on the recommendations of Nomination and Remuneration Committee, Board approved the Remuneration Policy for Directors, Key Managerial Personnel (KMP) and all other employees of Company. As part of the policy, Company strives to ensure that:

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- b) Relationship between remuneration and performance is clear and meets appropriate performance benchmarks; and
- c) Remuneration to Directors, KMP and senior management involves a balance between fixed and incentive pay

reflecting short and long-term performance objectives, appropriate to the working of Company and its goals. The Remuneration Policy for Directors, KMP and other employees is annexed to this report as **Annexure 5**.

INDEPENDENT DIRECTORS

Your Company appointed Independent Directors who are renowned people having expertise/experience in their respective field/profession. None of the Independent Directors are Promoters or related to Promoters. They do not have any pecuniary relationship with the Company and further do not hold two percent or more of the total voting power of the Company.

Every Independent Director, at the first meeting of the Board in which he/she participates as a Director and thereafter at first meeting of the Board in every financial year, gives a declaration that he/she meets the criteria of independence as required under Section 149(7) of the Companies Act, 2013. All Independent Directors maintain their limits of directorships as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company had issued a formal letter of appointment to all Independent Directors and the terms and conditions of their appointment have been disclosed in the website of the Company.

On May 04, 2017, Mr. P P Zibi Jose and Mr. Santosh M Sunny have resigned from the Board citing personal reasons. Consequently, in order to fill up the causal vacancy occurred, Mr. Kunal M Bhakta and Mr. Gandhi Gamji were appointed as Non Executive Independent Directors for the Company with effect from May 04, 2017 for a tenure of 5(Five) Years by Members of the Company through postal ballot.

MEETING OF INDEPENDENT DIRECTORS

Meeting of Independent directors without the presence of Non- Independent Directors and members of management was duly held. At this meeting, Independent Directors inter alia evaluated the performance of Non-Independent Directors and Board of Directors as a whole, evaluated the performance of Chairperson of Board and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, Management and Board. Meeting of Independent directors without the presence of Non- Independent Directors and members of Management was duly held on February 12, 2018 for evaluation of the performance of Board, Chairperson and Non-Executive Directors.

INDEPENDENT DIRECTORS DECLARATION

During the period under review, Independent Directors have submitted their disclosures to Board that they fulfill all the requirements as stipulated in section 149(6) of Companies Act 2013, so as to qualify themselves to be appointed as Independent Directors under provisions of Companies Act 2013 and the relevant rules. Board of Directors declares that the appointments of Independent Directors of the company are;

- (a) In the opinion of the Board, are persons of integrity and possesses relevant expertise and experience.
 - (b) Who were not a promoter of the company or its holding, subsidiary or associate company
 - (c) Who are not related to promoters or directors in the company, its holding, subsidiary or associate company
 - (d) Who had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year
 - (e) None of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover of total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
 - (f) Who, neither himself nor any of his relatives-
1. Does not holds or has not held the position of a key managerial personnel or is or has not been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the current financial year in which he/ she is proposed to be appointed.

2. Is not or has not been an employee or proprietor or a partner, in any of the three financial years immediately preceding the current financial year, of—
 - a. a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - b. any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm
3. is not a Chief Executive or director, by whatever name called, of any nonprofit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company.

RE-APPOINTMENTS

As per the provisions of the Companies Act, 2013, Mrs. Minoshi Maheshwari retires at the ensuing Annual General Meeting and being eligible, seek re-appointment. The Board recommends her re-appointment. Sub-section (13) of Section 149 of Companies Act 2013, provides that the provisions of retirement by rotation as defined in sub-sections (6) of Section 152 of the Companies Act, 2013 shall not apply to Independent Directors. Hence, none of the Independent Directors will retire at the ensuing Annual General Meeting. Further as stipulated in Sub-section (2) of Section 196 of Companies Act 2013 Managing Director also cannot seek reappointment one year before the expiry of his tenure.

Hence, Mrs. Minoshi Maheshwari shall retire by rotation at the ensuing Annual General Meeting and is eligible for reappointment. Details of Director seeking reappointment as required under regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standards (SS-2) in respect of Appointment/ Re-appointment of Directors is enclosed along with explanatory statement to the Notice of Annual General Meeting.

ADOPTION OF NEW MEMORANDUM AND ARTICLES OF ASSOCIATION

Memorandum of Association (MoA) of the company was based on 'Travancore Companies Act IX of 1114' (an Old Regional Companies Act prior to Indian Independence). Some Clauses in MoA were no longer in conformity with the Act and required re-alignment with Companies Act, 2013. Accordingly, though postal ballot passed on August 08, 2017, the existing MoA was replaced in its entirety by new set of Memorandum of Association in conformity with Table A of Schedule I of Companies Act, 2013 which sets out the model MoA for a company limited by shares and also included additional Main Objects as sub clause III (A)2, III (A)3, & III (A)4 in line with new proposed activity of manufacturing, trading in Pharmaceuticals and hardware products. The new Memorandum of Association is hosted on the website of the company.

In order to bring the Article of Association (AoA) of the Company in line with the new business requirements, the Company would have to make numerous changes in the AoA. It was also not covering the business, management and administration in its entirety and many areas of the administration of the Company were left unspecified. Accordingly, though postal ballot passed on August 08, 2017, the new Article of Association for the company was adopted, in substitution of and to the exclusion of the previous AoA. The new Article of Association is hosted on the website of the company.

CODE OF CONDUCT FOR PROHIBITION OF INSIDER TRADING

Your Company has adopted a Code of Conduct as per SEBI (Prohibition of Insider Trading) Regulations, 2015. All Directors, Designated Employees who could have access to the Unpublished Price Sensitive Information of the Company are governed by the above Code. During the year under review, there has been due compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015.

DIRECTORS' RESPONSIBILITY STATEMENT

Accordingly, pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors to the best of their knowledge and ability confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed and

that no material departures have been made from the same;

- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for the year under review;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the directors have prepared the annual accounts on a going concern basis;
- e) had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS AND INTERNAL CONTROL SYSTEM

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures.

Internal Financial Controls were reviewed periodically by Audit Committee as well as by the Board. Further, the Board annually reviews effectiveness of the Company's internal control system.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of Companies Act, 2013 read with Rule 7 of Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI(Listing obligation and Disclosure requirement)Regulation, 2015, Board of Directors had approved Policy on Vigil Mechanism/ Whistle Blower and the same was hosted on website of the Company.

This Policy inter-alia provides a direct access to Chairman of Audit Committee for employees and other stakeholders. Your Company hereby affirms that no Director/ employee have been denied access to the Chairman of Audit Committee and that no complaints were received during the year.

Vigil Mechanism Policy has been uploaded on website of the Company at http://www.balaxiventures.in/corporate_governance.php

DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Company has zero tolerance towards sexual harassment at workplace and adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules thereunder. Your Company has not received any Complaint under this policy during the year 2017-18.

FRAUD REPORTING:

There were no cases of Fraud reported to the Audit Committee/ Board in the company till date.

AUDITORS

i. Statutory Auditors

M/s. Mohan and Ravi, Chartered Accountants, having office at 39/5528C, SA Road, Cochin – 36 was the statutory auditor of the Company. Members of Company at the Annual General Meeting held on August 16, 2014 approved the appointment of M/s. Mohan and Ravi, Chartered Accountants, having office at 39/5528 C, SA Road, Cochin – 36 as

Statutory Auditors for the Company for a term of 3 years i.e. till the conclusion of 74th Annual General Meeting (AGM).

In the above background, the company had appointed of M/s. S R B C & CO LLP , Chartered Accountants (FRN: 324982E/E300003), having office at 12th floor, Ruby 29, Senapati Bapat Marg, Dadar (West), Mumbai — 400028 as new statutory auditors of Company to hold office for one term of 5 years commencing from conclusion of ensuing 74th Annual General Meeting upto Annual General Meeting of the Company to be held in calendar year 2022.

Further, your Directors confirm that there are no qualifications, reservation or adverse remark or disclaimer in Independent Auditor's Report provided by Statutory Auditors for Financial Year 2017 - 2018. The notes to accounts forming part of financial statements are self-explanatory and need no further clarification.

ii. Secretarial Auditors

Section 204 of the Companies Act, 2013 inter-alia requires every listed company to annex with its Board's report, a Secretarial Audit Report given by a Practicing Company Secretary, in the prescribed form. Board of Directors appointed BVR & Associates, Practicing Company Secretaries LLP as Secretarial Auditor to conduct Secretarial Audit of the Company for Financial Year 2017-18 and their report is annexed to this Board report as **Annexure 6**. Findings of the Secretarial audit are satisfactory.

EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of Annual Return in Form MGT 9 as per provisions of Companies Act, 2013 and rules thereto is annexed to this report as **Annexure 7**.

PARTICULARS OF EMPLOYEES

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are annexed to this report as **Annexure 1**.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There have been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company have not taken any loan or guarantees during the period under review and was not having any investments other than few shares of Century Enka Ltd.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION

Particulars as prescribed under Sub-section (3) (m) of Section 134 of the Companies Act, 2013, read with Rule 8 of Companies (Accounts) Rules, 2014 regarding energy conservation and technology absorption is not applicable to your Company.

FOREIGN EXCHANGE EARNING AND OUTGO

During period under review, your Company had no direct Foreign Exchange Earnings and Expenditure.

DEPOSITS

During period under review, your Company has not accepted any deposits under the Companies Act, 2013.

INFORMATION ABOUT THE FINANCIAL PERFORMANCE / FINANCIAL POSITION OF THE SUBSIDIARIES / ASSOCIATES/ JOINT VENTURES:

Your company is not having any subsidiaries/Associates/ Joint venture.

GENERAL INFORMATION

Financial Year	Date	Time	Location	Special Business
74 th AGM 2016-17	30.09.2017	11.30 A.M	Registered Office	NIL
73 th AGM 2015-16	30.09.2016	11.30 A.M	Registered Office	NIL
72 nd AGM 2015-16	30.09.2015	11.30 A.M	Registered Office	1. Appointment of Mr. Santosh M Sunny as Independent Director. 2. Appointment of Mr. P P Zibi Jose as Independent Director. 3. Amendment to Articles of Association

POSTAL BALLOT:

During period under review, pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory amendment(s) or re-enactment(s) thereof made thereunder), your Company passed the following resolutions through postal ballot as per the details below:

Voting patterns of votes casted in favor/against the resolutions passed vide Postal Ballot Notice dated July 06, 2017 is as under:

Descriptions of Resolution	Type of Resolution	No of Votes Polled	Votes casted in favour		Votes Casted against	
			No of votes	%	No of votes	%
Change in promoters of the Company;	Special Resolution	2637074	2637074	100	0	0
To change the name of the Company;	Special Resolution	2637074	2637074	100	0	0
To adopt new Memorandum of Association of the company in conformity with the companies act, 2013;	Special Resolution	2637074	2637074	100	0	0
To adopt new articles of association for the Company;	Special Resolution	2637074	2637074	100	0	0
Increase in the authorized share capital of the Company and consequent alteration in the Memorandum of Association of the Company	Special Resolution	2637074	2637074	100	0	0
To approve shifting of Registered office of the company from the state of Kerala to the state of Telangana and consequential amendment in Memorandum of Association;	Special Resolution	2637074	2637074	100	0	0
Appointment of Mr. Ashish Maheshwari as the Managing Director:	Ordinary Resolution	2637074	2637074	100	0	0

Descriptions of Resolution	Type of Resolution	No of Votes Polled	Votes casted in favour		Votes Casted against	
			No of votes	%	No of votes	%
To appoint Mrs. Minoshi Maheshwari as Executive Director;	Ordinary Resolution	2637074	2637074	100	0	0
To appoint Mr. Kunal Mahendra Bhakta as an Independent Director;	Ordinary Resolution	2637074	2637074	100	0	0
To appoint Mr. Gandhi Gamji as an Independent Director;	Ordinary Resolution	2637074	2637074	100	0	0

Voting patterns of votes casted in favor/against the resolutions passed vide Postal Ballot Notice dated March 17, 2018 is as under:

Descriptions of Resolution	Type of Resolution	No of Votes Polled	Votes casted in favour		Votes Casted against	
			No of votes	%	No of votes	%
Issue of equity shares on a preferential basis;	Special Resolution	2641393	2641393	100	0	0
Approval for related party transaction;	Ordinary Resolution	415039	415039	100	0	0
Authorization to the board of directors to make loan(s) and give guarantee(s), provide security (ies) or make investment(s) in excess of the prescribed limit under section 186 of the Companies Act, 2013;	Ordinary Resolution	2637074	2637074	100	0	0

Procedure for Postal Ballot:

In compliance with Sections 108, 110 and other applicable provisions of the Companies Act, 2013 read with the Rules issued thereunder, your Company provides electronic voting (e-voting) facility to all its members. Company engaged the services of CDSL for providing e-voting facility to all its members. Members have the option to vote either by physical ballot or through e-voting.

Your Company dispatches the postal ballot notices and forms along with postage prepaid business reply envelopes to its members whose names appear on the Register of Members/ list of beneficiaries as on cut-off date. Postal ballot notice is also sent to members in electronic form to the email addresses registered with the depository participants/ Company's Registrar and Share Transfer Agents. Your Company also publishes a notice in newspapers declaring the details of completion of dispatch and other requirements under Companies Act, 2013 and Rules framed thereunder.

Voting rights are reckoned on the paid-up value of shares of your Company in the names of the shareholders as on the cut-off date. Members desiring to vote through physical ballot are requested to return the forms, duly completed and signed to as to reach the Scrutinizer before the close of the voting period. Members desiring to exercise their votes by electronic mode are requested to vote before the close of business hours on the last date of e-voting.

The Scrutinizer submits his report to the Chairman, after the completion of scrutiny and the consolidated results of the voting by postal ballot are then announced by the chairman/ authorised officials of your Company. The results are displayed on the website of your Company, besides being communicated to the Stock Exchanges and CDSL. No special resolution is proposed to be conducted through postal ballot at the forthcoming AGM to be held on September 30, 2017.

MEANS OF COMMUNICATION

- i. **Quarterly Results:** Results have been published in one leading national (English) business newspaper and in one vernacular (Telugu) newspaper. The quarterly results and presentations are also displayed on the Company's website www.balaxiventures.in
- ii. **Newspapers wherein results normally published**
 1. Business Standard : English daily
 2. Mana Telagana : Telugu daily

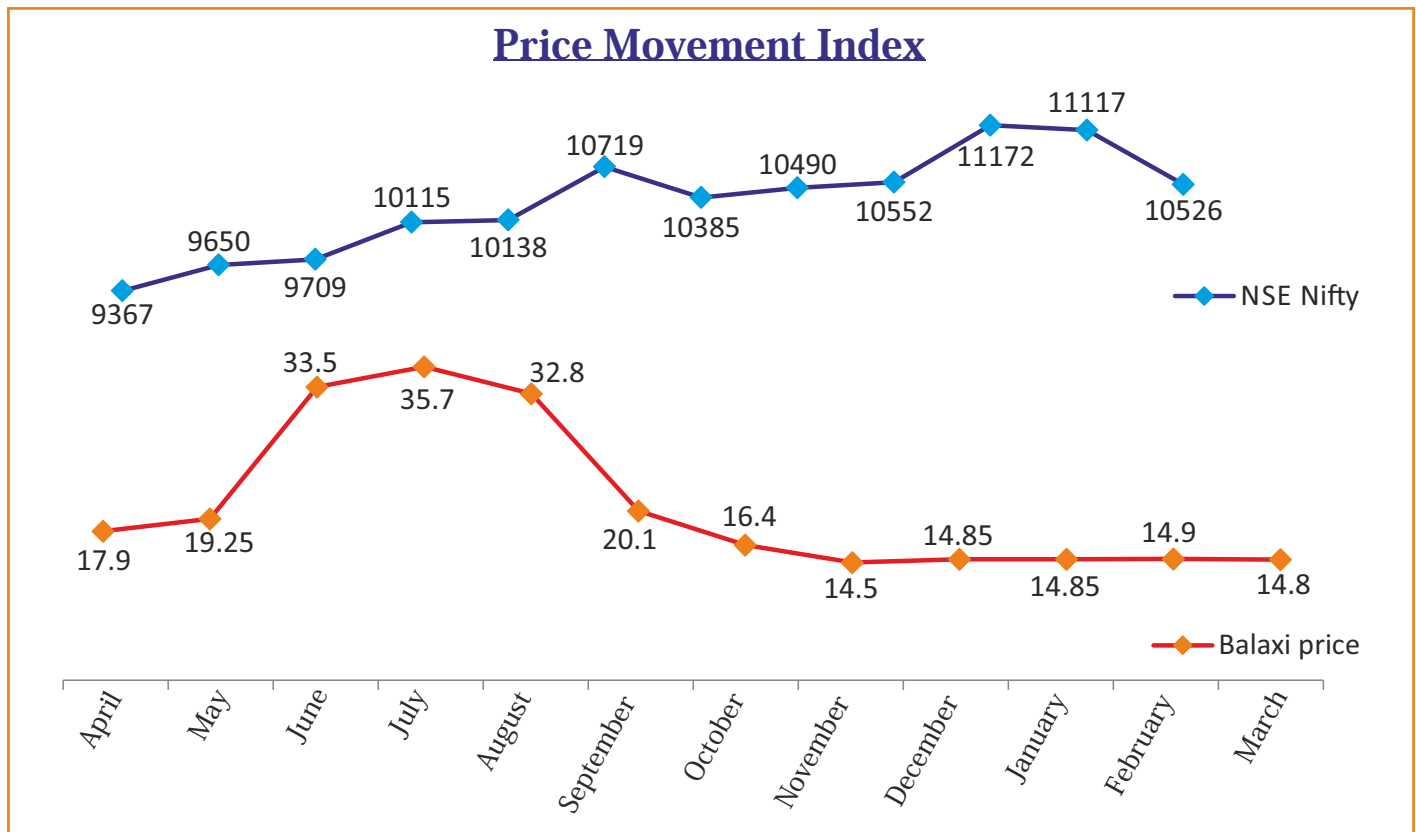
GENERAL SHAREHOLDERS' INFORMATION

1	Annual General Meeting Date and Time Venue	Details are mentioned in the notice for 75 th Annual General Meeting of shareholders
2	Financial Year	April 01, 2017 to March 31, 2018

MARKET PRICE DATA:

High, Low during each month in last financial year;

Month	High Price	Low Price
April	17.9	17.9
May	19.25	17.5
June	33.5	20.2
July	35.7	34
August	32.8	21.15
September	20.1	17.25
October	16.40	12.90
November	14.50	13.50
December	14.85	14.15
January	14.85	14.15
February	14.90	14.90
March	14.80	14.80



DISTRIBUTION OF SHAREHOLDING;

Distribution of Shareholding of the company as on March 31, 2018 is as follows;

No. of Equity shares	Number of Shareholders	% of shareholders	Number of Shares	% of share holding
Upto 500	389	78.11	29443	0.97
501 - 1000	21	4.22	15691	0.52
1001 - 2000	30	6.02	41711	1.37
2001 - 3000	28	5.62	74146	2.44
3001 - 4000	5	1.00	17456	0.57
4001 - 5000	3	0.60	14228	0.47
5001 - 10000	12	2.41	88628	2.92
10001 AND ABOVE	10	2.01	2758697	90.75
TOTAL	498	100	3040000	100

DEMATERIALIZATION OF SHARES AND LIQUIDITY

Shares of the Company can be held and traded in electronic form. As stipulated by SEBI, the shares of the Company are accepted in the Stock Exchanges for delivery only in dematerialisation form. Your Company confirms that the entire Promoter's holdings are in electronic form and the same is in line with the direction issued by SEBI.

The Equity shares of the Company have been admitted for Demat with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The ISIN Number allotted to the Company is INE618N01014. Shareholders can avail the Demat facility and get their shares in the physical form dematted. Share holders are advised to demat their holdings at the earliest. You may contact M/s. SKDC Consultants Ltd our Registrars and Share Transfer Agents, whose address is given hereunder for any assistance in this regard.

SKDC Consultants Limited

P.B. No. 2016, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road,

Ganapathy, Coimbatore – 641006

Ph : 0422- 4958995, 2539835 – 836, Fax : 0422 – 2539837

E-mail : info@skdc-consultants.com | Website : www.skdc-consultants.com

UNCLAIMED DIVIDEND

During the year under review, the Company has credited Rs. 5930 to the Investor Education and Protection Fund (IEPF) pursuant to Section 125(1) of the Companies Act, 2013. In accordance with Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2009-10 or earlier financial years has not been paid or claimed by the members for seven consecutive years or more.

The Company has uploaded on its website the details of unpaid and unclaimed amounts lying with the Company along with the details of shares liable for transfer in the name of IEPF Authority.

The aforesaid details are put on the Company's website and can be accessed at http://www.balaxiventures.in/investors_information.php

Pursuant to section 124(6) of the Companies Act, 2013, as amended, and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (the IEPF Rules, 2016) all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more will become due for transfer to the IEPF DEMAT Suspense account. In due compliance of the provisions of rule 6(3) of the IEPF Rules, 2016 the Company had sent individual letters through registered post to, inter alia, all such members requesting them to claim the amount of unpaid dividend on or before the Company proceeds with the transfer of related shares to the IEPF DEMAT Suspense Account. The Company has also published notices in the newspapers intimating the members of the said provisions and these details have been made available on the Company's website.

LISTING STATUS

The Company's shares are listed at National Stock Exchange of India Limited (NSE). The Equity Shares of the company is currently trading at NSE under Stock Code BALAXI. The Company has paid the listing fees to NSE and the custodian charges to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the financial year ended March 31, 2018

SHARE TRANSFER SYSTEM

In case of shares held in physical form, the transferred share certificates duly endorsed are dispatched within 15 days from the date of receipt of documents, provided documents are valid and complete in all respects. In compliance of the provisions of Listing Regulations, the share transfer system of the Company is audited by a Practicing Company Secretary, every six months and a certificate to that effect is issued by him. The Company holds Stakeholders' Relationship and Share Transfer Committee Meetings as may be required for approving the share transfer, transmission, dematerialization and rematerialization of equity shares.

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS;

The Board of the company approved the proposed preferential issue of 2,00,00,000 Equity shares on February 12, 2018 and dispatched Postal Notice in thoes regard on March 16, 2018 and subsequently obtained shareholder's approval on April 20, 2018 via Postal ballot. The company made its application for the 'In principal Approval' for the proposed issue with National Stock Exchange of India Ltd (NSE) on March 23, 2018 and received the NSE's 'In principal Approval' on June 15, 2018. However few of the proposed allottees informed the company that, they would not be able to participate in the

preferential allotment and subscribe to the equity shares due to the changes in the external environment that happened in the intervening period. Hence the preferential issue of 2,00,00,000 Equity shares had been withdrawn by the Board.

ACKNOWLEDGEMENT

The directors place on record their sincere appreciation for the continued support extended to the company by the previous management, erstwhile promoters, valued customers, esteemed shareholders, bankers, auditors, company secretaries and staff.

**For and on behalf of Board,
Balaxi Ventures Limited**

Place: Hyderabad
Date: 06.08.2018

Ashish Maheshwari
Managing Director
DIN: 01575984

Minoshi Maheshwari
Director
DIN: 01575975

ANNEXURE-1

Directors'/ Employees Remuneration

[Pursuant to Section 197(12) of Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016]

SL. No.	Requirements	Disclosure
1.	The ratio of the remuneration of each director to the median remuneration of the employees for the financial year.	None of the directors have received any kind of remuneration
2.	The percentage increase in remuneration of each director, CFO, CEO, CS in the financial year.	270% increase in salary of CFO & CS
3.	The percentage increase in the median remuneration of Employees in the financial year.	NIL
4.	The number of permanent employees on the rolls of the company.	2
	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:	Not Applicable, Increase in remuneration is based on remuneration policy of the Company.
5.	Affirmation that the remuneration is as per the remuneration policy of the Company	Yes, it is confirmed

ANNEXURE-2

Declaration Regarding Compliance by Board Members and Senior Management Personnel with the Code of Conduct

To the best of my knowledge and belief and on the basis of declarations given to me, I hereby affirm that all the Board Members and the Senior Management Personnel have fully complied with the provisions of the Code of Conduct for Directors and Senior Management during the financial year ended March 31, 2018

Place: Hyderabad
Date: 06/08/2018

Ashish Maheshwari
Managing Director
(DIN: 01575984)

ANNEXURE-3**Certification by Managing Director and Chief Financial Officer to the Board**

We, Ashish Maheshwari, Managing Director and Nidhin Jose, Chief Financial Officer of Balaxi Ventures Limited, certify that:

1. We certify that we have reviewed the financial statements and the cash flow statement for the year ended March 31, 2018 and to the best of our knowledge and belief,
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements present a true and fair view of the state of affairs of the Company and of the results of operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing Generally Accepted Accounting Principles including Accounting Standards, applicable laws and regulations.
 - c. no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. We accept overall responsibility for establishing and monitoring the Company's internal control system for financial reporting and evaluating its effectiveness. Internal Audit function monitors the internal control system for financial reporting, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal Audit works with all levels of management and Statutory Auditors, and reports significant issues to the Audit Committee of the Board. The Statutory Auditors and Audit Committee are appraised of any corrective action taken or proposed to be taken with regard to significant deficiencies and material weaknesses.
4. We have indicated to the Auditors and to the Audit Committee:
 - a. that there are no significant changes in internal control function over financial reporting during the year;
 - b. that there are no significant changes in accounting policies during the year expect the adoption of Indian AS;
 - c. that there are no instances of significant fraud of which we have become aware of and which involve management or other employees who have significant role in the Company's internal control system over financial reporting.

Ashish Maheshwari
Managing Director

Nidhin Jose
Chief Financial Officer

Place: Hyderabad
Date: 05/05/2018

ANNEXURE-4**Policy on Appointment & Removal of Directors****1. Introduction:**

- a. Balaxi Ventures Limited (BVL) believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. Towards this, we ensure constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.
- b. We recognise the importance of Independent Directors in achieving the effectiveness of the Board. BVL aims to have an optimum combination of Executive, Non-Executive and Independent Directors.

2. Scope And Exclusion:

- a. This Policy sets out the guiding principles for the Human Resources, Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent directors of the Company.

3. Terms And References:

In this Policy, the following terms shall have the following meanings:

- a. **“Director”** means a director appointed to the Board of a company.
- b. **“Nomination and Remuneration Committee”** means the committee constituted by BVL’s Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).
- c. **“Independent Director”** means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 (1) (b) of Listing Regulations.

4. Policy**4.1 Qualifications and Criteria**

- a. Nomination and Remuneration Committee, and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience that are relevant for the Company’s operations.
- b. In evaluating the suitability of individual Board members, the following may take into account factors, such as:
 - General understanding of the Company’s business dynamics, global business and social perspective;
 - Educational and professional background;
 - Standing in the profession;
 - Personal and professional ethics, integrity and values;
 - Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.

- c. The proposed appointee shall also fulfill the following requirements:
- Shall possess a Director Identification Number;
 - Shall not be disqualified under the Companies Act, 2013;
 - Shall give his written consent to act as a Director;
 - Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
 - Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
 - Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
 - Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013

4.2 Criteria of Independence

- a. Committee shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually.
- b. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.
- c. The criteria of independence, as laid down in Companies Act, 2013 and Listing Regulations, is as below:
- i. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
 - ii. who is or was not a promoter of the company or its holding, subsidiary or associate company;
 - iii. who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
 - iv. who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
 - v. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or 50 lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
 - vi. who, neither himself nor any of his relatives –
 - (i) holds or has held the position of a key managerial personnel or is or has been an employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of -
 - (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10 per cent or more of the gross turnover of such firm;

(iii) holds together with his relatives two per cent or more of the total voting power of the company; or

(iv) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or

(v) is a material supplier, service provider or customer or a lessor or lessee of the company.

- vii. shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, corporate social responsibility or other disciplines related to the company's business.
 - viii. shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013.
 - ix. who is not less than 21 years of age.
- d. The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

4.3 Other Directorships / Committee Memberships

- a. The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as directors of the Company. The Committee shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.
- b. A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies.
- c. A Director shall not serve as an Independent Director in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole-time Director in any Listed Company.
- d. A Director shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he holds directorships.

For the purpose of considering the limit of the Committees, Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not, shall be included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.

5. Review of the Policy

This Policy will be reviewed and reassessed by the board as and when required and appropriate recommendations shall be made by the Board to update this Policy based on changes that may be brought about due to any regulatory amendments or otherwise.

ANNEXURE-5

Remuneration Policy for Directors, Key Managerial Personnel and Other Employees

1. Introduction:

- a. Balaxi Ventures Limited (BVL) recognises the importance of aligning the business objectives with specific and measurable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:
 - I. Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.
 - ii. Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
 - iii. Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

2. Scope and Exclusion:

This Policy sets out the guiding principles for the Human Resources, Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

3. Terms and References:

In this Policy, the following terms shall have the following meanings:

- a. **“Director”** means a director appointed to the Board of the Company.
- b. **“Key Managerial Personnel”** means
 - (i) the Chief Executive Officer or the Managing Director;
 - (ii) the Company Secretary; and
 - (iii) the Chief Financial Officer;
- c. **“Nomination and Remuneration Committee(committee)”** means the committee constituted by BVL’s Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

4. Policy:

i. Remuneration to Executive Directors and Key Managerial Personnel

- a. The Board, on the recommendation of the Nomination and Remuneration Committee (Committee), shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.
- b. The Board, on the recommendation of the Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.

- c. The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components:
 - (i) Basic Pay
 - (ii) Perquisites and Allowances
 - (iii) Stock Options
 - (iv) Commission (Applicable in case of Executive Directors)
 - (v) Retrial benefits
 - (vi) Annual Performance Bonus

ii. Remuneration to Non-Executive Directors;

- a. The Board, on the recommendation of the Committee, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.
- b. Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof. The Non-Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.
- i. Remuneration to other employees
 - a. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organisation. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.
 - b. Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.
 - c. In addition to the basic/ fixed salary, the company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimisation, where possible.
 - d. The company provides the rest of the employees a performance linked bonus. The performance linked bonus would be driven by the outcome of the performance appraisal process and the performance of the company.

ANNEXURE-6**Form No: MR 3
Secretarial Audit Report**

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2018
[Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Balaxi Ventures Limited

We, BVR & Associates Company Secretaries LLP have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Balaxi Ventures Limited (CIN : L25191TG1942PLC121598). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon. Based on our verification of Balaxi Ventures Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31.03.2018 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

On 30th November 2015, the Company Listed with National Stock Exchange (NSE) and the Company started trading of its Shares on 01st December 2015 onwards. We have examined the books, papers, minute books, forms and returns filed and other records maintained by Balaxi Ventures Limited for the financial year ended on 31.03.2018 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
 - (f) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- v. Main objects of the company got amended by including activities such as wholesale trading, manufacturing of Pharmaceuticals and Hardware products through Postal Ballot passed on August 08, 2017.
- vi. During the Financial year the Company changed its name from 'The Anandam Rubber Company Limited' to 'Balaxi Ventures Limited'.
- vii. The Company shifted its registered office from the state of Kerala to Telangana in the financial year 2017-18 and all the applicable provisions of the Companies Act, 2013 and SEBI have been complied with.
- viii. The Company has increased its Authorised Share Capital from Rs 40000000 (Rupees Four Crore) to Rs 400000000 (Rupees Forty Crore).
- ix. During the Financial year the Company has altered its Memorandum and Articles of Association and all the applicable provisions of the Companies Act, 2013 and SEBI have been complied with.

We have also examined compliance with the applicable clauses of the following:-

- (i) Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange(s).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

We further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non- Executive Directors and Independent Directors. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were duly sent and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

The Company filed following E-form with MCA during the Financial Year under Review:-

S. No.	E- Form	Date of Filing	SRN
1	Form MGT-10	01.04.2017	G39485552
2	Form IEPF-6	28.04.2017	G42270272
3	Form IEPF-6	02.05.2017	G42492173
4	Form MGT-10	02.05.2017	G42262949
5	Form MGT-14	02.05.2017	G42263384
6	Form AOC-5	09.05.2017	G43188416
7	Form DIR-12	09.05.2017	G43195858
8	Form DIR-12	09.05.2017	G43200674
9	Form MR-1	12.05.2017	G43486570
10	Form MGT-14	16.05.2017	G43738459
11	Form MGT-10	05.06.2017	G45297306
12	Form INC-1	24.06.2017	G46864815
13	Form MGT-10	11.07.2017	G47976204
14	Form MGT-14	11.07.2017	G47976642
15	Form MGT-10	26.07.2017	G49117476

S. No.	E- Form	Date of Filing	SRN
16	Form MGT-14	10.08.2017	G50176064
17	Form DIR-12	11.08.2017	G50287309
18	Form INC-24	16.08.2017	G50202431
19	Form GNL-2	12.09.2017	G52439379
20	Form INC-23	13.09.2017	G52729332
21	Form SH-7	14.09.2017	G52992625
22	Form GNL-1	18.09.2017	G53095055
23	Form MGT-15	09.10.2017	G55417323
24	Form ADT-1	13.10.2017	G56272446
25	Deposits to Investor Education	02.11.2017	U19852375
26	Form IEPF-1	08.11.2017	G60622347
27	Form IEPF-2	08.11.2017	G60624020
28	Form IEPF-1	10.11.2017	G61024600
29	Form AOC-4XBRL	24.11.2017	G64173941
30	Form MGT-7	24.11.2017	G64548613
31	Form INC-28	25.11.2017	G64733603
32	Form INC-22	15.12.2017	G70134606
33	Form IEPF-4	21.02.2018	G77281236
34	Form IEPF-4	03.03.2018	G78245008
35	MGT-14	23.04.2018	G84463132
36	Form MGT-14	16.05.2018	G87246401
37	Form DIR-12	13.07.2018	G92785856

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as Annexure -A and forms an integral part of this report.

FOR BVR & ASSOCIATES COMPANY SECRETARIES LLP

CS Yogindunath S

Designated Partner

FCS No. F7865

C P No. 9137

Place: Cochin

Date: 26/07/2018

‘Annexure A’

To,
The Members
Balaxi Ventures Limited

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.
3. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
6. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

FOR BVR & ASSOCIATES COMPANY SECRETARIES LLP

CS Yogindunath S

Designated Partner

FCS No. F7865

C P No. 9137

Place: Cochin

Date: 26/07/2018

ANNEXURE-7

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1	CIN	L25191TG1942PLC121598
2	Registration Date	28/09/1942
3	Name of the Company	Balaxi Ventures Limited
4	Category / Sub-Category of the Company	Public Limited Company
5	Address of the Registered office & contact details	Plot No.409, H.No. 8-2-293, MAPS Towers, 3rd Floor, Phase-III, Road No.81, Jubilee Hills, Hyderabad, Telangana, India -500096. e-mail: secretarial@balaxiventures.in Ph : +91 40 2355 - 5300
6	Whether listed company	Yes (National Stock Exchange of India Ltd)
7	Name, Address and Contact details of Registrar and Transfer Agent	SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641 006 Contact Person: Vijayalakshmi.S, Ph: 0422 654994 E-mail:info@skdc-consultants.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

SL. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Wholesale Trading of pharmaceuticals and hardware	51397	NIL

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SL. No.	Name and Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Balaxi Overseas Private Limited Plot No.409, MAPS Towers, 3rd Floor, Phase-III, Road No: 81, Jubilee Hills, Hyderabad, Telangana, India, 500 096	U51909TG2003PTC040399	Holding Company	65.79	2(46)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of shareholders	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% of change during the year
	Demat		% of Total Shares	Physical		% of Total Shares	
	Demat	Physical		Demat	Physical		
(A) Promoters							
(1) Indian							
a) Individuals/ Hindu Undivided Family	1670036	0	1670036	226318	0	226318	7.445
b) Central Government/ State Government(s)	0	0	0	0	0	0	0.000
c) Bodies Corporate	0	0	0	2000036	0	2000036	65.791
d) Financial Institutions/ Banks	0	0	0	0	0	0	0.000
e) Any Others (Specify)	0	0	0	0	0	0	0.000
TRUSTS	0	0	0	0	0	0	0.000
Sub Total(A)(1)	1670036	0	1670036	2226354	0	2226354	73.236
(2) Foreign							
a) Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0	0	0	0.000
b) Bodies Corporate	0	0	0	0	0	0	0.000
c) Institutions	0	0	0	0	0	0	0.000
d) Qualified Foreign Investor	0	0	0	0	0	0	0.000
e) Any Others (Specify)	0	0	0	0	0	0	0.000
	0	0	0	0	0	0	0.000
	0	0	0	0	0	0	0.000
	0	0	0	0	0	0	0.000
	0	0	0	0	0	0	0.000
	0	0	0	0	0	0	0.000
Sub Total(A)(2)	0	0	0	0	0	0	0.000
Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	1670036	0	1670036	2226354	0	2226354	73.236
							18.301

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(B) Public shareholding									
(1) Institutions									
a) Mutual Funds/ UTI									
b) Financial Institutions / Banks	0	2632	2632	0.087	0	2632	2632	0.087	0.000
c) Central Government/ State Government(s)									
d) Venture Capital Funds									
e) Insurance Companies									
f) Foreign Institutional Investors									
g) Foreign Venture Capital Investors									
h) Qualified Foreign Investor									
i) Any Other (specify)									
FOREIGN PORTFOLIO INV (CORP.CAT)									
Sub-Total (B)(1)	0	2632	2632	0.087	0	2632	2632	0.087	0.000
(2) Non-institutions									
a) Bodies Corporate									
i) Indian	733787	0	733787	24.138	2045	0	2045	0.067	-24.071
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs 1 lakh	130602	138654	269256	8.858	127143	131270	258413	8.500	-0.358
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	322067	700	322767	10.617	532343	0	532343	17.511	6.894

Category of shareholders	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% of change during the year	
	Demat	Physical	Total	Demat	Physical	Total		% of Total Shares
c) Others (specify)								
Directors & Relatives	24846	0	24846	0	0	0	0.000	
NON RESIDENT INDIANS	980	0	980	880	0	880	0.029	
Clearing Members	4596	0	4596	1916	0	1916	0.063	
HINDU UNDIVIDED FAMILIES	11100	0	11100	10133	0	10133	0.333	
Inv.Education and Protection Fund Auth	0	0	0	5284	0	5284	0.174	
Sub-Total (B)(2)	1227978	139354	1367332	679744	131270	811014	26.677	
Total Public Shareholding (B)= (B)(1)+(B)(2)	1227978	141986	1369964	679744	133902	813646	26.764	
C.Shares held by Custodian for GDRs & ADRs								
GRAND TOTAL (A)+(B)+(C)	2898014	141986	3040000	2906098	133902	3040000	100.000	
							0.000	

(ii) SHAREHOLDING OF PROMOTERS

Shareholders Name	No.of Shares held at the beginning of the year			No.of Shares held at the end of the year			% of change during the year
	No.of shares	% of total shares of the company	% of Shares pledged / encumbered to total shares	No.of shares	% of total shares of the company	% of Shares pledged / encumbered to total shares	
Balaxi Overseas Private Limited	0	0.000	0.000	2000036	65.791	0.000	65.791
Ashish Maheshwari	110088	3.621	0.000	120738	3.972	0.000	0.351
Minoshi Maheshwari	90000	2.961	0.000	105580	3.473	0.000	0.512
V M Paulose	357624	11.764	0.000				-11.764
Jaya Paul	354880	11.674	0.000				-11.674
Nirej V Paul	607510	19.984	0.000				-19.984
T J Leelamma	350022	11.514	0.000				-11.514
TOTAL	1870124	61.518	0.000	2226354	73.236	0.000	11.718

(iii) CHANGE IN PROMOTERS' SHAREHOLDING:

BENPOS DATE	NAME	Opening balance	Bought	Sold	Closing balance	% of total shares of the company
05-05-2017	Balaxi Overseas Private Limited	0	470036		470036	15.462
19-05-2017		470036	1200000		1670036	54.935
30-06-2017		1670036	330000		2000036	65.791
27-10-2017		2000036		0	2000036	65.791
23-03-2018		2000036		0	2000036	65.791
31-03-2018		2000036		0	2000036	65.791
01-04-2017	Ashish Maheshwari	110088			110088	3.621
26-05-2017		110088	10650		120738	3.972
23-03-2018		120738		0	120738	3.972
31-03-2018		120738		0	120738	3.972
01-04-2017	Minoshi Maheshwari	90000			90000	2.961
14-04-2017		90000	5580		95580	3.144
21-04-2017		95580	10000		105580	3.473
23-03-2018		105580		0	105580	3.473
31-03-2018		105580		0	105580	3.473

BENPOS DATE	NAME	Opening balance	Bought	Sold	Closing balance	% of total shares of the company
01-04-2017	V M Paulose	357624			357624	11.764
05-05-2017		357624		57624	300000	9.868
19-05-2017		300000		300000	0	
01-04-2017	Jaya Paul	354880			354880	11.674
05-05-2017		354880		54880	300000	9.868
19-05-2017		300000		300000	0	
01-04-2017	Nirej V Paul	607510			607510	19.984
05-05-2017		607510		307510	300000	9.868
19-05-2017		300000		300000	0	
01-04-2017	T J Leelamma	350022			350022	11.514
05-05-2017		350022		50022	300000	9.868
19-05-2017		300000		300000	0	

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

SL. No.	For each of top 10 shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No.of Shares	%	No.of Shares	%
1.	Hedge Equities Limited	730500	24.030	0	0.000
2.	V Alagappan	29800	0.980	29800	0.980
3.	Usha Saraogi	29100	0.957	22218	0.731
4.	Muraleedharan K.U.	19000	0.625	19000	0.625
5.	Kavya Thilakaraj	19000	0.625	19000	0.625
6.	Shaju Mathai	15079	0.496	15079	0.496
7.	Luba V Paul	10000	0.329	0	0.000
7.	Luba V Paul	700	0.023	700	0.023
8.	Bimal Kumar Bedi	9930	0.327	9930	0.327
9.	Venugopal K Pai	9638	0.317	9638	0.317
10.	Anson Paul K	9154	0.301	7027	0.231
10.	Anson Paul K	50	0.002	50	0.002
11.	Amol Anand Mantri	0	0.000	400500	13.174
12.	P P Zibi Jose	24846	0.817	26746	0.880
13.	Madhuri Thakkar	0	0.000	9749	0.321

Details of Transaction

BENPOS DATE	NAME	Opening balance	Bought	Sold	Closing balance	% of total shares of the company
01-04-2017 07-04-2017	Hedge Equities Limited	730500 730500		730500	730500 0	24.030
01-04-2017 31-03-2018	V Alagappan	29800 29800	0	0	29800 29800	0.980 0.980
01-04-2017 09-06-2017 16-06-2017 23-06-2017 07-07-2017 31-03-2018	Usha Saraogi	29100 29100 28900 24818 22318 22218		200 4082 2500 100 0	29100 28900 24818 22318 22218 22218	0.957 0.951 0.816 0.734 0.731 0.731
01-04-2017 31-03-2018	Muraleedharan K.U.	19000 19000	0	0	19000 19000	0.625 0.625
01-04-2017 31-03-2018	Kavya Thilakaraj	19000 19000	0	0	19000 19000	0.625 0.625
01-04-2017 31-03-2018	Shaju Mathai	15079 15079	0	0	15079 15079	0.496 0.496
01-04-2017 21-04-2017	Luba V Paul	10000 10000		10000	10000 0	0.329
01-04-2017 31-03-2018	Luba V Paul	700 700			700 700	0.023 0.023
01-04-2017 31-03-2018	Bimal Kumar Bedi	9930 9930	0	0	9930 9930	0.327 0.327
01-04-2017 31-03-2018	Venugopal K Pai	9638 9638	0	0	9638 9638	0.317 0.317
01-04-2017 07-07-2017 04-08-2017 11-08-2017 18-08-2017 31-03-2018 01-04-2017 31-03-2018	Anson Paul K	9154 9154 7154 7124 7077 7027 50 50		2000 30 47 50 0 0	9154 7154 7124 7077 7027 7027 50 50	0.301 0.235 0.234 0.233 0.231 0.231 0.002 0.002

BENPOS DATE	NAME	Opening balance	Bought	Sold	Closing balance	% of total shares of the company
21-07-2017	Amol Anand Mantri	0	400500		400500	13.174
23-03-2018		400500		0	400500	13.174
31-03-2018		400500	0	0	400500	13.174
01-04-2017	P P Zibi Jose	24846			24846	0.817
02-06-2017		24846	1900		26746	0.880
31-03-2018		26746	0	0	26746	0.880
16-06-2017	Madhuri Thakkar	0	2549		2549	0.084
23-06-2017		2549	7200		9749	0.321
31-03-2018		9749	0	0	9749	0.321

(V) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

BENPOS DATE	NAME	Opening balance	Bought	Sold	Closing balance	% of total shares of the company
01-04-2017	Ashish Maheshwari	110088			110088	3.621
26-05-2017		110088	10650		120738	3.972
23-03-2018		120738		0	120738	3.972
31-03-2018		120738	0	0	120738	3.972
01-04-2017	Minoshi Maheshwari	90000			90000	2.961
14-04-2017		90000	5580		95580	3.144
21-04-2017		95580	10000		105580	3.473
23-03-2018		105580		0	105580	3.473
31-03-2018		105580	0	0	105580	3.473
01-04-2017	T J Leelamma	350022			350022	11.514
05-05-2017		350022		50022	300000	9.868
19-05-2017		300000		300000	0	
01-04-2017	Nirej V Paul	607510			607510	19.984
05-05-2017		607510		307510	300000	9.868
19-05-2017		300000		300000	0	
01-04-2017	P P Zibi Jose	24846			24846	0.817
02-06-2017		24846	1900		26746	0.880
31-03-2018		26746	0	0	26746	0.880

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
• Addition	-			
• Reduction	-			-
Net Change				
Indebtedness at the end of the financial year	-		-	
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

- A. Remuneration to Managing Director, Whole-time Directors and/or Manager:
Managing Director is not drawing any remuneration.
- B. Remuneration to other directors:
None of the director received any remuneration including sitting fees.

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD: (Rs.)

SL. No.	Particulars of Remuneration of Key Managerial Personnel			Total
	Particulars	CEO	Nidhin Jose CFO & Company Secretary	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	15,00,000	15,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary			
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-
5.	Others, please specify	-	-	-
	Total	-	15,00,000	15,00,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority[RD / NCLT made / COURT]	Appeal if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Management Discussion and Analysis Report

1. Company structure and developments.

The company was incorporated as a plantation Company to acquire and engage in business of Rubber, Tea and Coffee Plantations. The main object of 74 years old company, from its incorporation includes both Plantation business and also to function as an Investment Company. After the sale of last estate of Company (Pookkulam estate) in 1989, Company functions as an Investment Company.

On March 15, 2017, Balaxi Overseas Private Limited (BOPL) entered into a Share Purchase Agreement ('SPA') with the erstwhile promoters of Company i.e. Mr. Nirej V. Paul, Mr. V. M. Paulose, Dr. T. J. Leelamma and Mrs. Jaya Paul to acquire 1,670,036 Equity Shares representing 54.94% of paid up share capital of the Company along with control over the Company, pursuant to which BOPL made an open offer under Regulation 3(1) and Regulation 4 of SEBI (SAST) Regulations, 2011. Under the said Open Offer, BOPL acquired 3,30,000 equity shares representing 10.86% equity share capital of the Company. On completion of the Open Offer, Balaxi Overseas Private Limited became the holding and Promoter Company with an aggregate shareholding of 2000036 Equity Shares (ie 65.79%). Consequently, the erstwhile promoters stepped down as promoters from Company on same day and Mr. Nirej V. Paul and Dr. Leelamma TJ resigned as Managing Director and as Chairperson from the Company, respectively.

Balaxi Group is a professionally managed conglomerate of companies with interest in Pharmaceutical and Builders Hardware. Balaxi headquarters is based in Dubai with sourcing offices in China and India. Pharmaceutical Formulations are contract manufactured from WHO-GMP approved manufacturing plants in China, Europe and India. Balaxi is a market leader in making quality healthcare products across Central & West Africa. Balaxi is also a market leader in providing quality and affordable hardware products for construction industry and hardware market.

2. Opportunities, Threats, Risks, product-wise performance and outlook.

Main objects of the company got amended by including activities such as trading, manufacturing of Pharmaceuticals and Hardware products through Postal Ballot passed on August 08, 2017. Pursuant to the Main Objects of the Company, Board has decided to adopt a new line of business of Wholesale Trading in Pharmaceuticals and Hardware business. The Board aims at a Better utilization of funds of the company and thereby bringing back the company to a profitable operation and to upscale the operations in the coming quarters based on the performance of the company. But the above said line of Business has not been commenced till date of this report.

The company is expecting steady increase in growth rate in investment sector of the country. The management of company is constantly analyzing and find out the new avenues for investment activities. Since the economic growth of the county is increasing accompanying by 'make in India' campaign, company is hoping that the coming years investment sector is going to witness a bullish growth and the company can reap benefits from the this growth.

3. Internal control systems and their adequacy.

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly. The internal control is supplemented by an extensive programme of inspection of audit committee, statutory audits, and review by management and documented policies, guidelines and procedures.

The internal control is designed to ensure that financial and other records are reliable for preparing financial statements and for maintaining accountability of assets.

4. Discussion on financial performance with respect to operational performance.

Please refer to Directors' Report on performance review.

5. Material developments in Human Resources / Industrial Relations front.

In a competitive economy, the proper utilization of human resources plays a crucial role. It begins with best practices in recruiting people and moves through learning and development, engagement, employee feedback and rewards and recognition. The dedication and hard work of productive and dynamic goal oriented team is the key factor to the success of our Company. We believe that hiring the right personnel and proper retaining is the decisive factor for success. Companies had 2 permanent employees in its rolls as on March 31, 2018 and have few other employees on deputation basis from the holding company.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF
BALAXI VENTURES LIMITED

Report on the Ind AS Financial Statements

We have audited the accompanying Ind AS financial statements of Balaxi Ventures Limited (“the Company”), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management’s Responsibility for the Ind AS Financial Statements

The Company’s Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial control that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility is to express an opinion on these Ind AS financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company’s preparation of the Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates

made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Other Matter

The comparative financial information of the Company for the year ended March 31, 2017 and the transition date opening balance sheet as at April 01, 2016 included in these Ind AS financial statements, are based on the previously issued statutory financial statements prepared in accordance with the accounting principles generally accepted in India, including the Companies (Accounting Standards) Rules, 2006 (as amended) specified under section 133 of the Act, read with the Companies (Accounts) Rules, 2014 audited by the predecessor auditor whose report for the year ended March 31, 2017 and March 31, 2016 dated April 25, 2017 and May 28, 2016 respectively expressed an unmodified opinion on those financial statements, as adjusted for the differences in the accounting principles adopted by the Company on transition to the Ind AS, which have been audited by us. Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

- (1) As required by the Companies (Auditor's report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure 1 a statement on the matters specified in paragraphs 3 and 4 of the Order.
- (2) As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - (b) In our opinion, proper books of account as required bylaw have been kept by the Company so far as it appears from our examination of those books;
 - (c) The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
 - (d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
 - (e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, from being appointed as a director in terms of section 164 (2) of the Act;
 - (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company

and the operating effectiveness of such controls, refer to our separate Report in “Annexure 2” to this report;

- (g) With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

Per **Anil Jobanputra**
Partner
Membership Number: 110759

Place of Signature: Mumbai
Date: 5 May 2018

ANNEXURE 1 TO THE AUDITORS' REPORT

Annexure 1 referred to in Paragraph 1 of the section on “Report on other legal and regulatory requirements” of our report of even date

Re: Balaxi Ventures Limited

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) Fixed assets have been physically verified by the management during the year and no material discrepancies were identified on such verification.
 - (c) According to the information and explanations given by the management, there are no immovable properties included in property, plant and equipment / fixed assets of the Company and accordingly, the requirements under paragraph 3(i)(c) of the Order are not applicable to the Company.
- (ii) The Company's business does not involve inventories and, accordingly, the requirements under paragraph 3(ii) of the Order are not applicable to the Company.
- (iii) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees and securities granted in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
- (v) The Company has not accepted any deposits within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.
- (vi) To the best of our knowledge and as explained, the Company is not in the business of sale of any goods. Therefore, in our opinion, the provisions of clause 3(vi) of the Order are not applicable to the Company.
- (vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including income-tax and other statutory dues applicable to it. The provisions relating to provident fund, employees' state insurance, sales-tax, service tax, duty of custom, duty of excise, value added tax, goods and service tax, cess are not applicable to the Company.
 - (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income-tax and other statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.
 - (c) According to the information and explanations given to us, there are no dues of income-tax and other statutory dues which have not been deposited on account of any dispute.
- (viii) The Company did not have any outstanding loans or borrowing dues in respect of a financial institution or bank or to government or dues to debenture holders during the year.
- (ix) According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer / further public offer / debt instruments and term loans hence, reporting under clause (ix) is not applicable to the Company and hence not commented upon.

- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the company or no fraud on the company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, the Company has not paid / provided any managerial remuneration during the year. Hence reporting under clause 3(xi) are not applicable and hence not commented upon.
- (xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause 3(xiv) are not applicable to the company and, not commented upon.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him as referred to in section 192 of Companies Act, 2013.
- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

Place of Signature: Mumbai
Date: 5 May 2018

Per **Anil Jobanputra**
Partner
Membership Number: 110759

ANNEXURE 2 TO THE AUDITORS' REPORT

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE FINANCIAL STATEMENTS OF BALAXI VENTURES LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Balaxi Ventures Limited (“the Company”) as of March 31, 2018 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor’s Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing as specified under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that

transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

Per **Anil Jobanputra**
Partner
Membership Number: 110759

Place of Signature: Mumbai
Date: 5 May 2018

Balance sheet as at March 31, 2018

Rupees in hundreds

Particulars	Notes	31-Mar-18	31-Mar-17	01-Apr-16
Assets				
Non-current assets				
Property, plant and equipment	3	944	240	375
Financial assets				
Investments	4	105	150	61
Other non-current assets				
Income tax assets (net)		3,015	3,015	3,015
		4,064	3,405	3,451
Current assets				
Financial assets				
Investments	4	-	-	2,67,353
Trade receivables	5	-	-	203
Cash and bank balances	6	1,64,602	2,33,605	3,719
		1,64,602	2,33,605	2,71,275
Total Assets		1,68,666	2,37,010	2,74,726
Equity and liabilities				
Equity				
Equity share capital	7	3,04,000	3,04,000	3,04,000
Other equity	8	(1,48,539)	(71,550)	(54,130)
		1,55,461	2,32,450	2,49,870
Current liabilities				
Financial liabilities				
Borrowings	9	-	-	20,207
Trade payables	10	9,440	452	505
Other financial liabilities	11	3,080	3,423	3,459
Liabilities for current tax (net)		685	685	685
Total liabilities		13,205	4,560	24,856
Total equity and liabilities		1,68,666	2,37,010	2,74,726
Summary of significant accounting policies	2			

The accompanying notes form an integral part of the financial statements.

As per our report of even date

For **S R B C & CO LLP**

Chartered Accountants

ICAI Firm Registration No. 324982E/E300003

per **Anil Jobanputra**

Partner

Membership No. 110759

Place: Mumbai

Date: May 5, 2018

For and behalf of the Board

Balaxi Ventures Limited

Ashish Maheshwari

Managing Director

DIN: 01575984

Nidhin Jose

CFO & Company Secretary

Minoshi Maheshwari

Director

DIN: 01575975

Place: Hyderabad

Date: May 5, 2018

Statement of profit and loss for the year ended March 31, 2018

Particulars	Note	Rupees in hundreds	
		31-Mar-2018	31-Mar-2017
Revenue from operations		-	-
Other income	12	39	283
Total income		39	283
Expenses			
Employee benefit expenses		15,000	6,500
Finance costs	13	-	4,119
Depreciation expense	14	199	136
Other expenses	15	61,829	6,948
Total expenses		77,028	17,703
Profit / (loss) before tax		(76,989)	(17,420)
Tax Expense:-			
Current Tax		-	-
Deferred Tax		-	-
Profit/(loss) for the year		(76,989)	(17,420)
Other comprehensive income		-	-
Total comprehensive income, net of tax		(76,989)	(17,420)
Earnings per equity share	16		
Par value Rs.10 per share (Previous year: Rs.10 per share)			
Basic		(2.53)	(0.57)
Diluted		(2.53)	(0.57)
Summary of significant accounting policies	2		

The accompanying notes form an integral part of the financial statements.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

per **Anil Jobanputra**
Partner
Membership No. 110759

Place: Mumbai
Date: May 5, 2018

For and behalf of the Board
Balaxi Ventures Limited

Ashish Maheshwari
Managing Director
DIN: 01575984

Minoshi Maheshwari
Director
DIN: 01575975

Nidhin Jose
CFO & Company Secretary

Place: Hyderabad
Date: May 5, 2018

Statement of cash flows for the year ended March 31, 2018

	Rupees in hundreds	
Particulars	31-Mar-18	31-Mar-17
A. Cash flow from operating activities:		
Net profit before tax	(76,989)	(17,420)
Add/ (Less): Adjustments to reconcile profit before tax to net cash flows:		
Depreciation for the year	199	136
Loss on sale of fixed assets	160	-
Dividend Income	-	(6)
Finance cost	-	4,119
Net loss / (gain) on financial assets measured at fair value through profit or loss	44	(88)
Operating profit before working capital changes	(76,586)	(13,259)
Movements in working capital		
Increase/ (decrease) in trade payables	8,988	(53)
Increase/ (decrease) in other financial liabilities	(342)	(36)
Decrease / (increase) in other bank balance	111	10
Decrease / (increase) in trade receivables	-	203
Cash generated from operations	8,757	124
Direct taxes paid (net of refunds)	-	-
Net cash from operating activities	(67,829)	(13,135)
B. Cash flow from investing activities:		
Purchase of Property, Plant and Equipment	(1,063)	-
Dividends received	-	6
Sale of investments	-	2,67,351
Net cash from / (used in) investing activities	(1,063)	2,67,357
C. Cash flow from financing activities:		
Repayment of borrowings	-	(20,207)
Interest on borrowings	-	(4,119)
Net cash from / (used in) financing activities	-	(24,326)
D. Net (decrease)/ increase in cash and cash equivalents [A+B+C]	(68,892)	2,29,896
E. Cash and cash equivalents at the beginning of the year	2,30,413	517
F. Cash and cash equivalents at the end of the year [D+E]	1,61,521	2,30,413
Summary of significant accounting policies	2	

The accompanying notes form an integral part of the financial statements.

Note:

1. All figures in bracket are outflow.
2. The cash flow statement has been prepared under Indirect Method as per Ind AS 7 "Statement of Cash Flows."

Rupees in hundreds

Particulars	As at March 31	
	2018	2017
Cash and cash equivalents includes:		
On current accounts	1,61,521	2,30,317
Cash on hand	-	96
Total of cash and cash equivalents	1,61,521	2,30,413

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

per **Anil Jobanputra**
Partner
Membership No. 110759

Place: Mumbai
Date: May 5, 2018

For and behalf of the Board
Balaxi Ventures Limited

Ashish Maheshwari
Managing Director
DIN: 01575984

Minoshi Maheshwari
Director
DIN: 01575975

Nidhin Jose
CFO & Company Secretary

Place: Hyderabad
Date: May 5, 2018

Statement of changes in equity for the year ended March 31, 2018

a) Equity share capital

Equity shares of Rs. 10/- each issued, subscribed and fully paid

	Number of shares	Rs. Hundreds
As at 1st April 2016	30,400	3,04,000
Changes in share capital	-	-
As at 31st March 2017	30,400	3,04,000
Changes in share capital	-	-
As at 31st March 2018	30,400	3,04,000

b) Other equity

Rs. in Hundreds

	Reserves & Surplus				Total Equity
	Retained Earnings	General Reserve	Share Premium	Capital Redemption Reserve	
Balance as at 1st April 2016	(70,436)	2,106	11,700	2,500	(54,130)
Add: profit / (loss) for the year	(17,420)	-	-	-	(17,420)
Other comprehensive income	-	-	-	-	-
Balance as at 31st March 2017	(87,856)	2,106	11,700	2,500	(71,550)

Rs. in Hundreds

	Reserves & Surplus				Total Equity
	Retained Earnings	General Reserve	Share Premium	Capital Redemption Reserve	
Balance as at 31st March 2017	(87,856)	2,106	11,700	2,500	(71,550)
Add: profit / (loss) for the year	(76,989)	-	-	-	(76,989)
Other comprehensive income	-	-	-	-	-
Balance as at 31st March 2018	(1,64,845)	2,106	11,700	2,500	(1,48,539)
Summary of significant accounting policies	2				

For S R B C & CO LLP

Chartered Accountants

ICAI Firm Registration No. 324982E/E3000003

per Anil Jobanputra

Partner

Membership No. 110759

Place: Mumbai

Date: May 5, 2018

**For and behalf of the Board
Balaxi Ventures Limited**
Ashish Maheshwari

Managing Director

DIN: 01575984

Nidhin Jose

CFO & Company Secretary

Place: Hyderabad

Date: May 5, 2018

Minoshi Maheshwari

Director

DIN: 01575975

Notes forming part of financial statements for the year ended March 31, 2018

1.1 Corporate information

Balaxi Ventures Limited ('the Company') is a public limited company incorporated and domiciled in India whose shares are publicly traded. The registered office is located at Plot no.409, H.No. 82-293, Maps Towers, 3rd Floor, Phase III, Road No: 81, Jubilee Hills, Hyderabad, Telangana, India. The Company was incorporated in September, 1942. The Company currently doesn't have any significant operations, except investment in a Company. The Company is in the process of commencement of new line of business, involving trading of Pharma and Hardware products.

The financial statements were authorized for issue by the board of directors on May 5, 2018."

1.2 Basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

For all periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with the accounting standards notified under the section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements for the year ended March 31, 2018 are the first the Company has prepared in accordance with Ind AS.

The financial statements have been prepared on a historical cost basis, except for Certain financial assets measured at fair value (refer accounting policy regarding financial instruments).

The financial statements are presented in Indian Rupees (Rs.) and all values are rounded to the nearest hundred, except when otherwise indicated.

2 Summary of significant accounting policies

a. Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current

Deferred tax assets and liabilities are classified as non-current assets and liabilities

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Fair value measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

c. Revenue recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair

value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The specific recognition criteria described below must be met before revenue is recognised:

Dividends

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

d. Taxes

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the

asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

e. Property, plant and equipment

Plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Under the previous GAAP (Indian GAAP), property, plant and equipment were carried in the balance sheet on the basis of historical cost less accumulated depreciation (carrying value). The Company has elected to regard the previous GAAP carrying value as deemed cost at the transition date, viz., 1 April 2016.

Depreciation is calculated on written down value basis over the estimated useful lives of the assets as follows:

Asset block	Useful life (Years)
Furniture & Fixtures	10
Computer	3
Office Equipments	5

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The estimated useful lives are in line with those prescribed by Sch II to Companies Act, 2013.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Impairment of PPE

The carrying amounts of assets are reviewed at each balance sheet date to assess if there is any indication of impairment based on internal/ external factors. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

After recognition of impairment loss, the depreciation charge for the asset is adjusted in future periods to allocate the assets revised carrying amount, less its residual value (if any), on straight line basis over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

f. Financial instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified as Equity instruments at fair value through profit or loss (FVTPL).

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- i) The rights to receive cash flows from the asset have expired, or
- ii) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

Impairment of financial assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings.

Subsequent measurement

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

g. Cash and Cash equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits,

as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

h. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

i. Borrowing costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs are expensed in the period in which they occur.

j. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

k. Leases

"The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement. For arrangements entered into prior to 1 April 2016, the Company has determined whether the arrangement contain lease on the basis of facts and circumstances existing on the date of transition."

Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

l. Significant accounting judgements, estimates and assumptions

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect reported amounts of revenue, expenses, assets and liabilities and the disclosures of contingent assets and liabilities at the date of the financial statements and the results of operations during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

3 Property, Plant and Equipment

Rupees in hundreds

Particulars	Furniture & Fixtures	Computer	Office Equipments #	Total
Cost or Valuation				
At 1 April 2016	203	143	29	375
Additions	-	-	-	-
Disposals	-	-	-	-
Exchange differences	-	-	-	-
At 31 March 2017	203	143	29	375
Additions	-	1,063	-	1,063
Disposals	150	10	29	189
Exchange differences	-	-	-	-
At 31 March 2018	53	1,196	-	1,249
Depreciation				
At 1 April 2016	-	-	-	-
Depreciation charge for the year	51	84	-	135
Disposals	-	-	-	-
At 31 March 2017	51	84	-	135
Depreciation charge for the year	31	168	-	199
Disposals	29	-	-	29
At 31 March 2018	53	252	-	305
Net book value				
At 1 April 2016	203	143	29	375
At 31 March 2017	152	59	29	240
At 31 March 2018	-	944	-	944

Carrying value of office equipments represents residual value of assets on which no depreciation has been charged as per the policy of the Company.

4 INVESTMENTS

Rupees in hundreds

Particulars	As at March 31		1-Apr-16
	2018	2017	
Investments at FVTPL (fully paid)			
Unquoted equity shares			
Nil (31 March 2017: Nil; 1 April 2016: 265,649) equity Shares of Catholic Syrian Bank #	-	-	2,65,904
Nil (31 March 2017: Nil; 1 April 2016: 26) equity shares of Cochin International Airport Limited	-	-	13
Nil (31 March 2017: Nil; 1 April 2016: 1500) equity shares of Aspinwall & Co Limited	-	-	1,215
Quoted equity shares			
35 (31 March 2017: 35; 1 April 2016: 35) equity shares of Century Enka Limited	105	150	61
Nil (31 March 2017: Nil; 1 April 2016: 1250) South Indian Bank Limited-1250 Equity Shares of Rs.1/- each	-	-	221
Total FVTPL Investments	105	150	2,67,414
Current	-	-	2,67,353
Non-Current	105	150	61
	105	150	2,67,414
Aggregate book value of quoted investments	105	150	282
Aggregate market value of quoted investments	105	150	282
Aggregate value of unquoted investments	-	-	2,67,132

Loan repayable on demand from Hedge Finance Limited is secured by pledge of 220,000 shares of Catholic Syrian Bank held by Company. It carries interest rate of 18% per annum. The loan was repaid in full during the year ended March 31, 2017. Refer Note 9.

5 TRADE RECEIVABLES

Rupees in hundreds

Particulars	As at March 31		1-Apr-16
	2018	2017	
Unsecured, considered good	-	-	203
	-	-	203

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

Trade receivables are non-interest bearing.

Rupees in hundreds

Particulars	As at March 31		1-Apr-16
	2018	2017	
Cash on hand	-	96	181
Balances with Banks in Current Accounts	1,61,521	2,30,317	336
Other bank balances*	1,61,521	2,30,413	517
	3,081	3,192	3,202
Total cash and bank balances	1,64,602	2,33,605	3,719

Cash at banks earns interest at floating rates based on daily bank deposit rates.

*Other bank balances include Dividend Accounts earmarked for payment of dividend.

7 SHARE CAPITAL

Authorised, issued, subscribed and fully paid up

Particulars	31-Mar-18		31-Mar-17		1-Apr-16	
	Number in Hundreds	Rs. Hundreds	Number in Hundreds	Rs. Hundreds	Number in Hundreds	Rs. Hundreds
Authorised						
Opening balance	40,000	4,00,000	40,000	4,00,000	40,000	4,00,000
Increase / (decrease) during the year	3,60,000	36,00,000	-	-	-	-
Closing balance	4,00,000	40,00,000	40,000	4,00,000	40,000	4,00,000
Issued, subscribed and fully paid up:						
Equity Shares of Rs.10/-each fully paid up						
Opening balance	30,400	3,04,000	30,400	3,04,000	30,400	3,04,000
Increase / (decrease) during the year	-	-	-	-	-	-
Total issued, subscribed and fully paid-up share capital	30,400	3,04,000	30,400	3,04,000	30,400	3,04,000

Terms/ rights attached to equity shares

The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.

The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of Shareholders holding more than 5% shares in the Company (including shares held by holding company)

Particulars	31-Mar-18		31-Mar-17		1-Apr-16	
	Number of Shares in Hundreds	% of shares	Number of Shares in Hundreds	% of shares	Number of Shares in Hundreds	% of shares
Nirej V Paul	-	-	6,075	19.98	6,075	19.98
VM Paulose	-	-	3,576	11.76	3,576	11.76
Jaya Paul	-	-	3,549	11.67	3,549	11.67
Tj Leelamma	-	-	3,500	11.51	3,500	11.51
Hedge Equities Limited	-	-	7,305	24.03	7,485	24.67
Balaxi Overseas Private Limited (holding company)	20,000	65.79	-	-	-	-
Amol Anand Mantri	4,005	13.17	-	-	-	-

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

8 OTHER EQUITY

Particulars	As at March 31		Rupees in hundreds
	2018	2017	
Securities Premium			
Opening balance	11,700	11,700	11,700
Change during the year	-	-	-
Closing balance	11,700	11,700	11,700
General Reserve			
Opening balance	2,106	2,106	2,106
Change during the year	-	-	-
Closing balance	2,106	2,106	2,106
Capital Redemption Reserve			
Opening balance	2,500	2,500	2,500
Change during the year	-	-	-
Closing balance	2,500	2,500	2,500
Retained Earnings			
Opening balance	(87,856)	(70,436)	2,142
Net profit / (loss) for the year	(76,989)	(17,420)	(72,578)
Closing balance	(1,64,845)	(87,856)	(70,436)
Total other equity	(1,48,539)	(71,550)	(54,130)

Notes forming part of financial statements for the year ended March 31, 2018

9 BORROWINGS

Rupees in hundreds

Particulars	As at March 31		
	2018	2017	01-Apr-16
Loan repayable on demand (from others) (secured)	-	-	20,207
	-	-	20,207

Loan repayable on demand from Hedge Finance Limited is secured by pledge of 220,000 shares of Catholic Syrian Bank held by Company. It carries interest rate of 18% per annum. The loan was repaid in full during the year ended March 31, 2017.

10 TRADE PAYABLES

Rupees in hundreds

Particulars	As at March 31		
	2018	2017	01-Apr-16
Trade Payables	9,440	452	505
	9,440	452	505

Trade payables are non-interest bearing.

11 OTHER CURRENT FINANCIAL LIABILITIES

Rupees in hundreds

Particulars	As at March 31		
	2018	2017	01-Apr-16
Unpaid dividend (Not due for transfer to Investor Education and Protection Fund)	3,080	3,393	3,459
Other liabilities	-	30	-
	3,080	3,423	3,459

12 OTHER INCOME

Rupees in hundreds

Particulars	As at March 31	
	2018	2017
Dividend Income	-	6
Discount Received	39	189
Net gain on financial assets measured at FVTPL	-	88
	39	283

13 FINANCE COST

Rupees in hundreds

Particulars	As at March 31	
	2017	2016
Interest on borrowings	-	4,119
	-	4,119

14 DEPRECIATION EXPENSES

Rupees in hundreds

Particulars	As at March 31	
	2018	2017
Depreciation on tangible assets	199	136
	199	136

15 OTHER EXPENSES

Rupees in hundreds

Particulars	As at March 31	
	2018	2017
Power and fuel	-	30
Water charges	-	11
Rent	-	220
Rates and taxes	32,768	3,171
Repairs & maintenance	194	75
Advertising and business promotion expenses	2,533	431
Travelling expenses	-	580
Communication costs	18	-
Printing and stationery	875	376
Legal and professional fees	3,583	1,533
Payment to auditor (Refer details below)	18,494	350
Bad debts written off	-	120
Loss on sale of fixed assets	160	-
Miscellaneous expenses	270	51
Net loss on financial assets measured at FVTPL	44	-
	61,829	6,948

PAYMENT TO AUDITORS (INCLUDING TAXES)

Rupees in hundreds

Particulars	As at March 31	
	2018	2017
As auditor		
Audit Fee	9,440	1,533
Limited Review	8,464	-
In other Capacity		
Other services (certification fees)	590	-
	18,494	1,533

16 EARNING PER SHARE

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

The following reflects the income and share data used in the basic and diluted EPS computations:

Rupees in hundreds

Particulars	As at March 31	
	2018	2017
Profit after tax	(76,989)	(17,420)
Weighted average number of equity shares(in Hundreds)	30,400	30,400
Basic and diluted earnings per share for continued operations (in rupees)	(2.53)	(0.57)

17 SEGMENT INFORMATION

The Company currently does not have any significant operations, except investment in a company, and hence entire Company operations fall within one single reportable segment.

18 RELATED PARTY TRANSACTIONS

A. Name of the related parties and related party relationship

a) Holding company

Balaxi Overseas Private Limited (from 4 May 2017)

b) Key managerial personnel

Ashish Maheshwari	Managing Director (from 4 May 2017)
Minoshi Maheshwari	Executive Director (from 4 May 2017)
Nirej v Paul	Managing Director (upto 4 May 2017)
T J Leelamma	Director (upto 4 May 2017)
V M Paulose	Relative of a Director
Jaya Paul	Relative of a Director
Kunal Bhakta	Independent Director (from 4 May 2017)
Gandhi Gamji	Independent Director (from 4 May 2017)

B. Transactions with related parties

Rupees in hundreds

Particulars	As at March 31	
	2018	2017
Operating and administrative costs		
Nirej v Paul	-	120
Sale of investments held by Company		
Nirej v Paul	-	90,000
T J Leelamma	-	55,000
V M Paulose	-	60,649
Jaya Paul	-	60,000

Note:

There are no outstanding balances with related parties at the end of any of the reporting periods. Hence, no disclosure has been made for the same.

19 FAIR VALUES

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments:

	Carrying value			Fair value		Rupees in hundreds
	31-Mar-18	31-Mar-17	1-Apr-16	31-Mar-18	31-Mar-17	1-Apr-16
Financial assets FVTPL financial instruments	105	150	2,67,414	105	150	2,67,414

The management assessed that cash and cash equivalents, trade receivables, trade payables, other assets, trade payables, borrowings, and other liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

- The fair values of the quoted equity instruments are based on price quotations at the reporting date.
- The fair values of the unquoted equity instruments are based on subsequent realisation value.

20 FAIR VALUE HIERARCHY

The following table provides the fair value measurement hierarchy of the Company's assets and liabilities:

	Reporting date	Fair value	Fair value measurement using			Rupees in hundreds
			Level 1	Level 2	Level 3	
Financial assets						
FVTPL financial instruments	31-Mar-18	105	105	-	-	
FVTPL financial instruments	31-Mar-17	150	150	-	-	
FVTPL financial instruments	01-Apr-16	2,67,414	282	2,67,132	-	

There have been no transfers between Level 1 and Level 2 during the period.

21 CAPITAL MANAGEMENT

For the purpose of Company's capital management, Capital includes issued equity capital and other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

Particulars	31-Mar-18	31-Mar-17	01-Apr-16	Rupees in hundreds
Borrowings	-	-	20,207	
Trade and other payables	12,520	3,875	3,964	
Less: Cash and cash equivalents	(1,64,602)	(2,33,605)	(3,719)	
Net Debt	(1,52,082)	(2,29,730)	20,452	
Equity	1,55,461	2,32,450	2,49,870	
Capital and Net Debt	3,379	2,720	2,70,322	
Gearing Ratio	Refer Note (a)	Refer Note (a)	7.57%	

Note: (a) For the years ended 31 March 2018 and 31 March 2017, the Company did not have a positive net debt. Hence, gearing ratio has not been computed for the said two years.

22. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's principal financial liabilities comprise of trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include cash and cash equivalents that derive directly from its operations and FVTPL investments.

The Company is exposed to market risk and liquidity risk. The Company's senior management oversees management of these risks. The Company's financial risk activities are governed by appropriate policies and procedures so that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency rate risk, interest rate risk and other price risk. Financial instruments affected by market risk include FVTPL financial instruments.

The sensitivity analyses in the following sections relate to the position as at 31 March 2018 and 31 March 2017.

Equity price risk

The Company's listed equity instruments are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the equity price risk through diversification. The Company's Board of Directors reviews and approves all equity investment decisions.

At the reporting date, the exposure to listed equity securities at fair value was Rs.105 hundred (31st March 2017: Rs.150 hundred; 1st April 2016: Rs.282 hundred). A decrease of 10% on the NSE market index could have an impact of approximately Rs.10 hundred (31st March 2017: Rs.15 hundred; 1st April 2016: Rs.28 hundred) on the net profit or equity attributable to the equity holders. An increase of 10% in the value of the listed securities would also impact net profit and equity.

Credit risk

Since currently there are no operations, the Company is not exposed to credit risk.

Liquidity Risk

The Company's objective is to maintain a balance between continuity of funding and flexibility. 100% of debt of the Company will mature in less than one year at 31 March 2018 (31 March 2017: 100% and 1 April 2016: 100%) based on the carrying value of debt reflected in the financial statements. The Company has sufficient working capital funds available to honour the debt maturing within 12 months.

23 OPERATING LEASE COMMITMENTS - COMPANY AS A LESSEE

The Company has operating lease for office premise and paid Rs. NIL (31st March 2017: Rs. 220 hundreds) during the year towards minimum lease payment.

Future minimum rentals payable under non-cancellable operating leases as at 31st March are, as follows:

Particulars	Rupees in hundreds		
	31-Mar-18	31-Mar-17	01-Apr-16
Within one year	-	-	220

24 FIRST TIME ADOPTION OF IND AS

These financial statements, for the year ended March 31, 2018, are the first the Company has prepared in accordance with Ind AS. For periods up to and including the year ended March 31, 2017, the Company prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013, read together with paragraph 7 of the Companies (Accounts) Rules, 2014 ('Indian GAAP') and subsequent amendments thereafter.

"Accordingly, the Company has prepared financial statements which comply with Ind AS applicable for periods ending on March 31, 2018, together with the comparative period data as at and for the year ended March 31, 2017, as described in the summary of significant accounting policies. In preparing these financial statements, the Company's opening balance sheet was prepared as at April 1, 2016, the Company's date of transition to Ind AS. This note explains the principal adjustments made by the Company in restating its Indian GAAP financial statements, including the balancesheet as at April 1, 2016 and the financial statements as at and for the year ended March 31, 2017."

Exemptions applied

Ind AS 101 allows first-time adopters certain exemptions from the retrospective application of certain requirements under Ind AS. The Company has applied the following exemptions:

Optional exemptions from retrospective application

i) Deemed cost of property, plant and equipment

The Company has elected to measure all its property, plant and equipment at the previous GAAP carrying amount as its deemed cost on the date of transition to Ind AS.

Mandatory exemptions from retrospective application

I) Estimates

The estimates at April 1, 2016 and at March 31, 2017 are consistent with those made for the same dates in accordance with Indian GAAP. Hence, there are no adjustments required.

ii) Classification and measurement of financial asset

Ind AS 101 requires an entity to assess classification of financial asset on the basis of facts and the circumstances existing as on the date of transition. Further, the standard permits measurement of financial assets accounted at amortised cost based on facts and circumstances as existing at the date of transition if retrospective application is impracticable. Accordingly, the company has determined the classification of financial assets based on facts and circumstances that exist on the date of transition. Measurement of the financial assets accounted at amortised cost has been done retrospectively except where the same is impracticable.

iii) Derecognition of financial assets and financial liabilities

Ind AS 101 requires a first-time adopter to apply the de-recognition provisions of Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS. However, Ind AS 101 allows a first-time adopter to apply the de-recognition requirement provided that the information needed to apply Ind AS 109 to financial assets and financial liabilities derecognised as a result of past transactions was obtained at the time of initially accounting for those transactions.

The Company has elected to apply the derecognition requirements in Ind AS 109 prospectively from the date of transition to Ind AS.

RECONCILIATION OF EQUITY AS AT APRIL 01, 2016

Rupees in hundreds

Particulars	Note	Indian GAAP	Adjustments	Ind AS
Non-current assets				
Property, plant and equipment		375	-	375
Financial Assets				
Investments	(a)	35	26	61
Other non-current assets				
Income Tax Assets		3,015	-	3,015
Deferred tax assets (net)	(b)	3,581	(3,581)	-
Current assets				
Financial Assets				
Investments	(a)	3,28,796	(61,443)	2,67,353
Trade receivables		203	-	203
Cash and bank balances		3,719	-	3,719
Total assets		3,39,724	(64,998)	2,74,726
Equity And Liabilities				
Equity				
Equity share capital		3,04,000	-	3,04,000
Other equity	(a), (b)	10,868	(64,998)	(54,130)
Current liabilities				
Financial liabilities				
Short term borrowings		20,207	-	20,207
Trade payables		505	-	505
Other financial liabilities		3,459	-	3,459
Liabilities for Current Tax		685	-	685
Total of equity and liabilities		3,39,724	(64,998)	2,74,726

RECONCILIATION OF EQUITY AS AT MARCH 31, 2017

Rupees in hundreds

Particulars	Note	Indian GAAP	Adjustments	Ind AS
Assets				
Non-current assets				
Property, plant and equipment		240	-	240
Financial Assets				
Investments	(a)	35	115	150
Other non-current assets				
Income Tax Assets		3,015	-	3,015
Deferred tax assets (net)	(b)	3,581	(3,581)	-
Current assets				
Financial Assets				
Cash and bank balances		2,33,605	-	2,33,605
Total assets		2,40,476	(3,466)	2,37,010

RECONCILIATION OF EQUITY AS AT MARCH 31, 2017

Rupees in hundreds

Particulars	Note	Indian GAAP	Adjustments	Ind AS
EQUITY AND LIABILITIES				
Equity				
Equity share capital		3,04,000	-	3,04,000
Other equity	(a), (b)	(68,084)	(3,466)	(71,550)
Current liabilities				
Financial liabilities				
Trade payables		452	-	452
Other financial liabilities		3,423	-	3,423
Liabilities for Current Tax		685	-	685
Total of equity and liabilities		2,40,476	(3,466)	2,37,010

RECONCILIATION OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2017

Rupees in hundreds

Particulars	Note	Indian GAAP	Adjustments	Ind AS
Income				
Revenue from operations	(a)	(61,446)	61,446	-
Other income	(a)	195	88	283
Total Income		(61,251)	61,534	283
Expenses				
Employee benefit expense		6,500	-	6,500
Finance cost		4,119	-	4,119
Depreciation expense		136	-	136
Other expenses		6,948	-	6,948
Total Expenses		17,703	-	17,703
Profit/(loss) before tax and other comprehensive		(78,954)	61,534	(17,420)
Income Tax expenses				
Current tax		-	-	-
Deferred tax		-	-	-
Net Profit/(loss) for the period		(78,954)	61,534	(17,420)
Other comprehensive income		-	-	-
Total comprehensive income for the year		(78,954)	61,534	(17,420)

Footnotes to the reconciliation of equity as at 1st April 2016 and 31st March 2017 and profit or loss for the year ended 31st March 2017
a) Fair valuation of investments

Under the previous GAAP, investments were classified as non-current investments or current investments based on the intended holding period and realisability. Non-current investments were carried at cost less provision for other than temporary decline in the value of such investments. Current investments were carried at lower of cost and fair value. Under Ind AS, these investments are required to be measured at fair value. The resulting fair value changes of these investments have been recognised in retained earnings as at the date of transition, i.e. 1st April 2016, and subsequently in the profit or loss for the year ended 31st March, 2017. This increased the retained earnings by Rs. 115 hundreds as at 31st March, 2017 [1st April, 2016: (-)Rs. 61,446 hundreds]. The loss for the year ended 31st March, 2017 decreased by Rs. 61,534 hundreds.

b) Deferred taxes

The Company had recognised deferred tax assets under Indian GAAP on accumulated tax losses. However, under Ind AS 12, the deferred taxes can be recognised only if there is a reasonable certainty that such tax losses can be utilised against future taxable income. Since the recognition criterion for deferred tax assets is not met, the said deferred tax assets have been derecognised. This decreased the retained earnings by Rs. 3,581 hundreds (1st April 2016: Rs.3,581 hundreds)

c) Statement of cash flows

The transition from Indian GAAP to Ind AS has not had a material impact on the statements of cash flows.

25. STANDARDS ISSUED BUT NOT YET EFFECTIVE

The standards issued, but not yet effective up to the date of issuance of the Company Financial Statements are discussed below. The Company intends to adopt these standards when they become effective. The Company is evaluating the requirements of following amendments along with the effect of such amendments on the financial statements.

Ind AS 115: Revenue from contracts with customers.

Ind AS 115 is applicable for accounting period beginning on or after 1st April 2018.

We have performed a high-end assessment on the impact of the standard.

The company does not expect that the application of Ind AS 115 will have a significant impact on its financial position and /or its financial performance.

26. EVENTS AFTER THE REPORTING PERIOD

The company has obtained the shareholders' approval via Postal ballot on April 20, 2018, for raising Rs. 30 crores by issuing 2 crores Equity Shares at Rs. 15/- per share on preferential basis. The allotment will take place post the approval from National Stock Exchange (NSE), which is still awaited. The funds will be utilized for undertaking the activities mentioned in the main objects in Memorandum of Association.

As per our report of even date

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration No. 324982E/E300003

per **Anil Jobanputra**
Partner
Membership No. 110759

Place: Mumbai
Date: May 5, 2018

For and behalf of the Board
Balaxi Ventures Limited

Ashish Maheshwari
Managing Director
DIN: 01575984

Minoshi Maheshwari
Director
DIN: 01575975

Nidhin Jose
CFO & Company Secretary

Place: Hyderabad
Date: May 5, 2018

Balaxi Ventures Limited

(Formerly known as The Anandam Rubber Company Limited)

Registered Office:

Plot No.409, H.No. 8-2-293, Maps Towers, 3rd Floor, Phase-III,
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CIN: L25191TG1942PLC121598

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