

Balaxi Ventures Limited

(Formerly known as The Anandam Rubber Company Limited)

March 17, 2018

To,
Listing Department,
National Stock Exchange of India Limited.
Exchange Plaza, Plot No C/1, G Block, Bandra Kurla Complex,
Bandra (E), Mumbai-400051

Stock Code: **BALAXI**

Sub: Postal Ballot Notice-Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir,

In continuation to our intimation dated February 12, 2018 and pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find the enclosed herewith copy of Postal Ballot Notice and Postal Ballot Form, approved by the Board of Directors.

The Postal Ballot Notice, along with other documents, shall be sent to all the shareholders whose names appearing in the Register of Members / Beneficial Owners received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on March 16, 2018 (Cut-off date), seeking their approval as set out in the Notice.

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members. The voting through postal ballot and through e-voting will commence from Thursday, March 22, 2018, (9:00 Hours IST) and shall end on Friday, April 20, 2018 (17:00 Hours IST).

This is for your information and record.

Yours Faithfully,
For, **Balaxi Ventures Limited,**



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, India - 500096.
CIN: L25191TG1942PLC121598
Phone: +91 40 23555300 | Email: info@balaxiventures.in
Website: www.balaxiventures.in

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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

POSTAL BALLOT NOTICE

[Notice Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') or any amendment thereof, read together with the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution(s) as set out in this notice, are proposed to be passed by the Members through postal ballot / electronic voting (e-voting).

The Board of Directors ("the Board") of the Company have appointed BVR & Associates, Practicing Company Secretaries LLP, as the Scrutinizer in accordance with the provisions of the Act & Rules, for conducting the postal ballot / e-voting process in a fair and transparent manner. Members desirous to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed Postage prepaid self-addressed Business Reply Envelope. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) shall also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 PM (IST) on Friday, April 20, 2018 to be eligible for being considered, failing which, it will be treated as if no reply has been received from the Member.

In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the provisions of Section 108, 110 of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is also providing e-voting facility to its members to enable them to cast their votes electronically instead of depositing/dispatching Postal Ballot Form(s). Members desirous to opt for e- voting are requested to read the instructions in the Notes under the section 'Voting through electronic means'. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for the purpose of providing e-voting facility to all its Members. Members have the option to vote either through e-voting or through Postal Ballot Form. Reference to postal ballot(s) in this Postal Ballot Notice also includes, votes received electronically and also includes, postal ballot form along with postage prepaid self-addressed Business Reply Envelope.

The Scrutinizer shall submit his report to the Board after the completion of the scrutiny of the postal ballots. The results of postal ballot shall be declared after 5:00 P.M. (IST) on Friday, April 20, 2018 and shall be communicated to the Stock Exchanges where the shares of the Company are listed. The results shall also be displayed on the Company's website at www.balaxiventures.in & on CDSL's website at www.evotingindia.com. The Resolution(s), if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed postal ballot forms/e-voting i.e. Friday, April 20, 2018 .

RESOLUTIONS:

ITEM NO: 1

ISSUE OF EQUITY SHARES ON A PREFERENTIAL BASIS;

To consider and if thought fit, to pass, 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, 2009 ("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, 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 up to 2,00,00,000 (Two Crores) Equity Shares of the company of the face value of Rs.10/- (Rupees Ten only) each at a price of Rs. 15/- (Rupees Fifteen) including a premium of Rs.5/- (Rupees Five Only) per Equity shares 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	14220124
2	Mr. Ashish Maheshwari	397662
3	Mrs. Minoshi Maheshwari	412820
4	Mr. Amol Anand Mantri	591794

5	Elara India Opportunities Fund Limited	2188800
6	Marshal Global Capital Fund Limited	2188800
Total Number of Shares		2,00,00,000

“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.
- 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 VII of the ICDR Regulations, the relevant date shall be Wednesday, March 21, 2018, being the date 30 (thirty) days prior to the deemed date of passing of this Resolution by the Members of the Company through Postal Ballot”

“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.”

ITEM NO: 2

APPROVAL FOR RELATED PARTY TRANSACTIONS;

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), Section 188 and other applicable provisions of the Companies Act, 2013 including any amendment thereof and Rules there under, approval of the Members be and is hereby accorded to the Board of Directors of the Company to ratify/approve all existing contracts/arrangements/agreements/transactions and to enter into new/further contracts/arrangements/ agreements/transactions with related parties as defined under the Companies Act, 2013(including any amendments thereof)/ SEBI Listing Regulations, with respect to sale, purchase, sourcing or supply of any goods/materials, or otherwise disposing of or buying, selling, leasing, sharing/using of property of any kind, availing or rendering of any services, grant of loans to; and/or provision of guarantee / security to secure any loan/obligations of; and/or acquisition by way of subscription, purchase or otherwise the securities of related Companies/entities or any other transaction of whatever nature and including those as may be disclosed in the notes forming part of the financial statement for the relevant period, with the related parties as set out in the explanatory statement annexed to the notice and also with the current Promoter group entities and/or future Subsidiary(ies) and/or Associate(s) of the Company and/ or with the entities under the promoter group for a period of 3 (three) financial years(ie FY 2017-18 till FY 2019-20), for an amount not exceeding an aggregate value of Rs. 300 Crores(Rupees Three Hundreds Crores) either directly and/or through its subsidiaries/step-down subsidiaries.”

“FURTHER RESOLVED THAT the Board of Directors of the Company including the Audit Committee of the Board be and is hereby authorised to do all such acts, deeds, matters and things and execute all such deeds, documents and writings, on an ongoing basis, as may be necessary, proper or expedient for the purpose of giving effect to the above resolution.”

“FURTHER RESOLVED THAT, Board of Directors of the Company and/or the Audit Committee as may be applicable from time to time authorized to settle any questions, difficulties or doubt that may arise with regard to giving effect to the above resolution

ITEM NO: 3

AUTHORIZATION TO THE BOARD OF DIRECTORS TO MAKE LOAN(S) AND GIVE GUARANTEE(S), PROVIDE SECURITY (IES) OR MAKE INVESTMENT(S) IN EXCESS OF THE PRESCRIBED LIMIT UNDER SECTION 186 OF THE COMPANIES ACT, 2013;

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

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and subject to other applicable statutory approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee thereof) to make/give loan(s) to any person or other body corporate or give any guarantee(s)/provide any security(ies) in connection with any loan to any other body corporate or person or to acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company in excess of 60% of the Paid Up Share Capital, Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, as prescribed under Section 186 of the Companies Act, 2013 from time to time, in one or more tranches, upto maximum amount of Rs.100 Crore (Rupees One Hundred Crore Only) either directly and/or through its subsidiaries/step-down subsidiaries.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board or Committee thereof be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

Place: Hyderabad
Dated: 17.03.2018

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

Nidhin Jose
Company Secretary

Notes:

1. The explanatory statement(s) pursuant to Section 102 of the Act stating all material facts and the reasons for the proposed resolutions are annexed herewith the Notice.
2. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules 2014, the businesses set out in the notice above is sought to be passed by postal ballot.
3. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 5.00 p.m. on or before Friday, April 20, 2018. Any postal ballot form received after this date and time shall be treated as if the reply from the shareholders has not been received.

4. The Scrutinizer will submit his report to the Chairman or in his absence to any other person authorised by the Chairman, after completion of the scrutiny of the Postal Ballot forms and voting by the members through electronic means and the consolidated results of the voting shall be declared/announced by the Chairman, or in his absence, by any other person authorised by the Chairman, on Friday, April 20, 2018 after 5.00 PM at the Registered Office of the Company. The results along with the aforesaid report will be posted on the website of the Company: www.balaxiventures.in and on CDSL's website www.evotingindia.com besides communicating to the Stock Exchange where the shares of the Company are listed. The last date of receipt of the Business Reply Envelope with postal ballot form, i.e. Friday, April 20, 2018, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
5. In compliance with the provisions of Sections 110 and 108 of the Companies Act 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate for its Members to enable them to cast their votes electronically instead of dispatching postal ballot form.
6. This Notice is being sent electronically by e-mail, to those shareholders who have registered their e-mail addresses with the Depositories and by permitted mode to all the remaining shareholders whose names appear in the Company's Register of Members as at the close of business hours on Friday, March 16, 2018 and any recipient of this Notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
7. Resolution passed by the Members through Postal Ballot is deemed to have been passed as if the same has been passed at a general meeting of the members.
8. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to Company Secretary at secretarial@balaxiventures.in. The Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
10. A Member cannot exercise his vote by proxy on postal ballot form
11. Please see the instructions for voting by postal ballot (including e-voting) which have been printed herein.
12. In case of e- voting on the website: www.evotingindia.com, Voting will commence from on Thursday, March 22, 2018 (9.00 a.m. IST) and end on Friday, April 20, 2018 (5.00 p.m. IST).
13. The Notice is also placed on the website of the Company: www.balaxiventures.in and the website of CDSL on www.evotingindia.com.

Instructions for Voting:

1. Voting through Physical Postal Ballot Form:

A member desiring to exercise vote by Postal Ballot shall complete the enclosed postal ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent by courier or by Registered Post at the expense of the member will also be accepted. The envelopes may also be deposited personally at the address given thereon. The postal ballot form duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope so as to reach the Scrutinizer before the closure of working hours i.e. 5.00 p.m. on or before Friday, April 20, 2018. Any postal ballot form received after 5.00 p.m. on Friday, April 20, 2018 shall be treated as if the reply from the shareholders has not been received.

2. E-Voting Facility :

In compliance with the provisions of Sections 108, 110 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 instead of dispatching postal ballot. 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 Thursday, March 22, 2018 (9.00 a.m. IST) and ends on 5.00 PM Friday, April 20, 2018 (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, March 16, 2018 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.
 - 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 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 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.
 - 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.
- (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, under help section or write an email to helpdesk.evoting@cdslindia.com.

Contact Details:

Company:

Balaxi Ventures Limited
(Formerly known as The Anandam Rubber Company Ltd)
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
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
Phone: 91-9895630786

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("ACT")**ITEM NO: 1:**

The Company proposes to make allotment of 2,00,00,000 (Two Crores) Equity shares on a preferential basis, which has been approved by the Board of Directors of the Company at its meeting held on Monday, February 12, 2018.

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 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 2,00,00,000 equity shares of the Company, having a face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 15/- (Rupees Fifteen) (including a premium of Rs. 5/- (Rupees Five)) per equity share aggregating to Rs. 30 Crores (Rupees Thirty Crores only) on a preferential basis to the Allottees, entitling the Allottees to subscribe to and be allotted the Equity Shares, not later than 15 (fifteen) days from the date of passing of this special resolution by the members

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 73(1) 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 undertake activities mentioned in Main Objects of the company and to meet capital expenditures, working capital requirements, and general corporate purposes to augment the business of the Company.

b. Pricing of the Issue, Basis of Pricing and Relevant Date:

The price of the Equity Shares to be issued is fixed at Rs. 15 (Rupees Fifteen) (including a premium of Rs. 5/- (Rupees Five) per equity share each in accordance with the price determined in terms of Regulation 76A 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 76A of Chapter VII of the SEBI (ICDR) Regulations, 2009 and based on the Independent Valuation report submitted by M/s Corporate Professionals Capital Private Limited. (Merchant Banker).

"Relevant Date" for the purpose of SEBI (ICDR) Regulations, 2009 shall be on Wednesday, March 21, 2018, being the date 30 (thirty) days prior to the deemed date of passing of this Resolution by the Members of the Company through Postal Ballot. As per Clause 16.6.3 of the Secretarial Standard-2, issued by the Institute of Company Secretaries of India (ICSI), the date of passing of resolution by way of postal ballot shall be deemed to be the last date on which the Company receives duly completed postal ballot forms viz. Friday, April 20, 2018 and hence the relevant date falls on Wednesday, March 21, 2018.

Independent Valuation report obtained from the Merchant Banker confirming the minimum price for the preferential issue as per Preferential Issue Regulations in chapter VII of SEBI (ICDR) Regulations, 2009 and showing 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 (Except Saturday and Sunday) upto Friday, April 20, 2018 .

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

The Existing Promoters of the company are intending to subscribe 1,50,30,606 Equity Shares in the proposed offer. None of the other Directors/Key Managerial Personnel is intended to take part in the current issue.

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 % holding	Equity shares proposed to be allotted	Post Issue % holding	Ultimate Beneficial Ownership and/or who ultimately control
Balaxi Overseas Private Limited	Promoter	65.79	14220124	70.40	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 70% Shareholding in

					the BOPL. Mr. Ashish Maheshwari and Mrs. Minoshi Maheshwari are the Ultimate beneficial owners.
Ashish Maheshwari	Promoter Group	3.97	397662	2.25	Not Applicable
Minoshi Maheshwari	Promoter Group	3.47	412820	2.25	Not Applicable
Amol Anand Mantri	Non Promoter	13.17	591794	4.31	Not Applicable
Elara India Opportunities Fund Ltd	Non Promoter (FPI-Category II)	NIL	2188800	9.5	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	2188800	9.5	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

d. 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
A	Promoters' holding :				
1	Indian :				
	Individual	2,26,318	7.445	10,36,800	4.500
	Bodies Corporate	20,00,036	65.791	1,62,20,160	70.400
	Sub Total	22,26,354	73.236	1,72,56,960	74.900
	Foreign Promoters	-	-	-	-
	Sub Total (A)	2,26,354	73.236	1,72,56,960	74.900
2	Non-Promoters' holding:				
	Financial Institutions/Banks	2,632	0.087	2,632	0.011
	Central Govt. / State Govt. (IEPF Authority)	5,284	0.174	5,284	0.023
	Foreign Portfolio Investors	-	-	43,77,600	19.000
	Non-Institution Investors				
	Directors & Relatives	-	-	-	-
	Indian Public	7,90,656	26.008	13,82,450	6.000
	Others (Including NRIs)	13,030	0.428	13,030	0.057
	Bodies Corporates	2,044	0.067	2,044	0.009
	Sub Total (B)	8,13,646	26.764	57,83,040	25.100
	Total (A+B)	30,40,000	100.000	2,30,40,000	100.00

*As per the data available as on 16.03.2018

e. Disclosures, similar to disclosures specified in Part G of Schedule VIII, 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.

f. Change in Control:

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

g. 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.

h. 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.

i. 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 78 of Chapter VII of SEBI(Issue of Capital and Disclosure Requirements) Regulations, 2009.

j. Auditor's certificate:

The auditor's certificate required under Regulation 73(2) of the SEBI ICDR Regulations certifying that the issue is being made in accordance with the requirements contained in SEBI ICDR Regulations 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 (Saturday and Sunday) upto Friday, April 20, 2018 .

k. Undertaking

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. 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. 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.

ITEM NO: 2

Approval for Related Party Transaction

Pursuant to the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014 ('Rules'), the Company is required to obtain consent of the Board of Directors and approval of the members by way of ordinary resolution, in case certain transactions with related parties exceeds such sum as is specified in the said Rules. The aforesaid provisions are not applicable in respect of transactions which are in the ordinary course of business and on arm's length basis.

However, pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), approval of the members through ordinary resolution is required for all material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis. For this purpose, a transaction is considered material, if the transaction/transactions to be entered into individually or taken together with previous transactions during a Financial Year exceed 10% of the annual consolidated turnover of the Company, as per the last audited financial statements of the Company.

The Company is in the process of entering into new areas of business and expanding its line of business in accordance with the Main Objects of the company. Hence it is now estimated to have numerous transactions with the related entities under the BALAXI Group and its associated Body Corporate. The transaction would mainly involves buying, selling & sourcing of goods and other materials, properties, sharing the resources including office premises etc, acquisition of shares and other related party transactions under Companies Act 2013.

Names of Related Parties	<ol style="list-style-type: none"> 1. Balaxi Overseas Pvt Ltd. 2. Balaxi Holding LLP and its subsidiary/step-down subsidiaries. 3. Balaxi International DMCC and its subsidiary/step-down subsidiaries. 4. Balaxi One LLC and its subsidiary/step-down subsidiaries. 5. All Companies/body Corporate/entities whose ultimate ownership/control is with the promoter(s) group/Balaxi Group including its Directors/representatives. 6. All Companies/body Corporate/entities whose ultimate ownership/control is with the Directors/Key Managerial Personnel of the Balaxi.
Name of Directors or Key Managerial Personnel, who is related	<ol style="list-style-type: none"> 1. Ashish Maheshwari (Managing Director) 2. Minoshi Maheshwari (Executive Director)

Nature of Relationship	Promoter Group entities
Nature, Terms of Contact, & other particulars	<ol style="list-style-type: none"> 1. Buying, selling, supplying & sourcing of goods and any other materials/properties. 2. Sharing/utilizing of the resources/properties including Brand Name among above related entities. 3. Acquisition for Shares/properties among above related entities. 4. Any other transactions including those as may be disclosed in the notes forming part of the financial statement under related party transactions

Since some of the above transactions are not fixed for any particular term, it is not possible for the Company to ascribe an explicit monetary value to such transactions. However, approval of the Audit Committee and/ or Board, wherever required, shall be obtained in terms of the provisions of the Companies Act, 2013 and Listing Regulations.

The contracts/ arrangements/ transactions with the above entities may be necessary in the ordinary course and may have a significant role in the Company's operations. Therefore, the Board of Directors commends the resolution as set-out at item no. 2 for approval of the shareholders as an Ordinary Resolution.

Expect Promoter Directors, None of the other Directors and Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 3:

Authorization to the Board of Directors to make loan(s) and give guarantee(s), provide security(ies) or make investment(s) in excess of the prescribed limit under Section 186 of the Companies Act, 2013:

As per Section 186 of the Companies Act, 2013, a Company that proposes to give loan(s), and/or guarantee(s) or provide any security(ies) in connection with loan(s) made and / or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of 60% of the paid up Share Capital and Free Reserves and Securities Premium of the Company or 100% of Free Reserves and Securities Premium of the Company whichever is more, is required to obtain the approval of the shareholders.

Board is of the view that the present limit under Section 186 of Companies Act, 2013 is inadequate for the future business prospects of the company. Further Company is also in

the process of entering into new areas of business and expanding its line of business in accordance with the main objects of the company.

Hence the Board , proposed to pass a resolution by means of Postal Ballot to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company from time to time, in one or more tranches, upto maximum amount of Rs. 100 Crore (Rupees One Hundred Crore Only) either directly and/or through its subsidiaries/step-down subsidiaries.”

The Board of Directors recommends the Resolution at item no. 3 of the accompanying Notice for your approval as a Special Resolution by way of Postal Ballot.

None of the Directors and Key Managerial Personnel of the Company and their relatives is in any way, concerned or interested, financial or otherwise, in this resolution except to the extent of their shareholding in the Company, if any.

Place: Hyderabad
Dated: 17.03.2018

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

Nidhin Jose
Company Secretary

Balaxi Ventures Limited

(Formerly known as The Anandam Rubber Company Ltd)

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. Phone: +91 40 23555300

Website: www.balaxiventures.in email: secretarial@balaxiventures.in

POSTAL BALLOT FORM

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

1. Registered Folio No./ DP ID No. & Client ID No. * *(Applicable to investors holding shares in dematerialized form)
2. Name(s) and Registered Address of the sole/first named Shareholder / Beneficial owner, including Joint holder(s), if any (in block letters)
3. Number of shares held

I / We hereby exercise my / our vote(s) in respect of the following Resolutions to be passed by way of postal ballot as specified in the Notice of Postal Ballot dated March 17, 2018 by conveying my / our assent / dissent to the said Resolution by placing a (✓) tick mark in the appropriate box below:

Sl. No.	Description	Type of Resolution	No. of Shares	I/We assent the resolution (FOR)	I/We dissent the resolution (AGAINST)
1	Issue of equity shares on a preferential basis;	Special			
2	Approval for related party transaction;	Ordinary			
3	Authorization to the board of directors to make loan(s) and give guarantee(s), provide security (ies) or make investment(s) in excess of the prescribed limit under section 186 of the Companies Act, 2013;	Special			

Place :

Date :

Signature of share holder
(Refer instruction No.4 over leaf)

(PTO)

ELECTRONIC VOTING PARTICULARS	
EVSN (Electronic Voting Sequence Number)	* Default PAN / Sequence No
180317003	

* Those who have not registered their PAN may use Default PAN

- Notes:
- Please read the instructions printed overleaf carefully before filling this Postal Ballot Form and exercising your vote by post or electronic means. Please refer to the instructions for voting through electronic means provided in the Notice of Postal Ballot annexed herewith.
 - The last date for the receipt of Postal Ballot Forms by the Scrutinizer is Friday, April 20, 2018 up to 5:00 P.M.
 - If the voting rights are exercised electronically, there is no need to use this Postal Ballot Form.
 - Members are requested to send only this Postal Ballot Form in the enclosed postage prepaid self-addressed envelope

INSTRUCTIONS

1. A member desiring to exercise his / her vote by postal ballot may complete the enclosed Postal Ballot Form and send it to the Scrutinizer in the attached postage prepaid self-addressed envelope. Postage will be borne and paid by the Company. Envelopes containing Postal Ballot Forms, if deposited in person or sent by courier, at the expenses of the member, will also be accepted.
2. Instructions provided in the Notice of Postal Ballot annexed herewith on voting by means of postal ballot and voting through electronic means shall be followed.
3. There shall be one postal ballot for every Folio/Client ID irrespective of the number of joint holders. A proxy shall not exercise the postal ballot. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the member(s)/beneficial owner(s) as on Friday, March 16, 2018.
4. The Postal Ballot Form should be completed and signed by the member. In case of joint holding, this Postal Ballot Form should be completed and signed (as per specimen signature registered with the Company) by the first named member and failing him, by the next named member and so on. Postal Ballot Forms which have not been signed by or on behalf of a member or Postal Ballot Forms containing signatures which do not match the specimen signatures with the Company shall be considered invalid.
5. In case of shares held by companies, trusts, societies or other bodies corporate, the duly completed Postal Ballot Form should be signed by the authorized signatory whose signature is already registered with the Company. In such cases, a certified true copy of the Board Resolution/Authority should also accompany the duly completed Postal Ballot Form. Postal Ballot Forms, signed in a representative capacity, unaccompanied by a certified copy of the relevant specific authority shall be considered invalid.
6. A member may sign the Postal Ballot Form through an attorney appointed specifically for the purpose, in which case an attested true copy of Power of Attorney should be attached to the Postal Ballot Form.
7. The votes should be cast either in favour of or against the resolution by putting a tick mark in the column provided for "assent" or "dissent". Postal Ballot Forms in which neither "assent" nor "dissent" is mentioned or Postal Ballot Forms bearing tick marks in both the columns of "assent" and "dissent", making it impossible to determine without any doubt the assent or dissent of the member, shall be considered invalid.
8. Duly completed Postal Ballot Forms should be received by the Scrutinizer not later than 5.00 p.m. on Friday, April 20, 2018. Postal Ballot Forms received after this date shall be considered invalid and treated as if no reply from the member has been received.
9. A member may request for a duplicate Postal Ballot Form, if required, by writing to the Company at the registered office address or by mail to Company Secretary at secretarial@balaxiventures.in Duly filled in and signed duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date and time specified in serial no.8 above.
10. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected. The Scrutinizer's decision on the validity of the vote(s) exercised by means of postal ballot, including voting through electronic means shall be final and binding.
11. Members are requested not to send any paper along with the Postal Ballot Form in the enclosed postage prepaid self-addressed envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.