

Balaxi Ventures 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, Telangana, India - 500096.

Website: www.balaxiventures.in | **Email:** secretarial@balaxiventures.in

Phone: +91 40 23555300

Notice of 76th Annual General Meeting

Notice is hereby given that the 76th Annual General Meeting of the Members of the Company Limited will be held on Wednesday, September 25, 2019 at the Registered office of the Company at Plot No.409, H.No. 8-2-293, MAPS Towers, 3rd Floor, Phase-III, Road No.81, Jubilee Hills, Hyderabad, Telangana, India -500096 at 09.30 AM to transact the following business:-

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year Ended March 31, 2019, 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. To appoint a Director in place of Mrs. Minoshi Maheshwari (DIN: 01575975) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Payment of Remuneration to Mr. Ashish Maheshwari (DIN: 01575984) Managing Director;

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 Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to Mr. Ashish Maheshwari (DIN: 01575984), Managing Director, for the remaining period of three years viz., from April 01, 2019 till May 03, 2022;

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Managing Director, subject to such other approvals as may be necessary;

RESOLVED FURTHER THAT save and except as aforesaid, the Resolution approved and passed by the

Members vide postal ballot dated July 06, 2017 with respect to the appointment of Mr. Ashish Maheshwari, as Managing Director shall continue to remain in full force and effect”

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorised to vary and/or revise the remuneration of Mr. Ashish Maheshwari, Managing Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.”

4. Payment of remuneration to Mrs. Minoshi Maheshwari (DIN: 01575975) Non Executive Director ;

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 Sections 196, 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Rules framed thereunder, (including any statutory modifications or re-enactment thereof, for the time being in force) and the Articles of Association of the Company and subject to such other approvals as may be necessary, the approval of the Members be and hereby accorded for the payment of the remuneration to Mrs. Minoshi Maheshwari (DIN: 01575975), Non Executive Director;

RESOLVED FURTHER THAT the terms of remuneration as set out in the Explanatory Statement of this Resolution shall be deemed to form part hereof and in the event of any inadequacy or absence of profits in any financial year or years, the aforementioned remuneration comprising salary, perquisites and benefits approved herein be continued to be paid as minimum remuneration to the Director, subject to such other approvals as may be necessary;

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee of Directors) be and is hereby authorized to vary and/or revise the remuneration of Mrs. Minoshi Maheshwari, Director within the overall limits under the Act and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors to give effect to the aforesaid Resolution.”

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

**NIDHIN JOSE
Company Secretary**

Place: Hyderabad

Date: 30.08.2019

Registered Office:

Plot No.409, H.No. 8-2-293, MAPS Towers,
3rd Floor, Phase-III, Road No.81,
Jubilee Hills, Hyderabad, Telangana-500096
Website: www.balaxiventures.in,
Email: secretarial@balaxiventures.in

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.

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 instrument of Proxy in order to be effective, should be deposited at the Registered Office or Corporate Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is enclosed herewith.

2. Revenue Stamp should be affixed on the Proxy Form. Forms which are not stamped are liable to be considered invalid. It is advisable that the Proxy holder's signature may also be furnished in the Proxy Form, for identification purposes.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act), in respect of businesses under item nos. 3 & 4 of the Notice, is annexed herewith. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, of the person seeking appointment/re-appointment as Director under item no. 2 of the Notice, are also annexed.
4. Members/Proxies should fill the Attendance Slip for attending the meeting and bring their Attendance Slip along with their copy of the annual report to the meeting.
5. Corporate members are requested to send a duly certified copy of the Board resolution/authority letter, authorizing their representative(s) to attend and vote on their behalf at the meeting.
6. The Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 and the Register of Director and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting (AGM).
7. All documents referred to in the notice are open for inspection at the registered office of the Company between 11:00 AM to 3:00 PM 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 meeting.
8. Members holding shares in dematerialised mode 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.
9. 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.

10. Voting through electronic means:

- a. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL).
- b. A member may exercise his vote at any general meeting by electronic means and Company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
- c. During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on the cut-off date i.e Wednesday, September 18, 2019 may cast their vote electronically.
- d. The e-voting period commences at 9:00 a.m. on Sunday, September 22, 2019 and ends at 5:00 p.m. on Tuesday, September 24, 2019. The e-voting module shall be disabled by CDSL for voting thereafter.
- e. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- f. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on the date of dispatch of notice.
- g. The Board of Directors at their meeting had appointed BVR & Associates, Practicing Company Secretaries as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

INSTRUCTIONS FOR E-VOTING:

- (i) The voting period begins at 9:00 a.m. on Sunday, September 22, 2019 and ends at 5:00 p.m. on Tuesday, September 24, 2019. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 18, 2019, 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) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 1. For CDSL: 16 digits beneficiary ID,
 2. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 3. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.

- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 as mentioned in instruction (iv).

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for ‘Balaxi Ventures Limited’ on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.

- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
- h. Since the Company is required to provide facility to the members to exercise their right to vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form and not casting their vote electronically, may cast their vote at the Annual General Meeting
 - i. The Scrutinizer shall, immediately after the conclusion of the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witness not in the employment of the Company and make not less than two days of the conclusion of the meeting, a consolidated Scrutinizers Report of the total votes cast in favor or against, if any, to the Chairperson or person authorized by him in writing who shall counter sign the same.
 - j. The Results shall be declared on or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.balaxiventures.in and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company.

11. Electronic copy of the Annual Report and Notice of the 76th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report and Notice of the 76th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
12. Pursuant to Sections 205A and 205C, and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/ unpaid dividend, for a period of seven years from the date they became due for payment, were required to be transferred to Investor Education and Protection Fund (IEPF). Sections 124 and 125 of the Act, read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules'), came into with effect from September 7, 2016, also contain similar provisions for transfer of such amounts to the IEPF. Accordingly, all unclaimed/unpaid dividend, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, have been transferred to the IEPF.
13. As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account notified by the Authority. The Company has sent individual notices to all the shareholders whose dividends are lying unpaid/unclaimed against their name for seven consecutive years or more and also advertised on the Newspapers seeking action from the shareholders. Shareholders are requested to claim the same as per procedure laid down in the Rules. In case the dividends are not claimed by the due date(s), necessary steps will be initiated by the Company to transfer shares held by the members to IEPF without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF.

In the event of transfer of shares and the unclaimed dividends to IEPF, shareholders are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Shareholders can file only one consolidated claim in a financial year as per the IEPF Rules.

Shareholders who have not yet encashed their dividend warrant(s) pertaining to the dividend for the financial year 2011-12 onwards for the Company, are requested to lodge their claims with the RTA.

14. Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with companies) Rules, 2012, the Company shall provide/host the required details of unclaimed dividend amounts referred to under Section 205 C(2) of the Companies Act, 1956 on its website and also in the Ministry of Corporate Affairs (MCA) website in the relevant form every year. The latest statement of Unclaimed Dividend details are hosted on the website of the company.
15. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made thereunder, Companies can serve annual reports and other communications through electronic mode to those members who have registered their e-mail address with the Company or with the Depository Participant(s). Members who have not registered their e-mail address with the Company are requested to register their e-mail address with the company. Members holding shares in demat form are

requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.

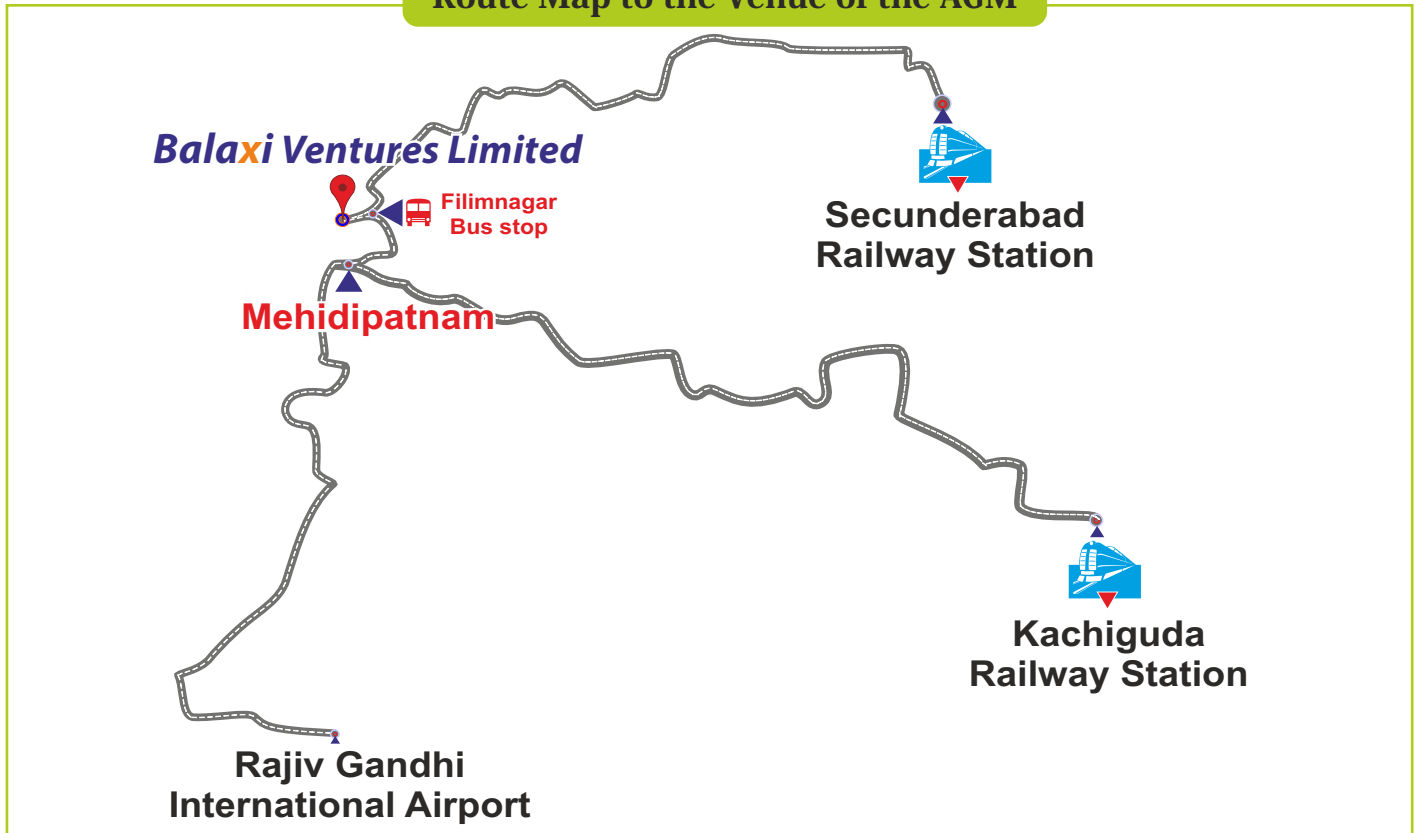
16. Shareholders who have multiple folios in identical names or in joint names in the same order are requested to intimate to the Company these folios, to enable the Company to consolidate all such shareholdings into one folio.
17. The Notice of AGM and the copies of audited Financial Statements, Directors' Report, Auditors' report etc. will also be displayed on the website (www.balaxiventures.in) of the Company.
18. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Company.
19. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or staying abroad or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participants and holdings should be verified.
20. Kindly register your email address and contact details with us, by writing to us addressed to the Secretarial Department at our Corporate office, or at our e-mail ID: **secretarial@balaxiventures.in** This will help us in prompt sending of notices, annual reports and other shareholder communications in electronic form.
21. Details of Director seeking reappointment as required under regulation 36 (3) of SEBI (LODR) regulation 2015 is included in the Directors report of the company.
22. As per Section 118(10) of the Companies Act, 2013 read with the Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India **"No gifts, gift coupons or cash in lieu of gifts shall be distributed to members at or in connection with the meeting"**.
23. Exclusive e-mail id for redressal of investor complaints
E-Mail ID: secretarial@balaxiventures.in

Compliance Officer: Nidhin Jose

Telephone No: 040 23555300

24. The route map of the venue for the Annual General Meeting is attached herewith and also available on the website of the Company.

Route Map to the Venue of the AGM



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No: 2

Additional information on Directors recommended for appointment as required under Regulation 36 of the SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 and Secretarial Standards (SS-2) in respect of Appointment/ Re-appointment of Directors:

Name of Director	Minoshi Maheshwari
Category	Non Executive Director
DIN	01575975
Date of Birth and Age	08.07.1972, 47 Years
Qualifications	B.Com (Hons)
Brief Resume along with nature of expertise	Mrs. Minoshi Maheshwari is a Business woman. She is a Commerce Graduate and is having more than 12 years business experience. She also holds Directorship in other Companies of Balaxi Group. She is having a vast experience in administration, trading, Pharma Sector and other allied business fields. She is one among the Co-founder of Balaxi Group
First Appointment on the Board	04/05/2017
Terms & Conditions of Appointment	Appointment under Director liable to retire by rotation

Remuneration Details	Refer Explanatory statement note 3&4
Relationship with other Directors/ Manager/KMP	Spouse of 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

Item No. 3 & 4: Special Resolution

The Members of the Company vide Postal Ballot dated July 06, 2017, had appointed Mr. Ashish Maheshwari as the Managing Director of the Company for a tenure of five years effective from May 04, 2017 to May 03, 2022. The appointment was done on a non remuneration basis by considering the financial position and accumulated losses of the company at that point of time. The company was able to wipe out its entire losses in previous financial year and was able to post a net profit of INR 1,96,59,300 as on March 31, 2019 under the leadership of Managing Director. Since the company is in the track of a continuous growth trajectory and Directors were actively engaged in the business development and fully dedicating their time for the company's growth, Board decided to grant the remuneration to Managing Director & Non Executive Director.

A. The approval of the Members pursuant to Section 197(1) of the Companies Act, 2013 as amended from time to time is now sought for the remuneration payable to Mr. Ashish Maheshwari as the Managing Director of the Company for the period from Financial Year 2019-20 till May 03 ,2022. The Remuneration details are set out below:

A. Fixed Compensation;

Basic Salary of INR 30,00,000/- per annum.

Variable allowance of INR 20,00,000/- per annum.

B. Commission; NIL

C: Perquisites;

- i. Accommodation; Free furnished residential accommodation or house rent allowance in lieu thereto with furnishings, gas, electricity, water and other amenities, Car(s) with driver,
- ii. Medical Reimbursement: Expenses incurred for the Managing Director and his family.
- iii. Leave Travel Concession: For self and his family, once a year, incurred in accordance with any rules specified by the Company
- iv. Leave as per Company's Rules as specified from time to time.
- v. Club Fees: Fees of clubs, subject to a maximum of two clubs. This will not include admission and life membership fees
- vi. Personal Accident Insurance: Premium on Personal Accident Policy.
- vii. Gratuity payable shall be calculated as per the provisions of 'The Payment of Gratuity Act, 1972'

- viii. Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act, 1961.
 - ix. Reimbursement of medical expenses incurred in India or abroad including hospital charges and other perquisites, allowances and benefits including but not restricted to reimbursement of expenses of servants, telephones, entertainment expenses, leave travel including foreign travel for self and family, fees of clubs, personal accident insurance, etc and any other perquisites, allowances benefits as may be sanctioned by the Board from time to time.
 - x. The perquisites, allowances and benefits as may be sanctioned by the board from time to time. The perquisites shall be evaluated as per actual cost or the income tax rules as applicable.
- B.** The approval of the Members pursuant to Section 197(1) of the Companies Act, 2013 as amended from time to time is now sought for the remuneration payable to Mrs. Minoshi Maheshwari as the Non Executive Director of the Company. The proposed remuneration shall be payable as minimum remuneration as long as she holds the office of non executive director. The Remuneration details are set out below:
- A. Fixed Compensation;**
Basic Salary of INR 18,00,000/- per annum.
Variable allowance of INR 12,00,000/- per annum.
- B. Commission; NIL**
- C: Perquisites;**
- i. Accommodation; Free furnished residential accommodation or house rent allowance in lieu thereto with furnishings, gas, electricity, water and other amenities, Car(s) with driver,
 - ii. Medical Reimbursement: Expenses incurred for the Managing Director and his family.
 - iii. Leave Travel Concession: For self and his family, once a year, incurred in accordance with any rules specified by the Company
 - iv. Leave as per Company's Rules as specified from time to time.
 - v. Club Fees: Fees of clubs, subject to a maximum of two clubs. This will not include admission and life membership fees
 - vi. Personal Accident Insurance: Premium on Personal Accident Policy.
 - vii. Gratuity payable shall be calculated as per the provisions of 'The Payment of Gratuity Act, 1972'
 - viii. Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent that these either singly or put together are not taxable under the Income Tax Act, 1961.
 - ix. Reimbursement of medical expenses incurred in India or abroad including hospital charges and other perquisites, allowances and benefits including but not restricted to reimbursement of expenses of

servants, telephones, entertainment expenses, leave travel including foreign travel for self and family, fees of clubs, personal accident insurance, etc and any other perquisites, allowances benefits as may be sanctioned by the Board from time to time.

The perquisites, allowances and benefits as may be sanctioned by the board from time to time. The perquisites shall be evaluated as per actual cost or the income tax rules as applicable.

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

I. General Information:

- 1) Nature of Industry: International Wholesale Trading
- 2) Date or expected date of commencement of commercial production: The Company had commenced its operations on September, 2018 onwards.
- 3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable.
- 4) Financial performance based on given indicators:

(INR In lakhs)

Particulars	Year ended March 31, 2019	Year ended March 31, 2018
Income from Operations and other Income	1440.43	0.004
Operating Profit (before interest, depreciation and tax)	244.28	(0.77)
Profit/(Loss)before Tax	243.94	(0.77)
Profit/(Loss) after Tax	196.59	(0.77)

- 5) Foreign investments or collaborators, if any: Not Applicable

II. Information about Appointee:

1. Background Details;

The Members of the Company vide Postal Ballot dated July 06, 2017, had appointed Mr. Ashish Maheshwari as the Managing Director of the Company for a tenure of five years effective from May 04, 2017 to May 03, 2022. The appointment was done on a non remuneration basis by considering the financial position and accumulated losses of the company at that point of time.

The company was able to wipe out its entire losses in previous financial year and was able to post a net profit of INR 1,96,59,300 as on March 31, 2019 under the leadership of current Directors. Since the company is in the track of a continuous growth trajectory and Directors were actively engaged in the business development and fully dedicating their time for the company’s growth, Board decided to grant the remuneration to Managing Director & Non Executive Director.

2. Past Remuneration: None of the above directors has drawn any salary from the company from the date of appointment.
3. Recognition or awards; Not applicable.
4. Job Profile and suitability:

Mr. Ashish Maheshwari, Managing Director has been looking after the overall affairs and operations of the Company under the supervision and control of the Board of Directors. He is involved in policy planning, vision and strategy and long term development activities of the Company. He has been instrumental in taking the Company from accumulated losses to its present position. Within 7 months of commencement of commercial operations under the new management, the company has been able to wipe out entire accumulated loss of INR 148.54 Lakhs and post a positive net worth of INR 352.06 Lakhs.

Mrs. Minoshi Maheshwari was also involved in the overall supervision of the company and actively engaged in the providing guidance to the company. She along with the Managing Director were actively engaged in the business development and fully dedicating their time for the company's growth.

5. Remuneration proposed: Detailed in above paragraphs
6. Comparative remuneration policy with respect to industry, size of the company, profile of the position and person:

The remuneration as proposed of Mr. Ashish Maheshwari and Mrs. Minoshi Maheshwari were comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and its group and diverse nature of its businesses. Moreover the proposed remuneration is standard by comparing the growth trajectory and business model of the company.

7. Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Mr. Ashish Maheshwari and Mrs. Minoshi Maheshwari are the promoter directors of the company and Mr. Ashish Maheshwari is the husband of Mrs. Minoshi Maheshwari. Both directors together holds 2,86,354 equity shares of the company.

III. Other information:

- (1) Reasons of loss or inadequacy of profits: The company has been able to wipe out entire accumulated loss of INR 148.54 Lakhs within 7 months of operations and posted a PBT of INR 243.94 Lakhs as on March 31, 2019. The accumulated losses were due to the operational cost of the company.
- (2) Steps taken or proposed to be taken for improvement:

The total revenue of the company including other income increased from INR 0.03 Lakhs in the previous year to INR 1440 Lakhs in the current year. Profit before tax (PBT) increased from INR (76) lakhs in the previous year to INR 243 Lakhs in the current year. Similarly, Profit after tax (PAT) increased from INR (76) lakhs in the previous year to INR 196 Lakh in 2018-19. The company is presently in a constant growth trajectory and is also increasing its product line by including FMCG

products in addition to the existing product line of Pharmaceuticals and builder's hardware.

(3) Expected increase in productivity and profits in measurable terms:

The Company has taken various initiatives to increase its financial performance by including more products and is also keeping constant efforts to increase the international market share. The company is expecting an increase of 25% growth in profits on Year on Year basis. Further measurable terms are provided in the above point no (2)

V. Disclosures:

1. Remuneration package of the managerial person: Fully described in the explanatory statement as stated above. The details regarding remuneration policy and appointment details etc are mentioned in the Boards Report to this Annual Report.

None of the other Directors and Key Managerial Personnel or their relatives is, in any way, concerned or interested, financially or otherwise than said in the resolution. The Board recommends the Special resolution as set out in Item No. 3 & 4 of this Notice for your approval.

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

Place: Hyderabad
Date: 30.08.2019

**NIDHIN JOSE
Company Secretary**

Registered Office:

Plot No.409, H.No. 8-2-293, MAPS Towers,
3rd Floor, Phase-III, Road No.81,
Jubilee Hills, Hyderabad, Telangana-500096
Website: www.balaxiventures.in,
Email: secretarial@balaxiventures.in.
Phone:040-23555300

Balaxi Ventures 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, Telangana, India - 500096.

Website: www.balaxiventures.in | **Email:** secretarial@balaxiventures.in

Phone: +91 40 23555300

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 VENTURES LIMITED

Registered office:

Plot No.409, H.No. 8-2-293, Maps Towers, 3rd Floor, Phase-III, Road No. 81,
Jubilee Hills, Hyderabad, Telangana, India - 500096.

Name of the member (s) : _____

Registered address : _____

E-mail Id: _____

Folio No/ Client Id : _____

DP ID : _____

I/We, being the holder(s) of _____ shares of BALAXI VENTURES LIMITED, 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: _____

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 76th Annual general meeting held on Wednesday, September 25, 2019 at the Registered office of the Company at 41 Plot No.409, H.No. 8-2-293, MAPS Towers, 3rd Floor, Phase-III, Road No.81, Jubilee Hills, Hyderabad, Telangana, India - 500096 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NO	RESOLUTIONS	*OPTIONAL	
		For	Against
ORDINARY BUSINESS			
1.	Adoption of Financial Statements for year ended March 31, 2019		
2.	To appoint a Director in place of Mrs. Minoshi Maheshwari (DIN: 01575975), who retires by rotation, and being eligible, offers herself for reappointment.		
SPECIAL BUSINESS			
4.	Payment of remuneration to Mr. Ashish Maheshwari (DIN: 01575984) Managing Director; Special Resolution		
5.	Payment of remuneration to Mrs. Minoshi Maheshwari (DIN: 01575975) Non Executive Director ; Special Resolution		

Signed this _____ day of _____ 2019

Signature of Share holder

Signature of Proxy holder(s)

Affix Revenue Stamp

NOTE : The proxy in order to be effective should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than FORTY-EIGHT hours before the time for holding the aforesaid meeting.

*It is optional to put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the 'for' or 'against' column blank against any resolution(s), your proxy will be entitled to vote in the manner he/she thinks appropriate

Balaxi Ventures 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, Telangana, India - 500096.

Website: www.balaxiventures.in | Email: secretarial@balaxiventures.in

Phone: +91 40 23555300

ATTENDANCE SLIP

Name & Address of the Shareholder	Master Folio Number	Number of Shares Held

I hereby record my presence at the SEVENTY-SIXTH ANNUAL GENERAL MEETING of the Company held at the Registered Office of the Company at Plot No.409, H.No. 8-2-293, MAPS Towers, 3rd Floor, Phase-III, Road No.81, Jubilee Hills, Hyderabad, Telangana, India -500096 on September 25, 2019 at 09.30 A.M.

Signature of attending Member or Proxy:

