

# Balaxi Ventures Limited

(Formerly known as The Anandam Rubber Company 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, India-500096, **Tel:**+914023555300

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

## EXTRAORDINARY GENERAL MEETING NOTICE

Notice is hereby given that an Extraordinary General Meeting ("EGM") of the Members of the Balaxi Ventures Limited ("Company") will be held on Friday, July 12, 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 9.30 AM to transact the following business:-

### Special Business:

#### 1. ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS;

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

**"RESOLVED THAT** pursuant to Sections 42 & 62(1)(C) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment thereof read with Companies (Prospectus and Allotment of Securities) Rules, 2014 & Companies (Share Capital & Debentures) Rules, 2014 read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("ICDR"), SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011, SEBI (listing obligation & Disclosure Requirements) Regulations 2015 and subject to the provisions of the Foreign Exchange Management Act, 1999, ("FEMA"), the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 and any other rules, regulations notified under FEMA and circulars issued under FEMA, directions issued by the Reserve Bank of India, any other law, rules and regulations (including any amendments thereto or re-enactments thereof for the time being in force) as may be applicable and in accordance with the provisions of the Articles of Association of the Company and subject to all necessary approvals, permissions, and /or sanctions of as may be required from Stock Exchange and other appropriate authorities, if any, and subject to such conditions and modifications, as may be prescribed by any of them in granting such approvals, permissions and /or sanctions which the Board of Directors of the Company may accept and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion the consent, authority and approval of members of the Company be and is hereby given to the Board of Directors of the Company to create, offer, issue, and allot upto 69,60,000 (Sixty Nine Lakh Sixty Thousand) Equity Shares of the company of the face value of ₹ 10/- (Rupees Ten only) each at a price of ₹ 26/- (Rupees Twenty Six only) including a premium of ₹16/- (Rupees Sixteen Only) per Equity

shares aggregating to ₹18,09,60,000/- (Rupees Eighteen Crores Nine Lakhs Sixty Thousand) on preferential basis to the investors named below ("Investors"), at such time or times and on such terms and conditions and in such manner as may be decided by the Board in this connection."

SL No.	Name of Investors	No. of Equity Shares proposed to be allotted
1	Balaxi Overseas Private Limited	49,99,964
2	Mr. Ashish Maheshwari	60,036
3	Elara India Opportunities Fund Limited	9,50,000
4	Marshal Global Capital Fund Limited	9,50,000
Total Number of Shares offered		69,60,000

**"RESOLVED FURTHER THAT** Equity Shares shall be issued and allotted by the company to the above mentioned investors, inter alia, subject to the following:

- The Equity Shares shall be allotted within such period as specified under ICDR Regulation and shall be made fully paid up at the time of allotment.
- The Equity Shares allotted to the Allottees shall rank pari-passu with the existing Equity Shares of the Company in all respects.
- The Equity Shares allotted on a preferential basis shall remain locked-in in accordance with the provisions of the ICDR Regulations.
- The Equity shares to be issued and shall be allotted in dematerialized form.
- The Board be and is hereby authorized to accept any modifications(s) to or modify the terms of issue of Equity Shares, subject to the provisions of the Companies Act 2013 and ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company. "

**"FURTHER RESOLVED THAT** in accordance with the provisions of Chapter V of the ICDR Regulations, the relevant date shall be Wednesday, June 12, 2019, being the date 30 (thirty) days prior to the date of passing of this Resolution by the Members of the Company."

**"FURTHER RESOLVED THAT** the Company hereby takes note of the certificate from the Statutory Auditor of the Company certifying that the above issue of the Equity Shares is being made in accordance with the ICDR Regulations."

**"FURTHER RESOLVED THAT** consent of the members is hereby accorded to the Managing Director/Key Managerial Personnel authorized by him of the company to Issue and Circulate Private Placement offer letter in Form No. PAS-4 together with an application form to the proposed Investors recorded for this Preferential Issue."

**"FURTHER RESOLVED THAT** the monies received by the Company from the Subscribers for application of the Equity Shares pursuant to this Preferential Issue shall be kept by the

Company in a Separate Bank Account and shall be utilized by the Company in accordance with the Companies Act, 2013.”

“**FURTHER RESOLVED THAT** for the purpose of giving effect to any offer, issue, allotment of the Equity Shares, the Board, Managing Director of the Company and/or Company Secretary, be and are hereby jointly and severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary and desirable for such purpose, including without limitation, preparing, signing, executing, and filing applications with the appropriate authorities for obtaining requisite approvals for the issuance of the Equity Shares, as may be required, issuing clarifications on the issue and allotment of the Equity Shares, resolving any difficulties, effecting any modifications, changes, variations, alterations, additions and/or deletions to the foregoing conditions as may be required by any regulator, or other authorities or agencies involved in or concerned with the issue of the Equity Shares and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the members or otherwise.”

“**FURTHER RESOLVED THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company.”

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

**Nidhin Jose  
Company Secretary**

**Place:** Hyderabad

**Date:** 19.06.2019

**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](http://www.balaxiventures.in),  
Email: [secretarial@balaxiventures.in](mailto:secretarial@balaxiventures.in).  
Phone:040-23555300

**Notes:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than 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.
2. A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the meeting.
3. The relevant Statement pursuant to the provisions of Section 102 (1) of the Companies Act,2013 in respect of the special business item is annexed hereto.
4. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
5. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
6. Members/Proxies should fill in the attendance slip for attending the meeting and carry the same to the meeting.
7. The Board of Directors, at their meeting held on June 19, 2019, has appointed M/s BVR & Associates, Practicing Company Secretaries LLP, as Scrutinizer for conducting the e-voting and poll process in a fair and transparent manner.
8. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are annexed to this Notice. The Company is also pleased to provide the facility of remote e-voting to all members as per the applicable regulations relating to e-voting. The e-voting instructions have been given below explaining the process of remote e-voting with necessary User ID and Password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue.
9. Please note that the Members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not

vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.

10. A Member cannot exercise his vote by proxy on e-voting.
11. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, July 05, 2019. Any person who is in receipt of this notice but is not a member as on the cut-off date should treat this notice for information purpose only.
12. Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of Notice of this Extra-Ordinary General Meeting and holds shares as on the cut-off date i.e. Friday, July 05, 2019 may obtain the login ID and password by sending a request to company secretary at [secretarial@balaxivenutres.in](mailto:secretarial@balaxivenutres.in). However, if such person is already registered with M/s. Central Depository Services (India) Limited, for remote e-voting, they may use their existing User ID and Password for casting their vote.
13. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
14. The particulars as required by Rule 20 of the Companies (Management and Administration) Rules, 2014 shall be published through an advertisement in the following One National Daily and a local daily newspapers having wide circulation in the district where the registered office of the Company is situated.
15. The Scrutinizer will submit his report to the Managing Director/any other Director/Key Managerial Personnel authorised on this behalf after the completion of scrutiny, and the result of the voting will be announced by Managing Director/any other Director/Key Managerial Personnel of the Company duly authorized within forty eight hours from the conclusion of the meeting at the registered office of the Company and will also be displayed on the Company's website [www.balaxiventures.in](http://www.balaxiventures.in) and communicated to the Depositories, Stock Exchange.
16. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing companies to send documents to their shareholders in the electronic mode. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, Companies are permitted to serve communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository.

To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the Registrar and Share Transfer Agent of the Company and register their email ID. Members holding shares in demat form are requested to register/update their email address with their Depository Participant(s) directly. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.

17. Members may also note that this notice will be available on the Company's website: [www.balaxiventures.in](http://www.balaxiventures.in) relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members 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 all working days (Excluding Saturdays, Sundays and Holidays) from 11.30 A.M. to 4.00 P.M. till the date of EGM.
18. The Notice is also placed on the website of the Company: [www.balaxiventures.in](http://www.balaxiventures.in) and the website of CDSL on [www.evotingindia.com](http://www.evotingindia.com).

#### **Instructions for E-Voting:**

In compliance with the provisions of Sections 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternative, for its shareholders to enable them to cast their vote electronically. The e-voting facility is being provided through e-voting services provided by CDSL. The instructions for members for voting electronically are as under:

1. The voting period begins on 9.00 AM on Tuesday, July 09, 2019 (9.00 a.m. IST) and ends on 5.00 PM Thursday, July 11, 2019 (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 (record date) of Friday, July 05, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - i. Click on Shareholders.
  - ii. Now Enter your User ID
  - iii. For CDSL: 16 digits beneficiary ID,
  - iv. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - v. 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](http://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> <p>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.</p> <p>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.</p>
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> <p>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).</p>

- 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 relevant for '**Balaxi Ventures Limited**'.
- 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.
- (i) 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 also download the said app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (ii) **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](http://www.evotingindia.com) and register themselves as Corporate.
  - 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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (iii) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Contact Details:**

**Company:**

Company Secretary  
Balaxi Ventures Limited  
Plot No.409, H,No: 8-2-293,  
MAPS Towers, 3rd Floor,  
Phase-III, Road No: 81, Jubilee Hills,  
Hyderabad, Telangana, India, 500 096  
Email: [secretarial@balaxiventures.in](mailto:secretarial@balaxiventures.in)  
Phone: 040 23555300

**Registrar and Transfer Agent:**

S.K.D.C. Consultants Limited  
Kanapathy Towers, 3rd Floor,



1391/A1, Sathy Road, Ganapathy,  
Coimbatore – 641 006  
Email:info@skdc-consultants.com  
Phone: +91 422 4958995,

**E-Voting Agency :**

Central Depository Services (India) Ltd.  
Email: helpdesk.evoting@cdslindia.com  
Phone: +91-22-22723333/8588

**Scrutinizer :**

BVR & Associates, Practicing Company Secretaries LLP  
Swastika ` ,Chitteth House, Ponnuranni East ,  
PC road, Vyttila, Kerala-682019  
Email: [yogi@directus.co.in](mailto:yogi@directus.co.in)  
Phone: 91-9895630786

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”)**

**1: ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS;**

The Company proposes to raise an amount of ₹18,09,60,000/- (Rupees Eighteen Crores Nine Lakhs Sixty Thousand) by making allotment of 69,60,000 (Sixty Nine Lakh Sixty Thousand) Equity Shares of ₹10/- (Rupees Ten only) at a price of ₹ 26/- (Rupees Twenty Six only) including a premium of ₹16/- (Rupees Sixteen Only) on a preferential basis, which has been approved by the Board of Directors of the Company at its meeting held on Wednesday, June 19, 2019.

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act 2013 as well as under the ICDR Regulations.

Therefore, in terms of the Companies Act 2013 and ICDR Regulations, consent of the members is being sought for the issue and allotment of 69,60,000 (Sixty Nine Lakh Sixty Thousand) Equity Shares of ₹10/- (Rupees Ten only) at a price of ₹ 26/- (Rupees Twenty Six only) including a premium of ₹16/- (Rupees Sixteen Only) on a preferential basis to the Allottees, entitling the Allottees to subscribe to and be allotted the Equity Shares.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014, Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 of Companies Act, 2013 and Regulation 163 of the ICDR Regulations, the relevant disclosures / details are given below:

**a. Objects of the Preferential Issue:**

The Company shall utilize the proceeds from the preferential issue to meet the capital adequacy requirements to support the future business growth and also to fund international business expansion plans of the company and to invest in the Company's subsidiaries, if any.

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

**b. Maximum number of shares or other securities to be issued;**

The resolution set out in the accompanying notice authorizes the Board to issue up to 69,60,000 (Sixty Nine Lakh Sixty Thousand) Equity Shares on preferential basis.

**c. Pricing of the Issue, Basis of Pricing and Relevant Date:**

The price of the Equity Shares to be issued is fixed at ₹ 26 (Rupees Twenty Six only) (including a premium of ₹16/- (Rupees Sixteen only) per equity share each in accordance with the price determined in terms of Regulation 165 of the (ICDR) Regulations.

The Company is listed on National Stock Exchange of India Limited and the Equity Shares of the Company are under the infrequently traded category. Therefore, price of the Issue Shares has been calculated in accordance with the Regulation 165 of Chapter V of the SEBI (ICDR) Regulations, 2018 and based on the Independent Valuation report submitted by Mr. Vikash Goel, Independent Valuer.

**Name of Valuer:** Mr. Vikash Goel (Valuer registration no: IBBI/RV/01/2018/10339)

**Address:** Diamond city North, 11-5C, 68 Jessore Road, Kolkata - 700 055

The "Relevant Date" in terms of Regulation 161 of the SEBI (ICDR) Regulations shall be Wednesday, June 12, 2019, being the date 30 (Thirty) days prior to the date of proposed Extraordinary General Meeting which is July 12, 2019 to approve the proposed preferential issue.

Independent Valuation report obtained from the independent valuer confirming the minimum price for the preferential issue under chapter V of SEBI (ICDR) Regulations, 2018 and the calculation thereof, will be made available for inspection at the registered office of the Company between 11.30 a.m to 4.00 p.m on all working days (Expect Saturday and Sunday) upto the date of EGM .

**d. Intention of promoters / directors / key managerial personnel to subscribe to the offer:**

The Existing Promoters of the company are intending to subscribe 50,60,000 Equity Shares in the proposed offer. None of the other Directors/Key Managerial Personnel is intended to take part in the current issue.

**e. Names and Identities of the proposed allottees and the percentage of post-preferential offer capital that may be held by them, if any**

Identity of Proposed Preferential Allottee	Category	Pre Issue No of shares	Pre Issue % holding	Equity shares proposed to be allotted	Post Issue No of shares	Post Issue % holding	Ultimate Beneficial Ownership and/or who ultimately control
Balaxi Overseas Private Limited	Promoter	20,00,036	65.79	49,99,964	70,00,000	70.00	Mr. Ashish Maheshwari and Mrs. Minoshi Maheshwari directly exercise full control, sole and absolute decision making over the Balaxi Overseas Pvt Ltd (BOPL) and also jointly owns majority Shareholding in the BOPL.  Mr. Ashish Maheshwari and Mrs. Minoshi Maheshwari are the Ultimate beneficial owners and who controls the BOPL.
Mr. Ashish Maheshwari	Promoter Group	1,20,738	3.97	60,036	1,80,774	1.81	Not Applicable
Elara India Opportunities Fund Ltd	Non Promoter (FPI-Category II)	NIL	NIL	9,50,000	9,50,000	9.50	The management share holder of Elara India Opportunities Fund Ltd is Elara Capital PLC. Mr. Rajendra Bhatt holds majority of shares of Elara Capital PLC.
Marshal Global Capital Fund Ltd	Non Promoter (FPI-Category II)	NIL	NIL	9,50,000	9,50,000	9.50	Marshal Advisors Limited is the controlling shareholder of Marshal Global Capital Fund Limited, owning 100% of the management shares and having the voting rights. Marshal Advisors Limited is fully owned by Lumen Capital Fund Pte. Ltd, which is a company registered in Singapore and whose beneficial owner is Mr Murty R Nuni

f. The pre issue and post issue shareholding pattern of the Company\*:

SR.NO.	CATEGORY	PRE ISSUE		POST ISSUE	
		NO. OF SHARES HELD	% OF SHARE HOLDING	NO. OF SHARES HELD	% OF SHARE HOLDING
<b>A</b>	<b>Promoters' holding :</b>				
1	Indian :				
	Individual	226318	7.44	286354	2.86
	Bodies Corporate	2000036	65.79	7000000	70.00
	<b>Sub Total</b>	<b>2226354</b>	<b>73.24</b>	<b>7286354</b>	<b>72.86</b>
2	Foreign Promoters				
	<b>Sub Total (A)</b>	<b>2226354</b>	<b>73.24</b>	<b>7286354</b>	<b>72.86</b>
<b>B</b>	<b>Non-Promoters' holding:</b>				
1	Financial Institutions/Banks	2632	0.09	2632	0.03
	Central Govt. / State Govt. (IEPF Authority)	5284	0.17	5284	0.05
	Foreign Portfolio Investors	0	0	1900000	19.00
2	Non-Institution Investors	0	0	0	0
	Directors & Relatives	0	0	0	0
	Indian Public	773092	25.43	773092	7.73
	Others (Including NRIs)	14052	0.46	14052	0.14
	Bodies Corporate	18586	0.61	18586	0.19
	<b>Sub Total (B)</b>	<b>813646</b>	<b>26.76</b>	<b>2713646</b>	<b>27.14</b>
	<b>Total (A+B)</b>	<b>3040000</b>	<b>100.00</b>	<b>10000000</b>	<b>100.00</b>

\*As per the data available as on 14.06.2019

**g. Disclosures specified in Schedule VI, if the issuer or any of its promoters or directors is a wilful defaulter:**

Not applicable as none of the promoters or Directors is a wilful defaulter.

**h. Change in Control:**

The Preferential Allotment to the allottees will not result in any change in the control and management of the Company.

**i. Proposed time within which the allotment shall be completed:**

As required under the (ICDR) Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 (fifteen) days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of Equity Shares would require any approval(s) from any regulatory authority or the Central Government, within 15 (fifteen) days from the date of such approval(s), as the case may be.

**j. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:**

During the year, no preferential allotment has been made to any person.

**k. Terms of Issue;**

The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

**l. Lock in period:**

The shares to be allotted on preferential basis to the investors shall be subject to the Lock-in periods as applicable in accordance with Regulation 167 of Chapter V of ICDR.

**m. Auditor's certificate:**

The auditor's certificate required under Regulation 163(2) of the SEBI ICDR Regulations certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations shall be placed before the general meeting of the shareholders.

Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days (excluding Saturdays, Sundays and Holidays) from 11.30 A.M. to 04.00 P.M. till the date of EGM.

**n. Undertaking**

- a. The Company hereby undertakes that it shall re-compute the price of the specified securities in terms of the provisions of the SEBI ICDR Regulations where it is required to do so.
- b. The Company also undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR

Regulations, the specified securities shall continue to be locked in till the time such amount is paid by the allottees.

- c. The Company is also in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the recognised stock exchange where the equity shares of the issuer are listed.

The present Promoter/promoter Group are concerned or interested in the said resolution to the extent of the Equity Shares presently held by them and proposed to be allotted in the current preferential issue.

None of the other Directors or Key Managerial Personnel of the Company including their relatives / associates is concerned or interested in the said Resolution except to the extent of the Equity Shares presently held by them in the Company.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, recommends the resolution for your approval.

Place: Hyderabad  
Dated: 19.06.2019

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

**Nidhin Jose**  
**Company Secretary**

# Balaxi Ventures Limited

(Formerly known as The Anandam Rubber Company 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, India-500096, **Tel:**+914023555300

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

## ATTENDANCE SLIP

DPID/ CLIENT ID : \_\_\_\_\_

Registered Folio No. \_\_\_\_\_

No of Shares : \_\_\_\_\_

Name(s) and address of the Shareholders/Proxy in Full:

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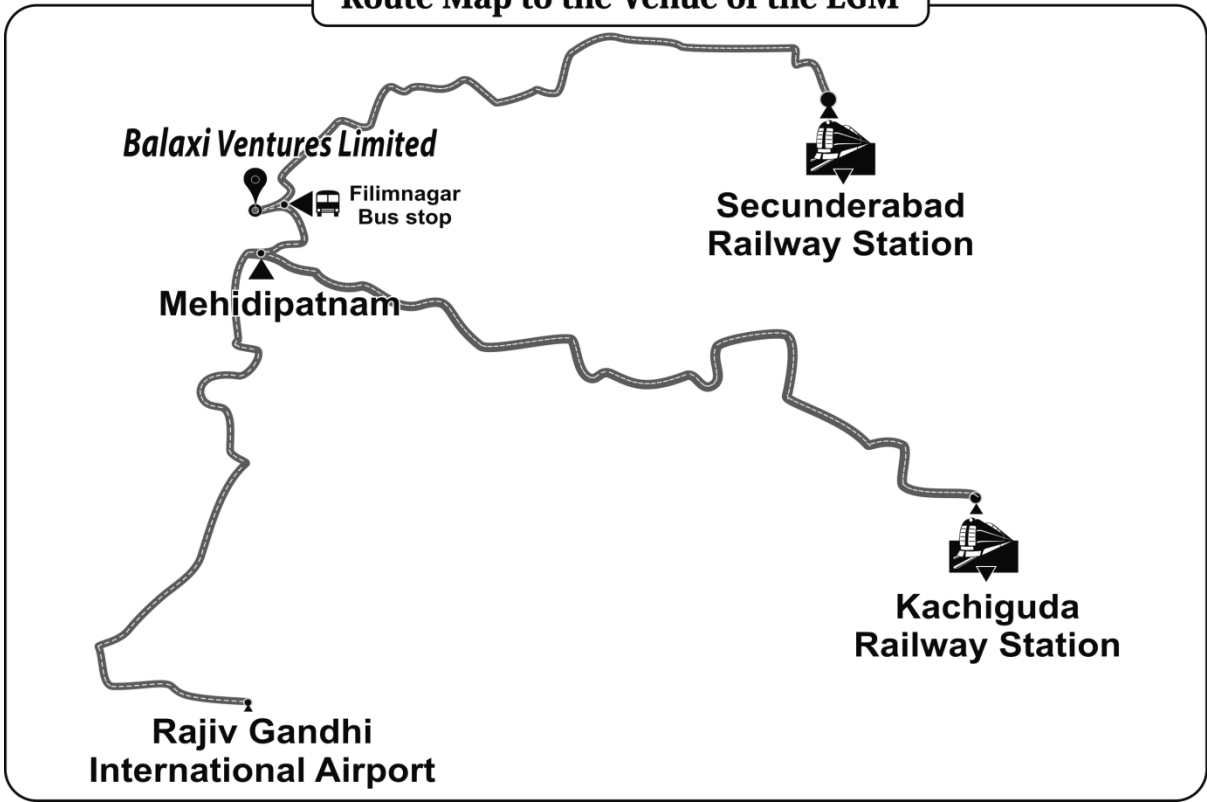
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I, Certify that I am a Shareholder/ Proxy of the Shareholder of the Company. I/We hereby accord my/our presence at the Extraordinary General Meeting of the Company being held the Registered Office of the Company at Plot No.409, H.No. 8-2-293, MAPS Towers, 3rd Floor, Phase-III, Road No.81, Jubilee Hills, Hyderabad, Telangana, India -500096 on July 12, 2019 at 9.30 A.M.

\_\_\_\_\_  
Signature of the Shareholder/Proxy

**NOTE : Please fill in the Attendance Slip and hand it over at the entrance of the Hall.**

**Route Map to the Venue of the EGM**





# Balaxi Ventures Limited

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## PROXY FORM

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

<b>CIN:</b>	L25191TG1942PLC121598
<b>Name of the company:</b>	Balaxi Ventures Limited
<b>Registered office:</b>	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:**

**Email Id:**

**Folio No./Client Id:**

**DP ID:**

I/We, being the holder(s) of \_\_\_\_\_ shares of Balaxi Ventures Ltd, hereby appoint

**1. Name:**

**Address:**

**E- mail Id:**

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

**2. 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 Extraordinary General Meeting of the Company being held 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 July 12, 2019 at 9.30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	RESOLUTIONS	*Optional	
		For	Against
<b>SPECIAL BUSINESS</b>			
<b>1</b>	<b>ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS;</b>		

Signed this..... day of..... 2019

Affix Revenue  
Stamp

Signature of shareholder

Signature of Proxy holder(s)

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**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