



Balaxi Pharmaceuticals Limited

CIN: L25191TG1942PLC121598

Registered Office: Plot No. 409, H. No. 8-2-293, Maps Towers, 3rd Floor, Phase – III, Road No. 81, Jubilee Hills, Hyderabad (T.G.) – 500 096

Website: www.balaxipharma.in **Email:** secretarial@balaxi.in

Telephone: +91 40 23555300

Notice of Postal Ballot

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Cut – Off Date	E-Voting Starts on	E-Voting ends on
Friday, February 03, 2023	Wednesday, February 08, 2023 at 9.00 a.m. (IST)	Thursday, March 09, 2023 at 5.00 p.m. (IST)

Dear Members,

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 (collectively the 'MCA Circulars'), to transact the special business as set out hereunder by passing Special Resolution through postal ballot by way of remote e-voting.

Pursuant to Section 102, Section 110 and other applicable provisions of the Act, the explanatory statement pertaining to the said Resolution setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In line with the MCA Circulars, the Company is sending this notice only in electronic form to those members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent ('RTA') / Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and postage prepaid self-addressed Envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through remote e-voting.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-voting facility to its members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for the purpose of providing remote e-voting facility to its members. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company www.balaxipharma.in.

The remote e-voting shall commence on Wednesday, February 08, 2023 at 9.00 a.m. (IST) and shall end on Thursday, March 09, 2023 at 5.00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on Friday, February 03, 2023 ('Cut-Off Date') may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

The Board of Directors of the Company at their meeting held on Wednesday, February 01, 2023, have appointed Mr. Yogindunath S, Designated Partner of BVR & Associates Company Secretaries LLP as the Scrutinizer to scrutinize the postal ballot by way of remote e-voting in a fair and transparent manner.

Special Business:

Item No. 1: Re-appointment of Mrs. Purnima Singh Kamble (DIN: 00241708) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualification of Directors), Rules, 2014, and Regulations 17, 25 and any other applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') as amended from time to time, and the Articles of Association of the Company, Mrs. Purnima Singh Kamble (DIN: 00241708), who was appointed as an Independent Director of the Company at the 78th Annual General Meeting of the Company and who holds office up to March 25, 2023 and who is eligible for being re-appointed as an Independent Director of the Company and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (Five) consecutive years commencing from March 26, 2023 to March 25, 2028.”

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable, or expedient to give effect to this Resolution.”

By Order of the Board
For Balaxi Pharmaceuticals Limited

Udayan Shukla
(Company Secretary and Compliance Officer)
Membership No.: F11744

Date: February 01, 2023
Place: Hyderabad

Registered Office: Plot No. 409, H. No. 8-2-293, Maps Towers, 3rd Floor, Phase – III, Road No. 81, Jubilee Hills, Hyderabad (T.G.) – 500 096
CIN: L25191TG1942PLC121598
Website: www.balaxipharma.in
Email: secretarial@balaxi.in
Telephone: +91 40 23555300

Notes:

- 1) The relevant Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act, each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Notice.
- 2) In line with the MCA Circulars, the Company is sending this notice only in electronic form to those members whose names appear in the Register of Members/ List of Beneficial Owners as received from the Depositories/RTA as on Friday, February 03, 2023 ('Cut-Off Date') and whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent ('RTA') / Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and postage prepaid self-addressed Envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through remote e-voting.
- 3) Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's RTA, Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad – 500 029, E-mail: info@arthiconsultants.com.
- 4) In accordance with the MCA Circulars, members can only vote through remote e-voting. Accordingly, only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by way of remote e-voting. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only. The voting rights shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date.
- 5) Resolutions passed by the members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the members.
- 6) In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, SS-2 and the MCA Circulars, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL as the Authorized Agency to provide remote e-voting facility. The detailed procedure with respect to remote e-voting is mentioned in note no. 14 of this Notice.
- 7) The remote e-voting shall commence on Wednesday, February 08, 2023 at 9.00 a.m. (IST) and shall end on Thursday, March 09, 2023 at 5.00 p.m. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- 8) The vote in this Postal Ballot cannot be exercised through proxy.
- 9) Members desirous of inspecting the documents referred to in the Notice or Explanatory Statement may send their requests to secretarial@balaxi.in from their registered e-mail

addresses mentioning their names, folio numbers/DP ID and Client ID, between the period from Wednesday, February 08, 2023 to Thursday, March 09, 2023.

- 10) The Board of Directors of the Company at their meeting held on Wednesday, February 01, 2023, have appointed Mr. Yogindunath S, Designated Partner of BVR & Associates Company Secretaries LLP as the Scrutinizer to scrutinize the postal ballot by way of remote e-voting in a fair and transparent manner.
- 11) After completion of the scrutiny of the electronic votes, the Scrutinizer will submit his report to the Chairman. The results of the Postal Ballot along with Scrutinizer's Report will be announced within two working days of the conclusion of Postal Ballot through remote e-voting. The said results would be displayed at the Registered Office of the Company and on its website at www.balaxipharma.in and simultaneously intimated to the CDSL and National Stock Exchange of India Limited ('NSE'). The Scrutinizer's decision on the validity of votes cast will be final.
- 12) The resolution, if passed by requisite majority, will be deemed to be passed on the last date specified for remote e-voting i.e. Thursday, March 09, 2023.
- 13) Members may download the Notice from the Company's website at <https://balaxipharma.in/general-meetings-notice> or from CDSL's website at <https://www.evotingindia.com/>. A copy of the Notice is also available on the website of NSE at www.nseindia.com.
- 14) General Information and instructions related to 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 voting period begins on Wednesday, February 08, 2023 at 9.00 a.m. (IST) and ends on Thursday, March 09, 2023 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, February 03, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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.

- (iii) 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 CDSL Depository	<ol style="list-style-type: none">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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful

	<p>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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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.
<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.</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

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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in 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.

(iv) 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.
- 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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">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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none">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.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.

- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **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 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.
 - 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, 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/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 e-Voting from the CDSL e-Voting System, you can write an email to 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 or call at toll free no. 1800 22 55 33.

By Order of the Board
For Balaxi Pharmaceuticals Limited

Udayan Shukla
(Company Secretary and Compliance Officer)
Membership No.: F11744

Date: February 01, 2023
Place: Hyderabad

Registered Office: Plot No. 409, H. No. 8-2-293, Maps Towers, 3rd Floor, Phase – III, Road No. 81, Jubilee Hills, Hyderabad (T.G.) – 500 096
CIN: L25191TG1942PLC121598
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Explanatory Statement pursuant to Section 102 & 110 of the Companies Act, 2013:

Item No. 1: Re-appointment of Mrs. Purnima Singh Kamble (DIN: 00241708) as an Independent Director of the Company.

The Members of the Company, at the 78th Annual General Meeting of the Company, held on August 25, 2021, approved the appointment of Mrs. Purnima Singh Kamble (DIN: 00241708) as an Independent Director, not liable to retire by rotation, for a period of 2 (Two) years commencing from March 26, 2021. The term of appointment of Mrs. Purnima Singh Kamble is up to March 25, 2023.

Pursuant to the provisions of Section 149, Schedule IV and other applicable provisions of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company and shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in Board's report. Further, pursuant to Regulation 25(2A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment, reappointment or removal of an Independent Director of a Listed Entity, shall be subject to the approval of shareholders by way of a Special resolution.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on February 01, 2023 recommended the re-appointment of Mrs. Purnima Singh Kamble as an Independent Director, not liable to retire by rotation, for a second term of five years commencing from March 26, 2023 to March 25, 2028, based on her skills, experience, knowledge and positive outcome of performance evaluation.

Summary of the performance evaluation of Mrs. Purnima Singh Kamble is given below:

The Nomination and Remuneration Committee and the Board of Directors considered the following parameters in evaluating the performance of Mrs. Purnima Singh Kamble:

- a) Qualifications, Experience, Knowledge and Competency;
- b) Fulfilment of Functions and Ability to function as a team;
- c) Initiative, Availability and Attendance;
- d) Commitment, Contribution and Integrity;
- e) Independence of the Director; &
- f) Independent Views and Judgement.

Based on the role, rights and responsibilities of Mrs. Purnima Singh Kamble as an Independent Director of the Company, her performance was evaluated as excellent by the Board of Directors.

In line with the Company's remuneration policy, Mrs. Purnima Singh Kamble will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors and reimbursement of expenses for participation in the Board and committee meetings and commission, if any, as may be determined by the Board of Directors and shareholders on the recommendation of the Nomination and Remuneration Committee within the overall limits under Companies Act, 2013. Details of remuneration paid to Independent Directors shall be disclosed as part of the Annual Report.

The Company has received a declaration from Mrs. Purnima Singh Kamble confirming that she meets the criteria of independence under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received consent from Mrs. Purnima Singh Kamble to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Mrs. Purnima Singh Kamble has also confirmed that she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI) or any other authority. In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a Member proposing the candidature of Mrs. Purnima Singh Kamble to be re-appointed as an Independent Director of the Company.

In the opinion of the Board of Directors, Mrs. Purnima Singh Kamble fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, for her re-appointment as an Independent Director of the Company and is independent of the Management. Her knowledge and experience will continue to be of immense benefit and value to the Company.

A copy of the draft letter of re-appointment of Mrs. Purnima Singh Kamble setting out the terms and conditions of re-appointment is available for inspection by the Members electronically. Members seeking to inspect the same can send an email to secretarial@balaxi.in.

Except Mrs. Purnima Singh Kamble, being the appointee, or her relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at Item No. 1.

Brief profile of Mrs. Purnima Singh Kamble, Independent Director of the Company, is given below:

Mrs. Purnima Singh Kamble joined the Board of Directors of the Company on March 26, 2021. Mrs. Purnima has more than 23 years of experience in the areas of corporate and commercial law including legal consultancy in foreign investment, infrastructure projects, joint ventures, merger and acquisition, capital structuring, land acquisitions, property related issues and civil and commercial litigation. She is currently a Partner at Fox Mandal's Hyderabad Office. She has been the Chairperson of IWN Telangana and has been recognised for her bespoke counsel as one of the top 100 Lawyers in India by Forbes in 2022. Mrs. Purnima has served on numerous corporate, educational, and non-profit boards. She holds a Bachelor's Degree in Law (LLB) and Commerce (B.Com) from University of Lucknow. Mrs. Purnima takes a keen interest in women related issues and works actively in matters related to Sexual Harassment at the workplace, on which she has conducted several workshops and training sessions with CII in the past three years. In addition, she is a member of Internal Complaints Committees of many Multinational Companies (MNCs).

The Board of Directors recommends the resolution set forth in Item No. 1 for approval of the Members by way of a Special Resolution.

Additional information in respect of Mrs. Purnima Singh Kamble, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2), is given as **Annexure – I** to this Notice.

By Order of the Board
For Balaxi Pharmaceuticals Limited

Udayan Shukla
(Company Secretary and Compliance Officer)
Membership No.: F11744

Date: February 01, 2023
Place: Hyderabad

Registered Office: Plot No. 409, H. No. 8-2-293, Maps Towers, 3rd Floor, Phase – III, Road No. 81, Jubilee Hills, Hyderabad (T.G.) – 500 096
CIN: L25191TG1942PLC121598
Website: www.balaxipharma.in
Email: secretarial@balaxi.in
Telephone: +91 40 23555300

Annexure – I

Details of Director seeking reappointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings

Sno.	Particulars	
1.	Name of the Director	Mrs. Purnima Singh Kamble
2.	DIN	00241708
3.	Date of Birth	January 30, 1972
4.	Age	51
5.	Date of first appointment on the Board	March 26, 2021
6.	Expertise in specific functional area	Corporate and Commercial Laws including legal expertise in Foreign Investment
7.	Qualifications	L.L.B from University of Lucknow B.Com from University of Lucknow
8.	Experience	Mrs. Purnima has more than 23 years of experience in the areas of corporate and commercial law including legal consultancy in foreign investment, infrastructure projects, joint ventures, merger and acquisition, capital structuring, land acquisitions, property related issues and civil and commercial litigation.
9.	Terms and Conditions of Reappointment	Reappointment as an Independent Director for second term of five years from March 26, 2023 to March 25, 2028.
10.	Directorship/ Committee Chairpersonship/ Committee Membership held in Listed Companies	Nil
11.	Directorship held in other Companies (excluding listed companies)	Schoolhouse Investment Managers Private Limited
12.	Chairpersonship/ Membership of the Committees of other Companies (excluding listed companies)	Nil
13.	Shareholding in the Company including Shareholding as a beneficial owner	Nil
14.	Relationships with other Directors/ KMPs	Not related to any Director/ KMPs
15.	Resignation from the directorship of listed companies in the past three years	None

16.	Number of meetings of the Board attended during the year	During the Current Financial Year (till the date of this notice), 5 meetings of the Board of Directors were held. Mrs. Purnima Singh Kamble attended all the meetings.
17.	Skills and Capabilities required for the role and the manner in which Mrs. Purnima Singh Kamble meets such requirements	<p>The Nomination and Remuneration Committee ('NRC') had identified amongst others, leadership and deep expertise in the areas of Corporate and Commercial Laws as the skills and capabilities for the role.</p> <p>Mrs. Purnima has more than 23 years of experience in the areas of corporate and commercial law including legal consultancy in foreign investment, infrastructure projects, joint ventures, merger and acquisition, capital structuring, land acquisitions, property related issues and civil and commercial litigation. Considering her rich experience of over 2 decades, Mrs. Purnima meets the requirements as laid down by the NRC.</p>
18.	Remuneration	Mrs. Purnima is paid remuneration by way of sitting fees for attending the meetings of the Board, reimbursement of expenses for participating in the meetings. For the Current Financial Year (till the date of this notice), Mrs. Purnima has been paid a sitting fee of Rs. 2,50,000/- (Rupees Two Lakh Fifty Thousand only).

By Order of the Board
For Balaxi Pharmaceuticals Limited

Date: February 01, 2023
Place: Hyderabad

Udayan Shukla
(Company Secretary and Compliance Officer)
Membership No.: F11744

Registered Office: Plot No. 409, H. No. 8-2-293, Maps Towers, 3rd Floor, Phase – III, Road No. 81, Jubilee Hills, Hyderabad (T.G.) – 500 096

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