

# **Balaxi Pharmaceuticals Limited**

CIN: L25191TG1942PLC121598

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**NOTICE FOR**

**EXTRAORDINARY GENERAL MEETING**

**OF**

**SHAREHOLDERS**

## NOTICE TO SHAREHOLDERS

Notice is hereby given that an Extraordinary General Meeting (EGM) of the members of **Balaxi Pharmaceuticals Limited** (CIN: L25191TG1942PLC121598) (the Company) will be held on **Tuesday, the 27<sup>th</sup> of September, 2022 at 10:30 AM** through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”) to transact the following business(s):

### **SPECIAL BUSINESS:**

- 1. To consider and approve the issuance of Warrants convertible into Equity Shares of the Company on a Preferential Basis.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”), and in accordance with the Memorandum and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any other competent authority, from time to time, to the extent applicable and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer, and allot on preferential basis, from time to time in one or more tranches, 10,75,500 Warrants, each convertible into, or exchangeable for, 1 fully paid-up Equity Share of the Company having face value of ₹ 10/- each (“Equity Share”) each at a price (including the warrant subscription price and the warrant exercise price) of ₹ 451/- i.e., of the face value of ₹ 10/- each and at a premium of ₹ 441/- each (“Warrants”) payable in cash (“Issue Price”), aggregating up to ₹ 48,50,50,500 (Rupees Forty Eight Crores Fifty Lakhs Fifty Thousand and Five Hundred only) on a preferential basis to Investors specified here-in-below (“WarrantHolder”):

S. No.	Name of the Allottee	Number of Convertible Warrants	Category
1.	Rajasthan Global Securities Private Limited	319000	Qualified Institutional Buyer
2.	Kunal Bhakta	200000	Independent Director
3.	Faisal Zubair Hawa	110000	Individual
4.	Sachin Shetty	50000	Individual
5.	Ajit Kumar	25000	Individual
6.	Ketan Kirtikumar Vakharia	25000	Individual
7.	Gryphon Ventures LLP	25000	Limited Liability Partnership
8.	Faisal Siddiqui	25000	Individual
9.	Glance Finance Ltd	25000	Listed Indian Company
10.	Sheela Kothari	12500	Individual
11.	Anubhav Goyal	21000	Individual
12.	Ramchandran Subramaniam Swaminathan	20000	Individual
13.	Akshay Garg	20000	Individual
14.	Daizam Aggarwal	20000	Individual
15.	Aviraj Fincap LLP	20000	Limited Liability Partnership
16.	Mohamed Aamer Mohamed Afzal Mithaiwala	12500	Individual
17.	Kamal Ladiwala	11000	Individual
18.	Meenakshi Agarwal	11000	Individual
19.	Sharad Narayanlal Sarda	10000	Individual
20.	Ruchira Goyal	10000	Individual
21.	Saurabh Dixit	10000	Individual
22.	Mangina Srinivas Rao	10000	Independent Director
23.	Deborshi Chaki	9000	Individual
24.	Ankur Gupta	6000	Individual
25.	Nishit Paleja	6000	Individual
26.	Kapil Katyal	6000	Individual
27.	Jignesh S Kamani	5500	Individual
28.	Ashish S Kamani	5500	Non-Resident Individual
29.	Jiten Shah	5500	Individual
30.	Ray Capital	5000	Individual
31.	Pushpa Sarda	5000	Individual
32.	Pratik Ashok Singhania	5000	Individual
33.	Vinod Kela	5000	Individual
34.	Alka S Shah	5000	Individual
35.	Shailesh Jentilal Shah (HUF)	3000	HUF
36.	Kirit Hirachand Sanghavi	5000	Individual
37.	Monica Sethia	5000	Individual
38.	Sunny Purohit	2000	Individual
	<b>Total</b>	<b>10,75,500</b>	

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the preferential issue of the Equity Shares pursuant to the exercise of conversion of the Warrants be 26<sup>th</sup> August, 2022 (“Relevant Date”) being the date 30 days prior to the date on which the meeting of Members of the Company is held to consider the Preferential Issue of Warrants and the issue price determined in accordance with SEBI ICDR Regulations is of ₹ 451/- per Warrant (“Issue Price”).

**RESOLVED FURTHER THAT** the said Warrants shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Warrants, as it may deem expedient, in its discretion.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that may arise with respect to the above matter, including utilization of issue proceeds, without requiring the Board to secure any further consent or approval of the Shareholders.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant Holder and the equity shares so allotted shall rank pari-passu in all respects with the existing equity shares.

**RESOLVED FURTHER THAT** Mr. Ashish Maheshwari, Managing Director and the Company Secretary of the Company be are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and utilisation of proceeds of the Warrants and Equity Shares issued upon exercise of such Warrants, take all other steps which may be incidental, consequential, relevant or ancillary to give effect to the aforesaid resolution.”

## 2. To consider and approve the issuance of Equity Shares of the Company on a Preferential Basis

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

**“RESOLVED THAT** pursuant to the provisions of Section 23(1)(b), 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) (“Act”), and in accordance with the Memorandum and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, or any other competent authority, from time to time, to the extent applicable and subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approval, consent, permission and/or sanction, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer, and allot on preferential basis, from time to time in one or more tranches, upto 24,500 Equity Shares, at a price of ₹ 451 (Rupees Four Hundred and Fifty One only) each fully paid up i.e., of the face value of ₹ 10/- each and at a premium of ₹ 441/- each equity share, payable in cash (“Issue Price”), aggregating up to ₹ 1,10,49,500 (Rupees One Crore Ten Lakhs Forty Nine Thousand and Five Hundred only) on a preferential basis to Investors specified here-in-below (“Equity Share Holder”):

S. No.	Name of the Allottee	Number of Equity Shares	Category
1.	Sheela Kothari	12,500	Individual
2.	Prateek Bansal	6000	Individual
3.	Archerchem Healthcare Private Limited	6000	Indian Company
	<b>Total</b>	<b>24,500</b>	

**RESOLVED FURTHER THAT** in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the preferential issue of the Equity Shares be 26<sup>th</sup> August, 2022 (“Relevant Date”) being the date 30 days prior to the date on which the meeting of Members of the Company is held to consider the Preferential Issue of Equity Shares and the issue price determined in accordance with SEBI ICDR Regulations is of ₹ 451/- per Equity Share (“Issue Price”).

**RESOLVED FURTHER THAT** the said Equity Shares shall be issued and allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this resolution, provided that where the allotment of the said Equity Shares is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue of Equity Shares, as it may deem expedient, in its discretion.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may in its absolute discretion deem expedient and to settle any questions, difficulties or doubts that may arise with respect to the above matter, including utilization of issue proceeds, without requiring the Board to secure any further consent or approval of the Shareholders.

**RESOLVED FURTHER THAT** Mr. Ashish Maheshwari, Managing Director and the Company Secretary of the Company be are hereby severally authorized to do all such acts, deeds and things as may be required in connection with the aforesaid resolution, including issue of offer letter, making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint professional advisors, consultants and legal advisors to give effect to the aforesaid resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as they may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents without being required to seek any fresh approval of the shareholders of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary to give effect to the aforesaid resolution.”

**By Order of the Board  
For Balaxi Pharmaceuticals Limited**

Date: 5<sup>th</sup> September, 2022  
Place: Hyderabad

Sd/-  
**Shalini Chinta**  
Company Secretary  
M. No. A60753

## NOTES:

1. Pursuant to the General Circulars 2/2022 and 19/2021, other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by SEBI (hereinafter collectively referred to as the Circulars), companies are allowed to hold Extra Ordinary General Meeting ("EGM") through VC/OAVM, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the EGM of the Company is being held through VC/OAVM.
2. The Company has appointed CDSL to provide Video Conferencing facility for the e-EGM.
3. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the EGM is annexed hereto.
4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this EGM is being held through VC/OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. Since the EGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Company at [secretarial@balaxi.in](mailto:secretarial@balaxi.in)

## THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **22<sup>nd</sup> September, 2022** at 9:00 AM and ends on **26<sup>th</sup> September, 2022** at 5:00 PM. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date** (record date) of **20<sup>th</sup> September, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li>   <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select “Register Online for IDeAS Portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li>   <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical

	shareholders)  <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for **Balaxi Pharmaceuticals Limited** on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [secretarial@balaxi.in](mailto:secretarial@balaxi.in) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

#### **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

**3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

## OTHER INFORMATION:

7. Securities and Exchange Board of India (“SEBI”) has mandated that securities of listed companies can be transferred only in dematerialised form w.e.f. April 1, 2019. Accordingly, the Company / Aarthi Consultants Private Limited have stopped accepting any fresh lodgement of transfer of shares in physical form. Members holding shares in physical form are advised to avail of the facility of dematerialisation.
8. Members holding shares in physical mode are:
  - a. required to submit their Permanent Account Number (PAN) and bank account details to the Company / RTA, if not registered with the Company / RTA, as mandated by SEBI by writing to the Company at [secretarial@balaxi.in](mailto:secretarial@balaxi.in) or to RTA at [info@arthiconsultants.com](mailto:info@arthiconsultants.com) along with the details of folio no., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque.
  - b. advised to register nomination in respect of their shareholding in the Company.
9. Members holding shares in electronic mode are:
  - a. requested to submit their PAN and bank account details to their respective Depository Participants (“DPs”) with whom they are maintaining their demat accounts.
  - b. advised to contact their respective DPs for registering nomination.
10. Non-Resident Indian members are requested to inform RTA / respective DPs, immediately of:
  - a. Change in their residential status on return to India for permanent settlement.
  - b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.



## ANNEXURE TO NOTICE

### Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the Rules made thereunder

#### Item No. 1 and 2:

The Special Resolutions contained in Item No. 1 and 2 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 of the Companies Act, 2013, for preferential issue of upto:

1. 10,75,500 Warrants convertible to Equity Shares at a price of ₹ 451/- (Rupees Four Hundred and Fifty One only) per Warrant with the right to warrant holder to apply for and be allotted 1 (one) Equity Share for each Equity warrant within a period of 18 (Eighteen) months from the date of allotment of the warrants, aggregating up to ₹ 48,50,50,500 (Rupees Forty Eight Crores Fifty Lakhs Fifty Thousand and Five Hundred only)
2. 24,500 Equity Shares at a price of ₹ 451/- (Rupees Four Hundred and Fifty One only) per Equity Share of face value of ₹ 10 each at a premium of ₹ 441 each aggregating up to ₹ 1,10,49,500 (Rupees One Crore Ten Lakhs Forty Nine Thousand and Five Hundred only)

The Preferential Issue is proposed to be issued to the Non- Promoter Category in terms of SEBI (ICDR) Regulations, 2018 and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in their meeting held on 5<sup>th</sup> September, 2022.

The approval of the members is accordingly being sought by way of a 'Special Resolution' under Sections 42, and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder, and Regulation 160 of the SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14(1) of the Companies(Prospectus and Allotment of Securities) Rules, 2014 and Regulation 163 of the SEBI (ICDR) Regulations, 2018, are set forth below:

#### 1. Objects of the Preferential Issue

The proceeds of the preferential issue shall be utilized to meet the capital expenditure requirements to support the construction of the Company's first pharmaceutical formulation plant, being set up at Jadcherla, Hyderabad.

Further, it may be utilized to meet working capital requirements and general corporate purposes and also may also utilize to undertake any additional business activities under the main objects clause of the Memorandum of Association of the Company.

## **2. Relevant Date:**

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Allotment of Warrants and Equity Shares is **26<sup>th</sup> August, 2022** being the 30 days prior to the date of its Extra Ordinary General Meeting.

## **3. Basis on which the floor price has been arrived at and justification for the price (including premium, if any)**

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ('NSE') and are frequently traded and hence the floor price has been considered in accordance with the SEBI ICDR Regulations:

- a. The 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date;
- or
- b. the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.

Therefore, the Floor price shall be ₹ 444.64, being higher of the above two prices.

The pricing of the Equity Shares to be allotted on preferential basis is set as ₹ 451/- per Equity Share, which is not lower than the floor price determined in accordance with the applicable provisions of SEBI ICDR Regulations.

## **4. Amount which the Company intends to raise by way of such securities:**

- a) 10,75,500 Warrants convertible to Equity Shares at a Price of ₹ 451/- (Rupees Four Hundred and Fifty One only) per Warrant with the right to warrant holder to apply for and be allotted 1 Equity Share of the face value of ₹ 10 each of the Company at a premium of ₹ 441/- per equity share for each Equity warrant within a period of 18 (Eighteen) months from the date of allotment of the warrants, aggregating up to ₹ 48,50,50,500 (Rupees Forty Eight Crores Fifty Lakhs Fifty Thousand and Five Hundred only)
- b) 24,500 Equity Shares at a price of ₹ 451/- (Rupees Four Hundred and Fifty One only) per Equity Share of face value of ₹ 10 each at a premium of ₹ 441 each aggregating up to ₹ 1,10,49,500 (Rupees One Crore Ten Lakhs Forty Nine Thousand and Five Hundred only)

**5. The class or classes of persons to whom the allotment is proposed to be made:**

The Warrants convertible into Equity Shares, shall be issued and allotted to the Investors as detailed herein below. The Company has obtained the PAN of all the proposed allottees:

S. No.	Name of the Allottee	Number of Convertible Warrants	Category
1.	Rajasthan Global Securities Private Limited	319000	Qualified Institutional Buyer
2.	Kunal Bhakta	200000	Independent Director
3.	Faisal Zubair Hawa	110000	Individual
4.	Sachin Shetty	50000	Individual
5.	Ajit Kumar	25000	Individual
6.	Ketan Kirtikumar Vakharia	25000	Individual
7.	Gryphon Ventures LLP	25000	Limited Liability Partnership
8.	Faisal Siddiqui	25000	Individual
9.	Glance Finance Ltd	25000	Listed Indian Company
10.	Sheela Kothari	12500	Individual
11.	Anubhav Goyal	21000	Individual
12.	Ramchandran Subramaniam Swaminathan	20000	Individual
13.	Akshay Garg	20000	Individual
14.	Daizam Aggarwal	20000	Individual
15.	Aviraj Fincap LLP	20000	Limited Liability Partnership
16.	Mohamed Aamer Mohamed Afzal Mithaiwala	12500	Individual
17.	Kamal Ladiwala	11000	Individual
18.	Meenakshi Agarwal	11000	Individual
19.	Sharad Narayanlal Sarda	10000	Individual
20.	Ruchira Goyal	10000	Individual
21.	Saurabh Dixit	10000	Individual
22.	Mangina Srinivas Rao	10000	Independent Director
23.	Deborshi Chaki	9000	Individual
24.	Ankur Gupta	6000	Individual
25.	Nishit Paleja	6000	Individual
26.	Kapil Katyal	6000	Individual
27.	Jignesh S Kamani	5500	Individual
28.	Ashish S Kamani	5500	Non-Resident Individual
29.	Jiten Shah	5500	Individual
30.	Ray Capital	5000	Individual
31.	Pushpa Sarda	5000	Individual
32.	Pratik Ashok Singhanian	5000	Individual
33.	Vinod Kela	5000	Individual
34.	Alka S Shah	5000	Individual
35.	Shailesh Jentilal Shah (HUF)	3000	HUF
36.	Kirit Hirachand Sanghavi	5000	Individual
37.	Monica Sethia	5000	Individual
38.	Sunny Purohit	2000	Individual
	<b>Total</b>	<b>10,75,500</b>	

The Equity Shares shall be issued and allotted to the Investors as detailed herein below. The Company has obtained the PAN of all the proposed allottees:

Sr. No	Name of Proposed Allottee	Maximum number of Equity Shares	Total Amount (₹)
1.	Sheela Kothari	12,500	Individual
2.	Prateek Bansal	6000	Individual
3.	Archerchem Healthcare Private Limited	6000	Indian Company
	<b>Total</b>	<b>24,500</b>	

**6. Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Allotment**

Mr. Kunal Bhakta and Mr. M. Srinivas Rao, Independent Directors of the Company, intend to participate/subscribe to the Warrants convertible into Equity Shares.

Apart from above, no other Promoter/Promoter Group, Director or Key Managerial Personnel of the Company intends to subscribe to any shares pursuant to this Preferential Issue of Warrants and Equity Shares.

**7. Time frame within which the Preferential Allotment shall be completed**

In line with the provisions of SEBI (ICDR) Regulations, 2018, the warrants and Equity Shares shall be allotted within a period of 15 days from the date of passing of the special resolution by the Members. However, in case receipt of any approval or permission from stock exchanges or any regulatory authority is pending, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

**8. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not Applicable

**9. Shareholding pattern of the Company before and after the preferential allotment:**

S. No	Category	Pre-issue <sup>^</sup>		Post-issue <sup>&amp;(Note 1)</sup>	
		No of shares held	% of share holding	No of shares held	% of share holding
<b>A</b>	<b>PROMOTERS/ PROMOTER GROUP HOLDING</b>				
<b>1</b>	<b>Indian</b>				
	Individual	2,86,354	2.86	2,86,354	2.58
	Bodies Corporate	70,00,000	70.00	70,00,000	63.06
	<b>Sub-total</b>	<b>72,86,354</b>	<b>72.86</b>	<b>72,86,354</b>	<b>65.64</b>
<b>2</b>	<b>Foreign promoters/ Promoter Group</b>	--	--	--	--
	<b>Sub-total (A)</b>	<b>72,86,354</b>	<b>72.86</b>	<b>72,86,354</b>	<b>65.64</b>
<b>B</b>	<b>NON-PROMOTERS' HOLDING</b>				
<b>1</b>	<b>Institutional investors</b>				

	Foreign Portfolio Investors	19,00,000	19.00	19,00,000	17.12
	Financial Institutions/ Banks	2,632	0.03	2,632	0.02
<b>2</b>	<b>Non-Institutional Investors</b>				
	Bodies Corporate	37,257	0.37	4,37,257	3.94
	Directors and relatives	4,605	0.05	2,14,605	1.93
	Indian public	6,64,195	6.64	11,48,695	10.35
	Others including Non-resident Indians (NRIs)	1,04,957	1.05	1,10,457	1.00
<b>3</b>	Non-Promoter Non-public	--	--	--	--
	<b>Sub-total (B)</b>	<b>27,13,646</b>	<b>27.14</b>	<b>38,13,646</b>	<b>34.36</b>
	<b>GRAND TOTAL</b>	<b>1,00,00,000</b>	<b>100.00</b>	<b>1,11,00,000</b>	<b>100.00</b>

*^as on 30<sup>th</sup> June, 2022*

*Note 1: Post Issue Shareholding will change in case of any corporate action in between.*

- 1. A maximum of 11,00,000 Equity Shares will be allotted including conversion of convertible Warrants, considering conversion of all the Warrants on the last day of the 18 months tenure. Shareholding structure is assuming full conversion of Warrants.*

**10. Change in control if any, in the company would occur consequent to the preferential issue:**

The existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment except dilution in shareholding of the Promoters due to allotment to non-promoters.

**11. Identity of the natural persons who are the ultimate beneficial owners of the Warrants and Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:**

The names of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Warrants and Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:

Sl. No.	Name of the Allottees	Category	Ultimate Beneficial Owner/ Senior Management Official of the Fund	Pre- Preferential Allotment		Number of Shares proposed to be issued	Post-Preferential Allotment**	
				No. of Shares	% of voting rights		No. of Shares	% of voting rights
1.	Rajasthan Global Securities Private Limited	Qualified Institutional Buyer	Lalit Dua holding 30.74% shares Lalit Dua HUF holding 68.89% shares Lalit Dua is the Ultimate Beneficial Owner	-	-	319000	319000	2.87
2.	Kunal Bhakta	Independent Director	-	4605	0.05	200000	204605	1.84
3.	Faisal Zubair Hawa	Individual	-	-	-	110000	110000	0.99
4.	Sachin Shetty	Individual	-	-	-	50000	50000	0.45
5.	Ajit Kumar	Individual	-	6000	0.06	25000	31000	0.28
6.	Ketan Kirtikumar Vakharia	Individual	-	1800	0.02	25000	26800	0.24
7.	Gryphon Ventures LLP	Limited Liability Partnership	Manjunath Venkatesh Pai - 25% share in profit Uday Venkatesh Pai - 25% share in profit Priyam Manjunath Pai - 25% share in profit (Designated Partner) Pratik Manjunath Pai - 25% share in profit (Designated Partner)	-	-	25000	25000	0.23
8.	Faisal Siddiqui	Individual	-	-	-	25000	25000	0.23
9.	Glance Finance Ltd	Listed Indian Company	Indian Company listed on BSE	-	-	25000	25000	0.23
10.	Sheela Kothari	Individual	-	-	-	25000	25000	0.23
11.	Anubhav Goyal	Individual	-	-	-	21000	21000	0.19
12.	Ramchandran Subramaniam Swaminathan	Individual	-	-	-	20000	20000	0.18
13.	Akshay Garg	Individual	-	-	-	20000	20000	0.18
14.	Daizam Aggarwal	Individual	-	-	-	20000	20000	0.18
15.	Aviraj Fincap LLP	Limited Liability Partnership	Alka Goel holding 50%	-	-	20000	20000	0.18

			ownership Rajjath Goel holding 15% ownership Ujjwal Goel holding 15% ownership Srishti Goel holding 10% of ownership Sumedha Goel holding 10% ownership					
16.	Mohamed Aamer Mohamed Afzal Mithaiwala	Individual	-	-	-	12500	12500	0.11
17.	Kamal Ladiwala	Individual	-	-	-	11000	11000	0.10
18.	Meenakshi Agarwal	Individual	-	-	-	11000	11000	0.10
19.	Sharad Narayanlal Sarda	Individual	-	-	-	10000	10000	0.09
20.	Ruchira Goyal	Individual	-	-	-	10000	10000	0.09
21.	Saurabh Dixit	Individual	-	-	-	10000	10000	0.09
22.	Mangina Srinivas Rao	Independent Director	-	-	-	10000	10000	0.09
23.	Deborshi Chaki	Individual	-	-	-	9000	9000	0.08
24.	Ankur Gupta	Individual	-	9	0.00	6000	6009	0.05
25.	Nishit Paleja	Non- Resident Indian	-	-	-	6000	6000	0.05
26.	Archerchem Healthcare Private Limited	Indian Company	-	-	-	6000	6000	0.05
27.	Kapil Katyal	Individual	-	-	-	6000	6000	0.05
28.	Prateek Bansal	Individual	-	-	-	6000	6000	0.05
29.	Jignesh S Kamani	Individual	-	-	-	5500	5500	0.05
30.	Ashish S Kamani	Non- Resident Indian	-	-	-	5500	5500	0.05
31.	Jiten Shah	Individual	-	-	-	5500	5500	0.05
32.	Ray Capital	Partnership Firm	Tamanna Sarda holding 50% ownership Ramachandra Sarda holding 50% ownership	-	-	5000	5000	0.05
33.	Pushpa Sarda	Individual	-	-	-	5000	5000	0.05
34.	Pratik Ashok Singhania	Individual	-	-	-	5000	5000	0.05
35.	Vinod Kela	Individual	-	-	-	5000	5000	0.05
36.	Alka S Shah	Individual	-	-	-	5000	5000	0.05

37.	Shailesh Jential Shah (HUF)	HUF	Shailesh Jential Shah	-	-	3000	3000	0.03
38.	Kirit Hirachand Sanghavi	Individual	-	-	-	5000	5000	0.05
39.	Monica Sethia	Individual	-	-	-	5000	5000	0.05
40.	Sunny Purohit	Individual	-	11	0.00	2000	2011	0.02
<b>Total</b>				<b>12,425</b>		<b>11,00,000</b>	<b>11,12,425</b>	

*\*\*Post giving effect to Resolution No. 1 and 2*

There will be no change in management control of the Company pursuant to the proposed Issue.

## 12. Lock In period:

The Equity Shares proposed to be allotted shall be under lock-in in terms of the Regulations as specified under Chapter V of SEBI ICDR Regulations. Further, the pre-preferential allotment shareholding of the proposed allottees, if any, shall also be subject to the lock-in restrictions in terms of the Regulations as specified under Chapter V of SEBI ICDR Regulations.

The entire pre-preferential allotment shareholding of the above Allottees (except for the investments made by the Mutual Funds registered with SEBI), if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of allotment of the Securities as per the ICDR Regulations.

## 13. Undertakings:

- None of Directors or Promoters of the Company is a willful defaulter or fugitive economic offender as defined under the SEBI ICDR Regulations.
- As the Equity Shares have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.

## 14. Practicing Company Secretary Certificate:

The certificate from M/s. BVR & Associates Company Secretaries LLP certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR Regulations has been obtained, considering the said preferential issue. The copy of said certificate is available at the website of the Company, till the declaration of result of EGM at <https://balaxipharma.in/general-meetings-notice>

## 15. Other Disclosures:

- Report of registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Allotment.
- During the period from 1<sup>st</sup> April, 2022 till the date of notice of this EGM, the Company has not made any preferential allotment.
- Neither the Company nor its directors or Promoter is a wilful defaulter in terms of the SEBI



ICDR Regulations.

- d. The proposed allottee or any Promoter/ Person of Promoter group have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- e. Investors confirm and undertake to comply with the provision of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (if applicable).
- f. None of the Investors are debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities.

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares and Warrants convertible to Equity Shares as specified in the resolutions is being sought by way of a special resolution as set out in the said items of the Notice.

Issue of the said securities would be well within the Authorized Share Capital of the Company.

The Board of Directors believe that the proposed issue is in the best interest of the Company and its Members and therefore recommends the Special Resolutions as set out in the said Item in the accompanying notice for approval by the members.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise except Mr. Kunal Bhakta and Mr. M. Srinivas Rao, Independent Directors, being the allottees of Warrants.

**By Order of the Board  
For Balaxi Pharmaceuticals Limited**

Place: Hyderabad  
Date: 5<sup>th</sup> September, 2022

Sd/-  
**Shalini Chinta**  
**Company Secretary**  
**M. No. A60753**

**Registered Office:**  
Plot No.409, MAPS Towers,  
2<sup>nd</sup> Floor, Phase-III, Road No.81,  
Jubilee Hills, Hyderabad, Telangana-500096

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