

# Notice



Notice is hereby given that the 79<sup>th</sup> Annual General Meeting of the Members of Balaxi Pharmaceuticals Limited (the Company) will be held on Monday, **11<sup>th</sup> July, 2022 at 9:00 AM** at the Registered Office of the Company situated at Plot No.409, MAPS Towers, 2<sup>nd</sup> Floor, Phase-III, Road No.81, Jubilee Hills, Hyderabad, Telangana-500096 to transact the following business:

## ORDINARY BUSINESS

To consider, and if thought fit, to pass, the following resolution nos. from 1 to 3, as ordinary resolution(s):

### 1. Adoption of Financial Statements

To receive, consider and adopt the audited Standalone and Consolidated Financial Statements for the financial year ended 31<sup>st</sup> March, 2022, which includes the Balance Sheet, Statement of Profit & Loss, Cash Flow Statement as at that date, the Auditor's Report and the Board's Report thereon.

**"RESOLVED THAT** the audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2022 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

### 2. Declaration of Dividend on the equity shares

To declare Dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2022:

**"RESOLVED THAT** a dividend at the rate of 5%, i.e. ₹ 0.50/- (Fifty Paise Only) per equity share of ₹ 10/- (Ten rupees) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended 31<sup>st</sup> March, 2022 and the same be paid out of the profits of the Company for the financial year ended 31<sup>st</sup> March, 2022."

### 3. Appointment of Ms. Minoshi Maheshwari (DIN: 01575975) who retires by rotation and being eligible, offers herself for re-appointment.

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Ms. Minoshi Maheshwari (DIN: 01575975), who retires by rotation at this meeting and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company."

## SPECIAL BUSINESS

### 4. Re-appointment of Mr. Ashish Maheshwari (DIN: 01575984) as the Managing Director of the Company

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

**"RESOLVED THAT** pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") and rules made thereunder, read with Schedule V to the said Act, Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time, ("Listing Regulations") approval of the members be and is hereby accorded for the re-appointment of Mr. Ashish Maheshwari (DIN: 01575984) as the Managing Director of the Company for a period of Five (5) years from 3<sup>rd</sup> May, 2022 to 2<sup>nd</sup> May, 2027 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and the Board of Directors which is set out in the explanatory statement annexed to the notice convening this Annual General Meeting.

**RESOLVED FURTHER THAT** any one of the Directors or the Company Secretary be and are hereby authorised to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and /or remuneration including annual increments based on the performance appraisal, provided the same are not exceeding the limits specified under Section 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereto.

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

**Chinta Shalini  
Company Secretary  
M. No. A60753**

Place: Hyderabad  
Date: 23<sup>rd</sup> May, 2022

### Registered Office:

Plot No.409, MAPS Towers,  
2<sup>nd</sup> Floor, Phase-III, Road No.81,  
Jubilee Hills, Hyderabad, Telangana-500096  
Website: www.balaxipharma.in  
Email: secretarial@balaxi.in  
Phone: 040-23555300



## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective shall be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the Annual General Meeting [“AGM”].

Pursuant to provisions of Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form MGT-11 annexed herewith.

2. Corporate Members are required to send a scanned copy of certified true copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the AGM. The Corporate Members can send the Board Resolution to the Company at [secretarial@balaxi.in](mailto:secretarial@balaxi.in).
3. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting venue. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
4. All documents referred to in the notice are open for inspection at the Registered Office of the Company during working hours on any working day prior to the date of the meeting and will also be available at the meeting venue on the date of the AGM.
5. Members holding shares in dematerialised form are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. to their depository participant. These changes will be automatically reflected in the Company's records which

will help the Company to provide efficient and better service to the members.

6. Members holding shares in physical form are requested to intimate changes with respect to their bank account (viz. name and address of the branch of the bank, MICR code of branch, type of account and account number), mandate, nomination, power of attorney, change of address, e-mail address, change in name etc. immediately to the Company at [secretarial@balaxi.in](mailto:secretarial@balaxi.in) / Registrar and Share Transfer Agents, i.e M/s. Aarathi Consultants Private Limited at [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com).
7. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company at [secretarial@balaxi.in](mailto:secretarial@balaxi.in) / Registrar and Share Transfer Agents, i.e M/s. Aarathi Consultants Private Limited at [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com).
8. Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, as amended from time to time, the Company is pleased to provide its Members the facility for voting through remote e-voting in respect of all the businesses to be transacted at the AGM.
9. The annual accounts of the subsidiary company are made available on the website of the Company at [www.balaxipharma.in](http://www.balaxipharma.in).
10. The Explanatory Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) in respect of the special businesses, under item no. 4 of the accompanying Notice is annexed hereto.
11. A brief resume of the Director proposed to be appointed/ re-appointed at this AGM, nature of their expertise in specific functional areas, names of companies in which they hold directorship and membership / chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36 of the Listing Regulations and other requisite



information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in this notice.

- Members are requested to send their queries at least 10 days before the date of AGM so that information can be made available at the AGM.

## DISPATCH OF ANNUAL REPORT

- Electronic copy of the Annual Report for FY 2021-22 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hardcopy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2021-2022 is being sent in the permitted mode.
- Electronic copy of the Annual Report for FY 2021-22 and Notice of the AGM is also uploaded on the Company's website [www.balaxipharma.in](http://www.balaxipharma.in) and also available on the website of The National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com). Further, Notice of the AGM is available on the website of CDSL (the agency engaged for providing e-voting facility and i.e. [www.evotingindia.com](http://www.evotingindia.com)).

## DIVIDEND RELATED INFORMATION

- Members may note that the Board of Directors, in its meeting held on 23<sup>rd</sup> May, 2022 recommended a final dividend at the rate of 5%, i.e. ₹ 0.50/- (Fifty Paise only) per share for financial year 2021-22. The record date for the purpose of final dividend will be **4<sup>th</sup> July, 2022**. The Register of Members and Share Transfer Books of the Company will remain closed from **5<sup>th</sup> July, 2022 to 11<sup>th</sup> July, 2022 (both days inclusive)**. The final dividend, once approved by the members in the ensuing AGM will be paid within 30 days from the date of AGM, electronically through various online transfer modes to those members who have updated their bank account details. For members who have not updated their bank account details, dividend warrants / demand drafts / cheques will be sent out to their registered addresses. To avoid delay in receiving the dividend, members are requested to update their KYC with their depositories (where shares are held in dematerialized mode) and with the Company's Registrar and Transfer Agent (RTA) (where shares are held in physical mode) to receive the dividend directly into their bank account on the pay-out date.
- In terms of Schedule I of the SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as electronic clearance service (ECS), LECS (Local ECS)/RECS (Regional ECS)/NECS (National ECS), direct credit, real time gross settlement, national electronic fund transfer (NEFT), etc. for making payments like dividend etc. to the members.

Accordingly, members holding securities in demat mode are requested to update their bank details with their depository participants. Members holding securities in physical form should send a request to update their bank details, to the Company's RTA. In compliance with the Circulars, the Company shall dispatch by post the dividend warrants/ demand drafts to only those members who have not registered their bank mandate with Company.

- Pursuant to the changes introduced in the Income Tax Act, 1961 ("the IT Act") as amended by the Finance Act, 2020, dividend income will be taxable in the hands of the members and the Company is required to deduct tax at source (TDS) at the time of making the payment of dividend to members at the prescribed rates. However, no tax shall be deducted on the dividend payable to a resident individual member, if the total dividend to be received by him/her does not exceed ₹ 5,000/- and also in cases where members provide form 15G (applicable to any person other than HUF or a company or a firm)/ form 15H (applicable to an individual who is 60 years and older) subject to such conditions specified in the IT Act. Members may also submit any other document as prescribed under the IT Act, to claim a lower/ nil withholding tax. PAN is mandatory for members providing form 15G/form 15H or any other documents as mentioned above.
- The intimation will also be uploaded on the website of the Company [www.balaxipharma.in](http://www.balaxipharma.in). Shareholders holding shares in physical form may write to the Company at [secretarial@balaxi.in](mailto:secretarial@balaxi.in)/ Company's RTA at [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com) for any change in their address and bank mandates; shareholders holding shares in electronic form may inform the same to their depository participants immediately, where applicable.

## IEPF RELATED INFORMATION

- Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the Company has transferred on respective due dates, all unclaimed dividends up



to the Financial Year 2013-14 to Investor Education and Protection Fund (IEPF) established by Central Government. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has uploaded the details of the unpaid and unclaimed amounts lying with the Company on the website of the Company ([www.balaxipharma.in](http://www.balaxipharma.in)), and also on the website of the Ministry of Corporate Affairs ([www.iepf.gov.in](http://www.iepf.gov.in)). Members who have not encashed the dividend warrant(s) for the Financial Year 2014-15 so far, are requested to make their claim to the Secretarial Department of the Company, at the Registered Office or the office of the RTA on or before 15<sup>th</sup> September, 2022, failing which the unpaid / unclaimed amount for the Financial Year 2014-15 shall be transferred to said fund at an appropriate date. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.

154

20. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all equity shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more on or before 20<sup>th</sup> October, 2022, shall be transferred by the Company to Investor Education and Protection Fund Authority (IEPFA). The Company has also written to the Shareholders concerned intimating them their particulars of the equity shares due for transfer. These details are also available on the Company's website [www.balaxipharma.in](http://www.balaxipharma.in). No claim shall lie against the Company in respect of these equity shares post their transfer to IEPFA. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPFA by making an online application, the details of which are available at [www.iepf.gov.in](http://www.iepf.gov.in). All correspondence should be addressed to the RTA of the Company at [info@arthiconsultants.com](mailto:info@arthiconsultants.com).
21. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) is **4<sup>th</sup> July, 2022**. Please note that a person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again. At the end of remote e-voting period, the facility shall forthwith be blocked.
22. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.
23. Any person, who acquires shares of the Company and becomes member of the Company after sending of the Notice and holding shares as of the **cut-off date i.e 4<sup>th</sup> July, 2022** may obtain the login ID and password by sending an email to [info@arthiconsultants.com](mailto:info@arthiconsultants.com) or [secretarial@balaxi.in](mailto:secretarial@balaxi.in) by mentioning their Folio No. / DP ID and Client ID No. However, if you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evotingindia.com](http://www.evotingindia.com).
- SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.

## INTRUCTIONS FOR REMOTE E-VOTING

**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 remote e-voting period begins at 9:00 AM on 7<sup>th</sup> July, 2022 and ends at 5:00 PM on 10<sup>th</sup> July, 2022.**

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 4<sup>th</sup> July, 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 **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 <b>CDSL Depository</b>	<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. 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>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<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.nsd.com">https://eservices.nsd.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.</li> <li>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDEAS "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.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.nsd.com/">https://www.evoting.nsd.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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	<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.</p>

## Notice *(contd.)*



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

Login type	Helpdesk details
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 Remote e-Voting 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	<b>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</b> <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 OR Date of Birth (DOB)	<b>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.</b> <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 **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.
- 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 at [secretarial@balaxi.in](mailto:secretarial@balaxi.in)/ Company’s RTA at [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com).
  2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)



## Notice *(contd.)*



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 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, 25<sup>th</sup> 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 at toll free no. 1800 22 55 33.

24. The Board has appointed BVR & Associates Practicing

Company Secretaries LLP, as the scrutinizer to scrutinize both the remote e-voting as well as e-voting during the AGM in a fair and transparent manner.

25. The Scrutiniser will, after the conclusion of voting at the Meeting, scrutinize the votes cast at the Meeting and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairman. The result of e-voting will be declared within two working days of the conclusion of the Meeting and the same, along with the consolidated Scrutiniser's Report, will be placed on the website of the Company: [www.balaxipharma.in](http://www.balaxipharma.in) and on the website of the RTA at [www.aarthiconsultants.com](http://www.aarthiconsultants.com). The result will simultaneously be communicated to the stock exchanges. The results shall also be displayed on the Notice Board at the Registered Office of the company.
26. The route map for the 79<sup>th</sup> AGM is annexed to this Annual Report



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013,  
IN RESPECT OF SPECIAL BUSINESS SET OUT IN THE NOTICE CONVENING  
THE ANNUAL GENERAL MEETING OF BALAXI PHARMACEUTICALS LIMITED**

**Item no. 4**

The members of the Company approved the appointment of Mr. Ashish Maheshwari as Managing Director of the Company for a period of 5 years from 4<sup>th</sup> May, 2017 to 3<sup>rd</sup> May, 2022 at a total remuneration not exceeding 5% of the net profits of the Company for the respective financial years. The tenure expired on 3<sup>rd</sup> May, 2022. Under the dynamic and able leadership of Mr. Ashish Maheshwari, the Company crossed various milestones and enhanced the stakeholders' value. Taking into consideration, the valuable contributions made by Mr. Ashish Maheshwari and the need for his strategic directions for the future growth of the Company, the Nomination and Remuneration Committee recommended his re-appointment on the terms and conditions including remuneration as set out hereunder.

As recommended by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 25<sup>th</sup> April, 2022, unanimously approved the re-appointment of Mr. Ashish Maheshwari as the Managing Director of the Company for a period of five years i.e with effect from 3<sup>rd</sup> May, 2022 to 2<sup>nd</sup> May, 2027, pursuant to the provisions of the Act, subject to the approval of the members of the Company. The members of the Company are requested to note that as per Regulation 17 (6) (e) of Listing Regulations, approval of the members by way of special resolution is required in case of annual remuneration payable to executive directors who are promoters or members of the promoter group exceeds ₹ 5 crore or 2.5% of the net profits of the listed entity, whichever is higher. The approval of the members by way of special resolution is sought for Mr. Ashish Maheshwari's re-appointment as Managing Director and for payment of remuneration to him for a period of 3 years from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2025.

The broad particulars of the terms and conditions of appointment including remuneration payable to Mr. Ashish Maheshwari are as follows:

The Managing Director shall, subject to the supervision and control of the Board of Directors carry out such duties as may be entrusted to him by the directors and shall exercise such

powers as are delegated to him by the Board of Directors.

Period of agreement: 5 years from 3<sup>rd</sup> May, 2022 to 2<sup>nd</sup> May, 2027

**Remuneration comprising of salary, perquisites/ benefits and commission shall be as follows:**

Salary ₹ 80,00,000 per annum.

**Perquisites/benefits House rent allowance/ accommodation**

House rent allowance as may be applicable to the employees of the Company or provision of furnished accommodation.

**Provident Fund**

Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these, either singly or put together, are not taxable under the Income Tax Act, 1961.

Mr. Ashish Maheshwari shall be entitled to reimbursement of all actual expenses or charges including travel, entertainment or other out of pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business.

The terms and conditions of the said re-appointment and/ or agreement may be altered, enhanced or varied from time to time by the Board as it may, in its discretion, deem fit.

The Board, after taking into consideration, the valuable contributions made by Mr. Ashish Maheshwari and based on the recommendation of the Nomination and Remuneration Committee, unanimously recommends the special resolution as set out at item no. 4 of this notice.

Mr. Ashish Maheshwari, Managing Director, Ms. Minoshi Maheshwari, Director and Mr. Pranav Maheshwari, Key Managerial Personnel are related to each other and are concerned or interested in the resolution as set out in item no. 4 of this notice with regard to re-appointment and payment of remuneration to Mr. Ashish Maheshwari, Managing Director.

None of the other directors and Key Managerial Personnel or their relatives are interested financially or otherwise in the resolution as set out in item no. 4 of this notice.



# Annexure to the Notice

## Details of Directors seeking appointment /re-appointment at the Annual General Meeting

(Pursuant to Regulation 36 of SEBI (Listing obligations and disclosure Requirements) Regulations, 2015)

### Item no. 3

Name of Director	Minoshi Maheshwari
Category	Non-Executive Director
DIN	01575975
Date of Birth and Age	8 <sup>th</sup> July, 1972, 50 Years
Qualifications	B.Com (Hons.)
Brief Resume along with nature of expertise	Ms. Minoshi Maheshwari is the co-founder of Balaxi Group. She is a Commerce Graduate and has more than one decade of business experience. She also holds Directorship in other Companies of Balaxi Group. She has vast experience in administration, trading, Pharma Sector and other allied business fields.
First Appointment on the Board	4 <sup>th</sup> May, 2017
Terms & Conditions of Appointment	Appointment under Director liable to retire by rotation
Remuneration Details	Basic Salary of ₹ 18,00,000 per annum. Variable allowance of ₹ 12,00,000 per annum.
Number of meetings of the Board attended during the FY 2020-21	5
Inter-se Relationship with other Directors/ Manager/KMP	Spouse of Mr. Ashish Maheshwari, Managing Director
Shareholding in the Company	1.06%
Other Directorships	Balaxi Overseas Private Limited
Committee Positions in the Company	Member of: Stakeholders Relationship Committee Nomination and Remuneration Committee Corporate Social Responsibility Committee

**Item No. 4:**

Name of Director	Ashish Maheshwari
Category	Managing Director (Executive)
DIN	01575984
Date of Birth and Age	20 <sup>th</sup> April, 1970 (52 years)
Qualifications	Chartered Accountant
Brief Resume along with nature of expertise	<p>Mr. Ashish Maheshwari is the Founder and Managing Director of the Balaxi Pharmaceuticals Limited. He is a first-generation entrepreneur and a qualified Chartered Accountant.</p> <p>Balaxi Group has evolved into a pharma conglomerate that spreads across four continents. His management philosophy is underpinned by his passion for knowledge, discipline, transparency, and accountability.</p>
Date of Re-appointment	3 <sup>rd</sup> May, 2022
Terms & Conditions of Re-appointment	Re-appointment for a period of 5 years w.e.f 3 <sup>rd</sup> May, 2022
Remuneration Details	Basic Salary: ₹ 80,00,000 per annum
Number of meetings of the Board attended during the FY 2020-21	5
Inter-se Relationship with other Directors/ Manager/KMP	Spouse of Ms. Minoshi Maheshwari, Non-Executive Director
Shareholding in the Company	1.81%
Other Directorships	Balaxi Overseas Private Limited
Committee Positions in the Company	<p>Audit Committee- Chairman</p> <p>CSR Committee-Member</p> <p>Risk Management Committee- Chairman</p>

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

**Chinta Shalini  
Company Secretary  
M. No. A60753**

Place: Hyderabad  
Date: 23<sup>rd</sup> May, 2022



## Balaxi Pharmaceuticals Limited

CIN: L25191TG1942PLC121598

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

### ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the 79<sup>th</sup> Annual General Meeting of the members of the company to be held on Monday, 11<sup>th</sup> July, 2022 at 09:00 A.M. at the Registered Office of the Company situated at Plot No.409, MAPS Towers, 2<sup>nd</sup> Floor, Phase-III, Road No.81, Jubilee Hills, Hyderabad, Telangana-500096 and at any adjourned meeting thereof.

Shareholders/Proxy's Signature: \_\_\_\_\_

Shareholders/Proxy's full name(In block letters): \_\_\_\_\_

Folio No./ Client ID: \_\_\_\_\_

No. of shares held: \_\_\_\_\_

**Note:**

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting venue.



# Form No. MGT-11

## PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN:** L25191TG1942PLC121598

**Name of the company:** Balaxi Pharmaceuticals Limited

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

Name of the member(s)	
Registered Address	
Email ID	
Folio no./Client ID	
DP ID	

164

I/We, being the member(s) of ..... Shares of the above named Company, hereby appoint:

1. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail Id : \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

2. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail Id : \_\_\_\_\_

Signature: \_\_\_\_\_, or failing him

3. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail Id : \_\_\_\_\_

Signature: \_\_\_\_\_



Notice (contd.)



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 79<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, 11<sup>th</sup> July, 2022 at 09.00 A.M. at Plot No.409, MAPS Towers, 2<sup>nd</sup> Floor, Phase-III, Road No.81, Jubilee Hills, Hyderabad, Telangana-500096 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution no.	Description	For	Against
<b>Ordinary Business:</b>			
1.	Adoption of Financial Statements: To receive, consider and adopt the audited Standalone and Consolidated Financial Statements for the financial year ended 31 <sup>st</sup> March, 2022, which includes the Balance Sheet, Statement of Profit & Loss, Cash Flow Statement as at that date, the Auditor's Report and the Board's Report thereon.		
2.	Declaration of Dividend on the equity shares To declare Dividend on equity shares for the financial year ended 31 <sup>st</sup> March, 2022		
3.	Appoint Ms. Minoshi Maheshwari (DIN: 01575975) who retires by rotation and being eligible, offers herself for re-appointment.		
<b>Special Business:</b>			
4.	Re-appointment of Mr. Ashish Maheshwari (DIN: 01575984) as the Managing Director of the Company		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

Signature of shareholder \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_



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



## Route map to the AGM venue

Venue: Registered Office of the Company situated at

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

