

Balaxi Ventures Limited

August 19, 2020

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

Stock Code: BALAXI

Sub: Annual Report and AGM Notice;

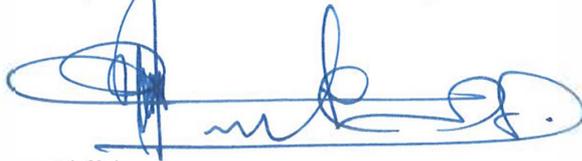
Dear Sir/Madam,

Pursuant to Regulation 34 of the SEBI Listing Regulations, 2015, we are enclosing the Annual Report for the Financial Year 2019-20 also containing Notice of the 77th Annual General Meeting of the Company (including e-voting instructions) scheduled to be held on Friday, September 11, 2020 at 09.00 A.M through Video Conferencing (VC) / Other Audio-Visual Means (OAVM).

The company commenced the dispatch of Annual Report and AGM Notice on August 19, 2020. The Notice of the 77th Annual General Meeting and the Annual Report for the Financial Year 2019-20 is available on the Company's website at www.balaxiventures.in

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

The background features a large blue triangle on the right side, with a yellow-to-orange gradient overlaying it. A vertical line of ten circles is positioned in the center, alternating in color between light blue and light orange. The company name is written vertically on the left side.

Balaxi Ventures Limited

77th
ANNUAL
REPORT
2019-2020

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CORPORATE INFORMATION

Board of Directors

Ashish Maheshwari : Managing Director
Minoshi Maheshwari : Non Executive Director
Kunal M Bhakta : Independent Director
Gandhi Gamji : Independent Director

Statutory Auditor

P. Murali & Co,
Chartered Accountants
Civil Supplies Bhavan Lane,
6-3-655/2/3,Somajiguda,
Hyderabad 500 082

Board Committees

Audit Committee

Kunal M Bhakta : Chairman
Gandhi Gamji
Ashish Maheshwari

Nomination and Remuneration Committee

Kunal M Bhakta : Chairman
Gandhi Gamji
Minoshi Maheshwari

Stakeholder's Relationship Committee

Kunal M Bhakta : Chairman
Gandhi Gamji
Minoshi Maheshwari

Internal Auditors

PCN & Associates,
Chartered Accountants
Plot No. 12, 'N' Heights,
Ground Floor, Software Units Lay Out,
Hyderabad 500081

Secretarial Auditors

BVR & Associates,
Company Secretaries,
Swastika, 53/3933, Lal Salam Road,
Ponnurunni road, Vytilla, Kochi- 682019

Key Managerial Personnel

Ashish Maheshwari : Managing Director &
Chief Financial Officer
Nidhin Jose : Company Secretary

Bankers

Yes Bank Ltd,
HDFC Bank Ltd
State Bank of India

Registered Office

Plot No.409, 2nd Floor Maps Towers,
Jubilee Hills, Road No:81,
Hyderabad, Telangana-500096
Website : www.balaxiventures.in

Registrar & Share Transfer Agent

SKDC Consultants Ltd.,
Kanapathy Towers, 3rd Floor, 1391/A1,
Sathy Road Ganapathy,
Coimbatore – 641 006,
Ph : 0422 – 4958995, 2539835



Management Discussion and Analysis Report

1. Economy and Outlook

Balaxi Ventures currently operates in Angola, the Caribbean and Central America.

Angola

Angola is Africa's 2nd largest oil producer with a 2019 GDP per capita on PPP basis at USD 6654 and a population of 32mn people. The Government's reform momentum provides cautious optimism for improved business environment of non-oil sectors. Oil prices have stabilized and could recover further, as the global economy recovers from the Covid-19 pandemic shock. The currency seems to have stabilized in the last few months, which augurs well for EXIM trade.

Caribbean Region

Dominican Republic (DR) is the most prosperous country in the Caribbean with a 2019 GDP per capita on PPP basis at USD 18419 (having grown at 4.2% CAGR 2010-2019) and a population of 10.5mn people and is the largest driver for demand in the region.

Central America

This region comprises of 7 countries which were once Spanish colonies: El Salvador, Costa Rica, Belize, Guatemala, Honduras, Nicaragua and Panama. Guatemala is one of the most prosperous country in Central America with a 2019 GDP per capita on PPP basis at USD 8637 (having grown at 1.8% CAGR 2010-2019) and a population of 18mn people.

2. Industry structure and developments.

Angola - Pharma

All medicines sold in Angola have to be registered with the DNME, marketing authorizations have to be obtained and products have to undergo laboratory testing to ensure compliance with stipulated norms and standards. Barring products specified in the NLEM for which gross margins are capped, other medicines can be freely priced. The Government's National Health Development Plan for 2012-2025 sets out to increase use of generics and promotes generic substitution in pharmacies. No local manufacturing takes place currently as both the manufacturing facilities of the only player in the country (PPP) remain non-operational and given the shortage in the local market, there are obviously no pharma exports from Angola. Therefore, import trends into Angola are a good indicator of domestic market size. Total pharmaceutical imports into Angola stood at USD 351mn in CY18, up from USD 235mn in CY16. Actual local currency growth in value terms and volume growth would have been a lot more significant, as the local currency had depreciated sharply during the period.

Trends show a clear shift to affordable generics as CY19 saw imports from Portugal falling 51% YOY in USD terms and 43% fall in imports YOY from rest of Europe. Imports from India and China saw an increase in the same period, growing to ~USD 87mn in CY19.

According to the Angolan Pharmaceutical Society, the Ministry of Health DNME has authorized 219 importers and distributors of pharmaceutical products and medical devices. Although the split is not available, bulk of this would be pharma. Currently, your Company along with Shalina Healthcare and Prince Farma are key players in the generics and branded generics segment.

Post the oil price crash in 2016, a lot of importer distributors exited their existing line of products which were discretionary spending related and switched to pharmaceutical products, primarily because demand was relatively inelastic and currency availability was better. This led to higher competition and undercutting, resulting in a temporary impact on the organized players like Shalina, Prince and Balaxi. However, this increased competition is now receding as some companies realized that pharma is not their cup of tea and number of players has once again undergone some sort of rationalization.

Angola – FMCG

Like pharma, even in the FMCG sector, Angola has a high reliance on imports. Sweet Biscuits which are currently the sole product of the company saw total import of USD 37.96mn in 2018, with Brazil being one of the large sources. According to ResearchandMarkets.com, wholesale and retail of food in Angola contributes over 18% to GDP. The food trade in Angola remains dominated by informal channels, with open-air markets, small traditional stores, and street vendors accounting for 70-80% of the market. As Angola emerges from a recession, its focus has been on 'value for money' quality products. While there are some local manufacturers and a large number of importer distributors, several product categories including rice, confectionaries, ready to cook foods etc. hold tremendous potential for new entrants, who are willing to invest in branding initiatives.

As per BMI Research, spending in food and non-alcoholic beverages is expected to increase from USD 15bn in 2017 to USD 21bn by 2021. Outside of food, there are various consumer items with robust demand, such as hand sanitizers and other personal hygiene products (a permanent lifestyle change caused by the current pandemic) which offer potential for newer entrants.

Angola – Builders' Hardware

Builders' Hardware like other segments, is also largely import dependent, although domestic manufacturers do exist for some of the items. Retailers typically purchase products on cash and carry basis from wholesale depots which offer a wide range of items under a single roof. Entire set of requirements by developers / contractors and home owners are typically made available by these players. As China led investments boost the country's infrastructure spending, demand for builders' hardware is expected to grow at a fine clip. Chinese exporters dominate the market.

DR and Guatemala – Pharma

While both these countries have a sizeable amount of trade with member countries of the CAFTA-DR, local demand is met partially by domestic production and partially by generic imports. DR and Guatemala were net importers to the tune of USD 171mn and USD 392mn respectively in CY17. India is a key player in this market with CY19 imports of USD 42mn and USD 46mn in DR and Guatemala respectively. CY18 imports from China stood at USD 17mn and USD 10mn for DR and Guatemala respectively. Caplin Point is a key player in these markets.

3. Balaxi's Business Structure and model;

The company's business comprises of three different verticals out of which Pharmaceutical formulations is the fundamental driver of revenue, earnings and growth.

The company has a unique stock and sell model in three different geographies – Angola in Africa, and Dominican Republic and Guatemala in Latin America. Our expertise lies in product registrations with the respective authorities of these countries and the expansive on ground distribution networks in these geographies. We get OEM manufacturing done for our products in WHO-GMP certified plants.

Our unique model keeps us asset light, with more than 90% of the company's funds are in liquid assets or finished goods. It also enables us to have a vast product portfolio across all therapeutic segments and dosage forms. Our expertise lies in efficient and well-organized distribution strategies and also front-end sales. We capture most parts of the value chain from importing, distributing, branding and wholesaling.

We have capitalized on our distribution strength and on ground presence in these geographies to foray into the verticals of Builder's Hardware and FMCG.

4. Opportunities, Risks and Threats

The Company identifies the following key Opportunities going forward:

- Introduction of new Pharmaceutical Formulation in therapeutic segment in which the company is not present.
- Deeper penetration for FMCG distribution in Angola by adopting a differentiated model involving deeper engagement with modern trade



- Launching of new product categories in FMCG such as oral care, personal hygiene etc.
- Branding initiatives to push sales of identified 'power' brands in the OTC segment
- Growing the product basket in DR and Guatemala, as pending registrations are received over the coming quarters and strategically filing of newer product registrations
- Deeper engagement in Venezuela where the Company's sales are currently based on third-party registrations; this could include filing for registrations in the Company's own name and / or setting up of its own distribution presence
- Branding initiatives in the Guatemala market to drive sales and premiumization
- Foray into other Central American markets such as Nicaragua, Honduras and El Salvador and into Central African Republic, another identified market

The Company identifies the following key Risks going forward:

Angola, which is a key market for the Company has been emerging from a slowdown and a currency devaluation. Presently there is a stable currency environment, a crash in oil prices could hurt purchasing power and dampen consumer sentiment having an adverse impact on the non-pharmaceutical businesses of the Company.

Given issues of shortage of foreign currency to clear dues of importers in the past, there is a foreign currency fluctuation risk that importers are exposed to. However, pharma is a priority sector and recent trends on the ground show that post currency devaluations carried out last year, availability of foreign currency in general has substantially improved.

The Company identifies the following key Threats going forward:

Given that the Company is a newer entrant in the Central American and Caribbean region, incumbents may launch a price war. However, given the Angola experience and the wide range of products, the Company is confident of building a dominant market presence over time.

5. FY20 Product-wise performance and Outlook

The Company is engaged in the business of International wholesale distribution of Pharmaceutical Formulations, Builders' hardware and FMCG Products.

The Pharmaceuticals segment contributed 63% of the Company's revenues at INR 2871 Lakhs. These were contract manufactured at WHO-GMP approved manufacturing plants in India, in line with our asset light business model that focuses on leveraging distribution expertise and front-end presence of the Group. We continuously strive to meet market demands while maintaining strict standards for quality and timelines and adhering to our core value of providing quality medicines at affordable prices.

The FMCG Segment contributed 32% of the revenues of the Company at INR 1452 Lakhs. Biscuits under the brand 'YAP' were launched during the year and white labelled by an industry leading manufacturer in India.

The Builders' hardware segment contributed 5% of the revenues of the Company at INR 240 Lakhs. White labelled under the trade name Balaxi, these are supplied by reputed manufacturers in India.

Post FY20, the Company's wholly-owned subsidiary in Dubai has commenced contract manufacturing of pharmaceutical formulations at WHO GMP approved manufacturing plants in China and Portugal as well. Likewise, it also commenced sourcing of a much wider range of Builders' hardware products from China. Accordingly, the revenues from this activity should be substantially higher in FY21 as compared to FY20 and are not strictly comparable, as sourcing was restricted to India in FY20.

Further, in June 2020, the Company has acquired the front-end distributors of the Group in DR and Guatemala, along with its IP in terms of Trademarks and Registrations. This will further boost revenues for FY21, as the front-end value-addition element shall also be captured in the consolidated performance of the Company.

In addition to the above, some of the new product launches in the FMCG business in Angola and pharmaceuticals business in DR and Guatemala, will ensure an organic sales growth over FY20 levels.

6. Internal control systems and their adequacy.

The Company has a proper and adequate internal control system to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that all transactions are authorized, recorded and reported correctly. The internal controls are supplemented by an extensive program of inspection of audit committee, statutory audits, and review by management and documented policies, guidelines and procedures. The internal control is designed to ensure that financial and other records are reliable for preparing financial statements and for maintaining records of assets. The entire MIS is on a robust SAP platform.

7. Discussion on financial performance with respect to operational performance.

Total revenues for FY20 stood at INR 4563 Lakhs in comparison with FY19 revenues of INR 1359 Lakhs. Profit before tax (PBT) increased from INR 243 Lakhs in FY19 to INR 926 Lakhs in FY20. Similarly, Profit after tax (PAT) increased from INR 196 Lakhs in FY19 to INR 649 Lakhs in FY20. FY20 was the first full year of operations under the new Management and the entire India sourcing of the Group was carried out by the Company.

Particulars	FY 2019-20	FY 2018-19
Debtors Turnover Ratio	2.49	2.48
Inventory Turnover Ratio	Not Applicable	Not Applicable
Interest Coverage Ratio	Not Applicable	Not Applicable
Current Ratio	3.75	2.23
Debit Equity Ratio	Not Applicable	Not Applicable
Operating Profit Margin	19%	18%
Net Profit Margin	14%	14%
Networth Details (in Lakhs)	2811.23	352.05

8. Human Resources

In a competitive economy, proper utilization of human resources plays a crucial role. It begins with best practices in recruiting people and moves through learning and development, engagement, employee feedback and rewards and recognition. The dedication and hard work of productive and dynamic goal-oriented team is the key factor to the success of our Company. We believe that hiring the right personnel and proper retaining is the decisive factor for success. The Company had 41 permanent employees in its rolls as on March 31, 2020. The Company's wholly-owned Dubai subsidiary had 13 employees on its rolls. Further, pursuant to the acquisition of the Distribution Companies in DR and Guatemala with effect from 1st April 2020, 18 additional employees have joined the fold of your Company.

**DIRECTOR'S REPORT****To the Members,**

The Directors present the Annual Report of Balaxi Ventures Limited (the Company or BVL) along with the audited standalone and consolidated financial statements for the financial year ended March 31, 2020. The consolidated performance of the Company and its subsidiary has been referred to wherever required.

FINANCIAL PERFORMANCE:

The summarized results of the Company are given below:

(INR in Lakhs)

Particulars	Standalone		Consolidated	
	FY-2020	FY-2019	FY-2020	FY-2019
Revenue	4563.24	1359.54	4563.24	1359.54
Other Income	281.14	80.88	281.14	80.88
Total Income	4844.38	1440.42	4844.38	1440.42
Operating expenditure	3917.07	1196.14	3956.25	1196.14
Profit before Depreciation, Finance Costs, Exceptional items and Tax Expense (EBITDA)	927.31	244.28	888.13	244.29
Less: Depreciation	0.75	0.35	0.75	0.35
Less: Finance Costs	-	-	-	-
Profit /loss before Tax Expense (PBT)	926.56	243.93	887.38	243.93
Less: Tax Expense (Current & Deferred)	276.98	47.34	276.98	47.34
Profit After Tax (PAT)	649.58	196.59	610.40	196.59
Basic EPS (₹)	8.64	6.47	8.12	6.47
Diluted EPS (₹)	8.64	6.47	8.12	6.47

COMPANY PERFORMANCE:

During the year under review i.e. FY20, the Company recorded a Total revenue of INR 4563 Lakhs in comparison to the FY19 revenue of INR 1359 Lakhs. Profit before tax (PBT) increased from INR 243 Lakhs in FY19 to INR 926 Lakhs in FY20. Similarly, Profit after tax (PAT) increased from INR 196 Lakhs in FY19 to INR 649 Lakhs in FY20.

DIVIDEND:

The Board has not recommended any dividend for the Financial Year 2019-20. The Board observed that, in view of the various growth opportunities ahead which would entail substantial investments, both in working capital and intellectual property, it would be prudent to reinvest the profits of the company in the working capital and to fund these requirements of the company and its subsidiaries.

TRANSFER TO RESERVES:

The Company does not propose to transfer any amounts to the General Reserve during the period under review.

CHANGES TO THE SHARE CAPITAL

In August 2019, the company made a preferential allotment of 69.6 Lakhs Equity Shares of INR 10 to the preferential allottees at an issue price of INR 26 per equity shares aggregating to INR 1809.6 Lakhs. Consequently the Paid-up share capital of the company has been accordingly increased from INR 304 Lakhs consisting of 30,40,000 Equity shares of INR 10 each to INR 1000 Lakhs consisting of 1,00,00,000 Equity shares of INR 10 each.

The Free Reserves and Surplus including securities Premium stood at INR 1811 Lakhs as on March 31, 2020 as against INR 48 Lakhs as on March 31, 2019

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE

i. Balaxi Global DMCC, Dubai- Subsidiary Company

The Company had incorporated Balaxi Global DMCC ('BGD') in Dubai, United Arab Emirates (UAE) as a wholly owned subsidiary on September 04, 2019 with a focus to carry out the International distribution business of the company. The main objects of the subsidiary company are in line with the main objects of the parent company. The subsidiary commenced its business operations only in February 2020 and hence couldn't contribute anything in terms of revenues for period ended on March 31, 2020. The Company has completed its Initial Capital Investment of USD 1.5 million in BGD on May 29, 2020 and on June 16, 2020, it has decided to make an additional investment of USD 3 million over a period of one year. On June 9, 2020, BGD acquired two distribution companies in Central America, one in Guatemala and the other in Dominican Republic, as its wholly-owned subsidiaries.

Pursuant to the provisions of Section 129(3) of the Act, a statement containing the salient features of financial statements of the Company's subsidiaries in Form No. AOC-1 is attached as Annexure-I in this report.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents are available on the website of the Company at http://www.balaxiventures.in/investors_information

ii. Associate Company/ Joint Venture

The Company has no Associate and Joint Venture Companies during the period under review.

CHANGE IN THE BUSINESS LINE:

There have been no changes in the nature of the business and operations of the Company during the financial year under review.

BOARD AND ITS COMMITTEES

I. Composition of the Board of Directors;

The Board consists of one Executive Director and three Non-Executive Directors which includes one Woman Director and the other two are Non-Executive Independent Directors. The Acting Chairman of the Board is an Executive Director. All Directors, except the Independent Directors and the Managing Director, were liable to retire by rotation as per the provisions of the Companies Act, 2013. During the year under review, none of the Directors of the Company was a member of more than 10 specified Committees or Chairman of more than 5 such Committees in companies in which he/she was a Director.

During the year under review there were no changes in the Board of Directors. The composition of the Board of Directors is in compliance with the provisions of Regulation 17 of the Listing Regulations and Section 149 of the Act.

ii. Number of Board Meetings;

Regular meetings of the Board were held to discuss and decide on various business policies, strategies and other businesses. Due to business exigencies, certain decisions were taken by Board through resolutions passed by circulation from time to time. The Board met Five (5) times during the FY 2020 and the gap between the said meetings did not exceed the limit of 120 days, as prescribed under the relevant regulations. Detailed information on the meetings of the Board is included in the Report on Corporate Governance, which forms part of this Annual Report.

iii. Committees of the Board

Pursuant to the requirement under the Act and the Listing Regulations, the Board of Directors has constituted various Committees of the Board such as Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee.

The composition and terms of reference of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee and number of meetings held during the year under review are given in the Report on Corporate Governance forming part of this Annual Report.



iv. Independent Directors

The Company appointed Independent Directors who are renowned people having expertise/experience in their respective field/profession. None of the Independent Directors are Promoters or related to Promoters. They do not have any pecuniary relationship with the Company and further do not hold two percent or more of the total voting power of the Company.

The performance of the Independent Directors is subject to evaluation as per Section 149(8) of the Companies Act, 2013 and read with Schedule IV to the said Act. Pursuant to Rule 6(3) of The Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended, all Independent directors of the Company have registered in the Independent Directors Data Bank, as required under rule 6(1) and 6(2) of The Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended.

The Board is confident about their integrity, expertise and experience in the relevant functional areas. Requirements of online proficiency self-assessment test in terms of Rule 6(4) of The Companies (Appointment and Qualifications of Directors) Rules, 2014 will be complied within the prescribed timeline of one year, if the same is applicable to each of them.

All Independent Directors maintained their limits of directorships as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company had issued a formal letter of appointment to all Independent Directors and the terms and conditions of their appointment have been disclosed in the website of the Company.

v. Meeting of Independent Directors

A meeting of the Independent directors without the presence of Non-Independent Directors and members of Management was duly held on February 14, 2020 for evaluation of the performance of Board, acting chairman and Non-Executive Directors. At this meeting, Independent Directors inter alia evaluated the performance of Non-Independent Directors and Board of Directors as a whole, evaluated the performance of Chairperson of Board and discussed aspects relating to the quality, quantity and timeliness of the flow of information between the Company, its Management and its Board.

vi. Declaration by Independent Directors

All Independent Directors have confirmed of having complied with the criteria of independence as provided in 149(6) of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 that they meet the criteria of independence laid down thereunder. Based on the declarations submitted by the Independent Directors, the Board is of the opinion that they fulfil the conditions specified in the Act and SEBI Listing Regulation and are independent of the management.

They also confirmed of having complied with Rule 6(1) and 6(2) of The Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended, by registering themselves in the Independent Directors Data Bank pursuant to Rule 6(3) of the said Rules.

vii. Familiarization Programmes of Independent Directors

All directors including Independent Directors are familiar with their roles, rights and responsibilities in the Company at the time of appointment and also on a recurrent basis. The details of various programmes undertaken/arranged for familiarizing the Independent Directors are disclosed in the Corporate Governance Report, which forms part of this Annual Report.

viii. Directors Retiring by Rotation

As per the provisions of the Companies Act, 2013, Mrs. Minoshi Maheshwari retires at the ensuing Annual General Meeting and being eligible, seeks re-appointment. The Board recommends her re-appointment. Sub-section (13) of Section 149 of Companies Act 2013, provides that the provisions of retirement by rotation as defined in sub-sections (6) of Section 152 of the Companies Act, 2013 shall not apply to Independent Directors. Hence, none of the Independent Directors will retire at the ensuing Annual General Meeting. Further as stipulated in Sub-section (2) of

Section 196 of Companies Act 2013 the Managing Director also cannot seek reappointment one year before the expiry of his tenure.

Hence, Mrs. Minoshi Maheshwari shall retire by rotation at the ensuing Annual General Meeting and is eligible for reappointment. Details of Director seeking reappointment as required under regulation 36 (3) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and Secretarial Standards (SS-2) in respect of Appointment/ Re-appointment of Directors are enclosed along with explanatory statement to the Notice of Annual General Meeting.

ix. Certificate from Practicing Company Secretary

Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Listing Regulations, M/s. BVR & Associates Practicing Company Secretaries LLP, Company Secretary in practice, Cochin, has certified that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority and the certificate is enclosed as Annexure: II

APPOINTMENT/ CHANGES IN KEY MANAGERIAL PERSONNEL (KMP)

Mr. Ashish Maheshwari, Managing Director & CFO, and Mr. Nidhin Jose, Company Secretary are the Key Managerial Personnel as on March 31, 2020 as per the provisions of the Companies Act, 2013.

During the year under review, Mr. Nidhin Jose has resigned from the post of Chief Financial Officer (CFO) of the company on November 30, 2019 and Mr. Ashish Maheshwari, Managing Director was appointed as the Interim Chief Financial Officer of the company on February 14, 2020 based on the recommendation from the Nomination and Remuneration Committee. The board authorized Nomination and Remuneration Committee to find a suitable candidate for the office of CFO.

ANNUAL EVALUATION OF PERFORMANCE

Pursuant to the provisions of the Companies Act, 2013, the SEBI Listing Regulation, Company has put in place criteria for annual evaluation of performance of the Chairperson, the Managing Director, the Directors, the Board Level Committees and the Board as a whole.

The Board evaluated the effectiveness of its functioning and that of Committees and of individual directors by seeking their inputs on various aspects of Board/Committee Governance. Aspects covered in the evaluation included the contribution to and monitoring of corporate governance practices, role played by the Board in decision making, evaluating strategic proposals, discussing annual budgets, assessing adequacy of internal controls, review of risk management procedures, participation in long-term strategic planning, fulfilment of Directors' obligations and fiduciary responsibilities and active participation at Board and Committee meetings. Performance evaluation was made on the basis of structured questionnaire considering the indicative criteria as prescribed by the Evaluation Policy of the Company. The company has hosted its evaluation policy on the website of the company at www.balaxiventures.in

Board considered and discussed the inputs received from Independent Directors. Meeting of the Independent directors without the presence of Non- Independent Directors and members of the Management was duly held for annual evaluation on February 14, 2020.

INVESTOR EDUCATION PROTECTION FUND (IEPF)

i. Transfer of Un-claimed/Un-paid dividend to Investor Education and Protection Fund (IEPF)

Dividend transferred to Unpaid Dividend Account which remained as unpaid or unclaimed for a period of seven years from the date of such transfer, has to be transferred to Investor Education and Protection Fund as per Section 124 (5) of the Companies Act, 2013. In compliance with above, on November 05, 2019, the Company had transferred INR 94491/- to the above Fund, being the unclaimed dividend for the Financial Year 2011 – 12.

ii. Transfer of Equity shares to Investor Education Protection Fund Authority

In terms of the provisions of the Section 124(6) of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended) and other applicable



rules, notifications and circulars, if any, every company is required to transfer the shares, in respect of which dividend remains unpaid / unclaimed for a period of seven (7) consecutive years, to the Investor Education Protection Fund (IEPF) Authority.

To comply with the above, the company had on 14/11/2019 transferred 68,142 Equity Shares, to Investor Education and Protection Fund Authority through M/s. Central Depository Services (India) Limited (CDSL), in respect of which dividend was not claimed for consecutive 7 years from the date of transfer to unpaid dividend account of the Company for the respective year(s). The details of the same has been hosted on the website of the company at http://www.balaxiventures.in/investors_information

Details of Nodal Officer;

The details of the Nodal Officer appointed under the provisions of IEPF are given below and the same is disseminated in the website of the company viz, <http://www.balaxiventures.in/contact>

Name of Company Secretary as Nodal Officer	Mr. Nidhin Jose
Direct Phone No	040 23555300
Email ID	Secretarial@balaxiventures.in
Address	Balaxi Ventures Limited Plot No.409, MAPS Towers, 3rd Floor, Phase-III, Road No.81, Jubilee hills, Hyderabad, Telangana -500096

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134(3)(c) of the Companies Act, 2013, it is hereby confirmed that:

- i. In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period.
- iii. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. The directors have prepared the annual accounts on a going concern basis.
- v. The directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
- vi. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDIT RELATED MATTERS

i. Statutory Auditors

The company appointed of M/s. P Murali & Co, Chartered Accountants (Firm Registration No. 007257S) Hyderabad as statutory auditors of Company to hold office for one term of 5 years commencing from conclusion of 75th Annual General Meeting upto conclusion of 80th Annual General Meeting of the Company.

The Auditors' Report for the financial year ended March 31, 2020 does not contain any qualifications, reservation or adverse remark. The notes to accounts forming part of financial statements are self-explanatory and need no further clarification. The Auditors Report is enclosed with the financial statements in the annual report.

ii. Secretarial Auditors

Pursuant to Section 204 of the Companies Act, 2013 inter-alia requires every listed company to annex with its Board's report, a Secretarial Audit Report given by a Practicing Company Secretary, in the prescribed form. Board of Directors appointed BVR & Associates, Practicing Company Secretaries LLP as Secretarial Auditor to conduct Secretarial Audit of the Company for Financial Year 2019-20 and their report is annexed to this Board report as Annexure III. There are no qualifications, reservations or adverse remarks made by the Practicing Company Secretaries in the Secretarial Audit Report for the period under review.

iii. Internal Auditors;

Pursuant to Section 138 of the Companies Act, 2013 read with Rule no. 13 of the Companies (Accounts) Rules, 2014, the company had appointed M/s PCN & Associates, Chartered Accountants - Hyderabad as the internal auditor of the Company for the Financial Year 2019-20 at its meeting held on May 05, 2018.

DETAILS OF DIRECTORS/EMPLOYEES REMUNERATION

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Amendment Rules, 2016 are available with the Company. In terms of provisions of Section 136(1) of the Act, this report is being sent to the members without this annexure and the details are open for inspection at the Registered Office of the Company from 11.00 A.M. to 1.00 P.M. for a period of 21 days upto the date of ensuing AGM. Any member interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company.

In accordance with the provisions of Section 197(12) of the Act and Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the names and particulars of remuneration of employees are available with the Company. In terms of provisions of Section 136(1) of the Act, this report is being sent to the members without this annexure and the details are open for inspection at the Registered Office of the Company from 11.00 A.M. to 1.00 P.M. for a period of 21 days upto the date of ensuing AGM. Any member interested in obtaining such particulars may write to the Company Secretary at the Registered Office of the Company.

FRAUD REPORTING:

During the year under review, neither the Statutory Auditors nor the Secretarial Auditors or the Internal Auditors has reported to the Audit Committee, under Section 143(12) of the Act, any instances of fraud committed against the Company by its officers or employees.

NOMINATION POLICY

Nomination and Remuneration Committee works with Board to determine the appropriate characteristics, skills and experience for the Board as a whole and its individual members with an objective of having a Board with diverse backgrounds and experience in business, knowledge, capital market and education. Characteristics expected from all Directors include independence, integrity, high personal and professional ethics, sound business judgment, ability to participate constructively in deliberations and willingness to exercise authority in a collective manner. Policy on appointment and removal of Directors is annexed to this report as Annexure-IV.

Based on the recommendations of Nomination and Remuneration Committee, Board approved the Remuneration Policy for Directors, Key Managerial Personnel (KMP) and all other employees of Company. As part of the policy, Company strives to ensure that:

- a) The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- b) Relationship between remuneration and performance is clear and meets appropriate performance benchmarks; and
- c) Remuneration to Directors, KMP and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives, appropriate to the working of Company and its goals. The Remuneration Policy for Directors, KMP and other employees is annexed to this report as Annexure V.



VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company has adopted a Whistle Blower Policy for Vigil Mechanism for Directors and Employees to report to the Management instances of unethical behavior, fraud or violation of Company's code of conduct. The mechanism provides for adequate safeguards against victimization of employees and Directors who use such mechanism and makes provision for direct access to the Chairperson of the Audit Committee. None of the person has been denied access to the Audit Committee.

During the year under review, the Company has not received any instances of genuine concerns from Directors or employees under this mechanism. The company also hosted the Whistle Blower Policy in line with the provisions of the Companies Act and the Listing Regulations on the website of the Company at http://www.balaxiventures.in/corporate_governance

POLICY ON MATERIAL SUBSIDIARIES

The Board of Directors of the Company has, in accordance with the SEBI Listing Regulations, approved and adopted a Policy for determining material subsidiaries and the said policy as uploaded on the website of the Company can be accessed at the weblink: http://www.balaxiventures.in/corporate_governance

In terms of the criteria laid down in the Company's Policy on Material Subsidiaries and the SEBI Listing Regulations, the Company does not have any Material Subsidiary as on date March 31, 2020.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

Under Section 135 of Companies Act, 2013, every company having net worth of rupees five hundred crores or more, or turnover of rupees one thousand crores or more or a net profit of rupees five crores or more during the immediate preceding financial year shall constitute a Corporate Social Responsibility Committee of the Board consisting of three or more directors, out of which at least one director shall be an independent director. Hence the company was not meeting threshold limit under section 135 of the Companies Act, CSR provisions were not applicable to the company during the period under review.

RISK MANAGEMENT POLICY

The Company has developed and implemented risk management framework detailing risks associated with its business, process of identification of risks, monitoring and mitigation of these risks. The Management of the Company with the help of inhouse team and internal auditor, identifies the risks. Risks are generally associated with the areas of new products, information security, digitization etc. The Company had taken adequate checks and balances to eliminate and minimize the risk through the robust implementation of ERP(SAP) system.

INTERNAL FINANCIAL CONTROLS

The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, safeguarding of its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records, and timely preparation of reliable financial disclosures. The Company has Internal Control Systems commensurate with the nature of its business, size and areas of operations. Audit Committee reviews the adequacy and effectiveness of internal control system and monitors the implementation of audit recommendations

The Company has implemented adequate procedures and internal control systems which provide reasonable assurance regarding reliability of financial reporting and preparation of financial statements. The Company is operating in a fully computerized environment and maintains all its records in ERP (SAP) System and the workflow, approvals are completely routed through ERP(SAP).

The Company has appointed Internal Auditors to examine the internal controls and verify whether the workflow of the organization is in accordance with the approved policies of the Company. Internal Financial Controls were reviewed by the Audit Committee. Further, the Board also reviews effectiveness of the Company's internal control system and the Statutory Auditors of the Company also carried out audit of Internal Financial Controls over Financial Reporting of the Company as on March 31, 2020 and issued their report which forms part of the Independent Auditor's report.

DEPOSITS

During period under review, your Company has not accepted any deposits under the Companies Act, 2013.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company was not having any guarantees during the period under review. The company has given loan to the employees as a part of company policy of which details are mentioned in note no 9 to the financials. During the year under the review, the company has not given loan, provided any guarantee or made any investment falling under the provisions of Section 186 of the Companies Act 2013.

However, the company has made investments in its Wholly Owned Subsidiary, Balaxi Global DMCC, Dubai under section 186(3) of which details are mentioned in note no 4 & 9 to the financials.

Any Revision Made in Financial Statements/ Board's Report

The Company has not revised the Financial Statements or Board's Report in respect of any of the three preceding financial years.

CODE OF CONDUCT

In compliance with Regulation 26(3) of the Listing Regulations and the Act, the Company has framed and adopted Code of Conduct ("the Code") for Directors and Senior Management. The Code provides guidance on ethical conduct of business and compliance of law. The Code is available on the Company's website http://www.balaxiventures.in/corporate_governance

All Members of the Board and Senior Management personnel have affirmed the compliance with the Code as on March 31, 2020. A declaration to this effect, signed by the Managing Director in terms of the Listing Regulations is given in the Report of Corporate Governance forming part of this Annual Report as Annexure-VI.

EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of Annual Return in Form MGT 9 as per provisions of Companies Act, 2013 and rules thereto is annexed to this report as Annexure VII.

POSTAL BALLOT:

During period under review, pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory amendment(s) or re-enactment(s) thereof made thereunder), your Company has not passed any resolutions through postal ballot.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT.

Management Discussion and Analysis Report comprising of all information as prescribed under Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 is annexed to this report under Business Overview section of this report.

RELATED PARTY TRANSACTIONS

All related party transactions which were entered during the financial year were in the ordinary course of business and on an arm's length basis. There were no materially significant related party transactions entered by the Company with the promoters, directors, key managerial personnel or other persons which may have a potential conflict with the interests of the Company. A statement of all related party transactions is presented before the Audit Committee on quarterly/annual basis, specifying the nature, value and terms and conditions of transactions. Since all the Related Party Transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business, no details are required to be provided in Form AOC-2 prescribed under clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

In accordance with the requirements of the Listing Regulations, the Company has also adopted the Policy on Materiality while dealing with Related Party Transactions and the same has been placed on the website of the Company at http://www.balaxiventures.in/corporate_governance

**CORPORATE GOVERNANCE**

The Corporate Governance norms under SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 shall be applicable to the company, if the paid-up capital of the Company is more than INR. 10 Crores and Net worth of the Company is more than INR. 25 Crores. The Company falls under the said criteria on January 01, 2020 and hence the company is having a time period of Six months to comply with Corporate Governance norms under SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements. The Report on Corporate Governance as required under Regulation 34(3) read with Schedule V of the Listing Regulations forms part of this Annual Report. The Practicing Company Secretary's Certificate on compliance with Corporate Governance norms is also attached to this Report as Annexure VIII.

Further as required under Regulation 17(8) of the Listing Regulations, a certificate from the Managing Director and CFO is being annexed with this Report as Annexure IX.

MAINTENANCE OF COST RECORDS

The Company is not required to make and maintain such accounts and cost records as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

STRICTURES AND PENALTIES

There have been no instances of non-compliance by the Company on any matters related to the capital markets, nor have any penalty/strictures been imposed on the Company by the Stock Exchange or SEBI or any other statutory authority on such matters during the last three years. Your Company has complied with the mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There have been no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION

Particulars as prescribed under Sub-section (3) (m) of Section 134 of the Companies Act, 2013, read with Rule 8 of Companies (Accounts) Rules, 2014 regarding energy conservation and technology absorption is not applicable to your Company. But however the company is taking adequate steps to ensure the conservation of energy and adopting the best technology in this regard according to the size of operations.

FOREIGN EXCHANGE EARNING AND OUTGO

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange outgo during the year in terms of actual outflows;

(₹ in Lakhs)

Particulars	2019-20	2018-19
Foreign Exchange Earnings	4563	1359
Foreign Exchange Outgo	98	Nil

DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

Company has zero tolerance towards sexual harassment at workplace and adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules thereunder. Your Company has not received any Complaint under this policy during the period under review.

COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with the required Secretarial Standards issued by the Institute of Company Secretaries of India.

LISTING STATUS

The Company's shares are listed at National Stock Exchange of India Limited (NSE). The Equity Shares of the company is currently trading at NSE under Stock Code BALAXI. The Company has paid the listing fees to NSE and the custodian charges to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the financial year ended March 31, 2020

CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION;

The Board has formulated code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Fair Disclosure Code") for fair disclosure of events and occurrences that could impact price discovery in the market for the Company's securities and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations. The copy of the same is available on the website of the Company at http://www.balaxiventures.in/corporate_governance

PREVENTION OF INSIDER TRADING

The Board has formulated code of conduct for regulating, monitoring and reporting of trading of shares by Insiders. This code lays down guidelines, procedures to be followed and disclosures to be made by the insiders while dealing with shares of the Company and cautioning them on consequences of non-compliances. The copy of the same is available on the website of the Company at http://www.balaxiventures.in/corporate_governance

EVENTS SUBSEQUENT TO THE DATE OF FINANCIAL STATEMENTS;

Balaxi Global DMCC, Dubai, ("BGD"), Wholly Owned Subsidiary of the company, has acquired a Pharmaceutical Distribution Company, Balaxi Healthcare Dominica SRL ("BHD") in Dominican Republic in Central America. BHD is engaged in the distribution of Balaxi's Pharmaceutical Formulation Products in Dominican Republic. BHD has 136 Pharmaceutical Formulation Products registered with the Ministry of Health (MOH), Dominican Republic. BHD has also applied for registration of further 48 products with the MOH of Dominican Republic, the approvals for which are expected in the coming months. All these products are supplied by Balaxi Ventures Limited/Balaxi Global DMCC, Dubai.

Balaxi Global DMCC, Dubai has also acquired another Pharmaceutical Distribution Company, Balaxi Healthcare Guatemala S.A. ("BHG") in Republic of Guatemala in Central America. BHG is engaged in the distribution of Balaxi's Pharmaceutical Formulation Products in Guatemala. BHG has 71 Pharmaceutical Formulation Products registered with the Ministry of Health (MOH), Guatemala. Application for registration of further 35 products are pending for approval with the MOH of Guatemala. It is also in the process of making applications for registration for 26 more products, the approvals for which are expected in the coming months. All these products are supplied by Balaxi Ventures Limited/Balaxi Global DMCC, Dubai.

There were no other material changes and commitment affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements related and the date of this report.

ACKNOWLEDGEMENT

The directors place on record their sincere appreciation for the continued support extended to the company by the management, valued customers, esteemed shareholders, bankers, auditors, company secretaries and staff.

**For and on behalf of Board,
Balaxi Ventures Limited**

Ashish Maheshwari
Managing Director
DIN: 01575984

Minoshi Maheshwari
Director
DIN: 01575975

Place: Hyderabad
Date: 17.08.2020



ANNEXURE - I

FORM AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read
with rule 5 of Companies (Accounts) Rules, 2014)

**STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL
STATEMENT OF SUBSIDIARIES OR ASSOCIATE COMPANIES OR JOINT VENTURES**

PART "A": SUBSIDIARY

Name of the subsidiary	Balaxi Global DMCC, Dubai
The date since when subsidiary was acquired	September 04, 2019
Reporting period for the subsidiary concerned	February 13, 2020 – March 31, 2020 (FY 2019-20)
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	USD, 75.385

SL. NO	Particulars	Amount (INR in Thousand)
1	Share Capital	978
2	Reserves & Surplus	(3664)
3	Total Assets	(9547)
4	Total Liabilities	(15675)
5	Investments	-
6	Turnover	-
7	Profit before taxation	(3918)
8	Provision for taxation	-
9	Profit after taxation	(3918)

Other Information

Proposed Dividend	NIL
Extent of shareholding (in percentage)	100%
Names of subsidiaries which are yet to commence operations	NA
Names of subsidiaries which have been liquidated or sold during the year	NIL

ANNEXURE - II**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of,
Balaxi Ventures Limited,
Hyderabad,

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Balaxi Ventures Limited having Corporate Identity Number: L25191TG1942PLC121598 and having registered office at Plot No.409,H.No. 8-2-293, Maps Towers 3rd Floor, Phase-III, Road No.81,Jubilee Hills Hyderabad, 500096. (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company for the financial year ending on March 31, 2020, have been debarred or disqualified from being appointed or continuing as Director(s) of Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our test check basis verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR BVR & ASSOCIATES COMPANY SECRETARIES LLP

Place: Cochin
Date: 06.08.2020

CS Yogindunath S
Designated Partner
UDIN: F007865B000554928
FCS No. F7865
C P No. 9137



ANNEXURE - III

Form No: MR 3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020
[Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
BALAXI VENTURES LIMITED
Plot No.409, H.No. 8-2-293, Maps Towers
3rd Floor, Phase-III, Road No.81, Jubilee Hills
Hyderabad Telangana - 500096

We, BVR & Associates Company Secretaries LLP have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Balaxi Ventures Limited (CIN : L25191TG1942PLC121598). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon. Based on our verification of Balaxi Ventures Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31.03.2020 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Balaxi Ventures Limited for the financial year ended on 31.03.2020 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-law framed thereunder;
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') :-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
 - (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
 - (f) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- v. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 and the rules made thereunder;
- vi. Employees' State Insurance Act, 1948 and the rules made thereunder;
- vii. Drugs and Cosmetics Act, 1940 and the Regulations framed thereunder;
- viii. Foreign Trade Policy;

ix. RBI-Master Direction -Export of Goods and Services;

We have also examined compliance with the applicable clauses of the following:-

- (i) Secretarial Standards (SS-1 and SS-2) issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange(s).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

We further report that The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were duly sent and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

The Company filed following E-form with MCA for the Financial Year under Review:-

SI No	Date of filing	SRN	Form
1	08.04.2019	H50150515	Form IEPF 6
2	22.05.2019	H60162344	Form MGT-14
3	21.06.2019	H67275537	Form MGT-14
4	15.07.2019	H77505022	Form MGT-14
5	18.07.2019	H77813251	Form BEN-2
6	30.07.2019	H79633210	Form MGT-15
7	09.08.2019	H81889693	Form PAS-3
8	09.08.2019	H81885998	Form MGT-14
9	01.10.2019	H98495815	Form BEN 2
10	01.10.2019	H98503378	Form BEN 2
11	03.10.2019	H99683567	Form MGT-14
12	24.10.2019	R07780216	Form AOC-4(XBRL) FY 2018-19
13	05.11.2019	R10763274	Form IEPF 1
14	06.11.2019	R11003167	Form IEPF 2
15	16.11.2019	R13373162	Form IEPF 4
16	27.11.2019	R17249400	Form MGT-7 FY 2018-19
17	30.11.2019	R20460127	Form DIR-12
18	05.03.2020	R34761361	Form DIR 12
19	05.03.2020	R34762070	Form MGT 14

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as Annexure -A and forms an integral part of this report.

FOR BVR & ASSOCIATES COMPANY SECRETARIES LLP

Place: Cochin

Date: 09.06.2020

CS Yogindunath S

Designated Partner

UDIN: F007865B000327426

FCS No. F7865

C P No. 9137



ANNEXURE - A

To,
The Members,
Balaxi Ventures Limited
Our report of even date is to be read along with this letter

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records.
3. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
4. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
6. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

FOR BVR & ASSOCIATES COMPANY SECRETARIES LLP

Place: Cochin
Date: 09.06.2020

CS Yogindunath S
Designated Partner
UDIN:F007865B000327426
M NO: 7865
CP: 9137

Policy on Appointment & Removal of Directors

1. Introduction:

- a. Balaxi Ventures Limited (BVL) believes that an enlightened Board consciously creates a culture of leadership to provide a long-term vision and policy approach to improve the quality of governance. Towards this, we ensure constitution of a Board of Directors with an appropriate composition, size, diversified expertise and experience and commitment to discharge their responsibilities and duties effectively.
- b. We recognise the importance of Independent Directors in achieving the effectiveness of the Board. BVL aims to have an optimum combination of Executive, Non-Executive and Independent Directors.

2. Scope And Exclusion:

- a. This Policy sets out the guiding principles for the Human Resources, Nomination and Remuneration Committee for identifying persons who are qualified to become Directors and to determine the independence of Directors, in case of their appointment as independent directors of the Company.

3. Terms And References:

In this Policy, the following terms shall have the following meanings:

- a. **“Director”** means a director appointed to the Board of a company.
- b. **“Nomination and Remuneration Committee”** means the committee constituted by BVL's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).
- c. **“Independent Director”** means a director referred to in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 (1) (b) of Listing Regulations.

4. Policy

4.1 Qualifications and Criteria

- a. Nomination and Remuneration Committee, and the Board, shall review on an annual basis, appropriate skills, knowledge and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience that are relevant for the Company's operations.
- b. In evaluating the suitability of individual Board members, the following may take into account factors, such as:
 - General understanding of the Company's business dynamics, global business and social perspective;
 - Educational and professional background;
 - Standing in the profession;
 - Personal and professional ethics, integrity and values;
 - Willingness to devote sufficient time and energy in carrying out their duties and responsibilities effectively.



- c. The proposed appointee shall also fulfill the following requirements:
- Shall possess a Director Identification Number;
 - Shall not be disqualified under the Companies Act, 2013;
 - Shall give his written consent to act as a Director;
 - Shall endeavour to attend all Board Meetings and wherever he is appointed as a Committee Member, the Committee Meetings;
 - Shall abide by the Code of Conduct established by the Company for Directors and Senior Management Personnel;
 - Shall disclose his concern or interest in any company or companies or bodies corporate, firms, or other association of individuals including his shareholding at the first meeting of the Board in every financial year and thereafter whenever there is a change in the disclosures already made;
 - Such other requirements as may be prescribed, from time to time, under the Companies Act, 2013

4.2 Criteria of Independence

- a. Committee shall assess the independence of Directors at the time of appointment / re-appointment and the Board shall assess the same annually.
- b. The Board shall re-assess determinations of independence when any new interests or relationships are disclosed by a Director.
- c. The criteria of independence, as laid down in Companies Act, 2013 and Listing Regulations, is as below:

An independent director in relation to a company, means a non-executive director, other than a managing director or a whole-time director or a nominee director –

- i. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
- ii. who is or was not a promoter of the company or its holding, subsidiary or associate company;
- iii. who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
- iv. who has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;
- v. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent or more of its gross turnover or total income or 50 lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- vi. who, neither himself nor any of his relatives –
 - (i) holds or has held the position of a key managerial personnel or is or has been an employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of -

- (A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - (B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to 10 per cent or more of the gross turnover of such firm;
 - (iii) holds together with his relatives two per cent or more of the total voting power of the company; or
 - (iv) is a Chief Executive or director, by whatever name called, of any non-profit organisation that receives twenty-five per cent or more of its receipts or corpus from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company; or
 - (v) is a material supplier, service provider or customer or a lessor or lessee of the company.
- vii. shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations, corporate social responsibility or other disciplines related to the company's business.
 - viii. shall possess such other qualifications as may be prescribed, from time to time, under the Companies Act, 2013.
 - ix. who is not less than 21 years of age.
- d. The Independent Directors shall abide by the "Code for Independent Directors" as specified in Schedule IV to the Companies Act, 2013.

4.3 Other Directorships / Committee Memberships

- a. The Board members are expected to have adequate time and expertise and experience to contribute to effective Board performance. Accordingly, members should voluntarily limit their directorships in other listed public limited companies in such a way that it does not interfere with their role as directors of the Company. The Committee shall take into account the nature of, and the time involved in a Director's service on other Boards, in evaluating the suitability of the individual Director and making its recommendations to the Board.
- b. A Director shall not serve as Director in more than 20 companies of which not more than 10 shall be Public Limited Companies.
- c. A Director shall not serve as an Independent Director in more than 7 Listed Companies and not more than 3 Listed Companies in case he is serving as a Whole-time Director in any Listed Company.
- d. A Director shall not be a member in more than 10 Committees or act as Chairman of more than 5 Committees across all companies in which he holds directorships.

For the purpose of considering the limit of the Committees, Audit Committee and Stakeholders' Relationship Committee of all Public Limited Companies, whether listed or not, shall be included and all other companies including Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013 shall be excluded.

5. Review of the Policy

This Policy will be reviewed and reassessed by the board as and when required and appropriate recommendations shall be made by the Board to update this Policy based on changes that may be brought about due to any regulatory amendments or otherwise.



ANNEXURE - V

Remuneration Policy for Directors, Key Managerial Personnel and Other Employees

1. Introduction:

- a. Balaxi Ventures Limited (BVL) recognises the importance of aligning the business objectives with specific and measurable individual objectives and targets. The Company has therefore formulated the remuneration policy for its directors, key managerial personnel and other employees keeping in view the following objectives:
 - I. Ensuring that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate, to run the company successfully.
 - ii. Ensuring that relationship of remuneration to performance is clear and meets the performance benchmarks.
 - iii. Ensuring that remuneration involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the company and its goals.

2. Scope and Exclusion:

This Policy sets out the guiding principles for the Human Resources, Nomination and Remuneration Committee for recommending to the Board the remuneration of the directors, key managerial personnel and other employees of the Company.

3. Terms and References:

In this Policy, the following terms shall have the following meanings:

- a. **“Director”** means a director appointed to the Board of the Company.
- b. **“Key Managerial Personnel”** means
 - (i) the Chief Executive Officer or the Managing Director;
 - (ii) the Company Secretary; and
 - (iii) the Chief Financial Officer;
- c. **“Nomination and Remuneration Committee(committee)”** means the committee constituted by BVL's Board in accordance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

4. Policy:

i. Remuneration to Executive Directors and Key Managerial Personnel

- a. The Board, on the recommendation of the Nomination and Remuneration Committee (Committee), shall review and approve the remuneration payable to the Executive Directors of the Company within the overall limits approved by the shareholders.
- b. The Board, on the recommendation of the Committee, shall also review and approve the remuneration payable to the Key Managerial Personnel of the Company.
- c. The remuneration structure to the Executive Directors and Key Managerial Personnel shall include the following components:
 - (i) Basic Pay

- (ii) Perquisites and Allowances
- (iii) Stock Options
- (iv) Commission (Applicable in case of Executive Directors)
- (v) Retrial benefits
- (vi) Annual Performance Bonus

ii. Remuneration to Non-Executive Directors;

- a. The Board, on the recommendation of the Committee, shall review and approve the remuneration payable to the Non-Executive Directors of the Company within the overall limits approved by the shareholders.
- b. Non-Executive Directors shall be entitled to sitting fees for attending the meetings of the Board and the Committees thereof. The Non-Executive Directors shall also be entitled to profit related commission in addition to the sitting fees.

iii. Remuneration to other employees

- a. Employees shall be assigned grades according to their qualifications and work experience, competencies as well as their roles and responsibilities in the organisation. Individual remuneration shall be determined within the appropriate grade and shall be based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs.
- b. Basic/ fixed salary is provided to all employees to ensure that there is a steady income in line with their skills and experience.
- c. In addition to the basic/ fixed salary, the company provides employees with certain perquisites, allowances and benefits to enable a certain level of lifestyle and to offer scope for savings and tax optimisation, where possible.
- d. The company provides the rest of the employees a performance linked bonus. The performance linked bonus would be driven by the outcome of the performance appraisal process and the performance of the company.

ANNEXURE - VI

Declaration Regarding Compliance by Board Members and Senior Management Personnel with the Code of Conduct

To the best of my knowledge and belief and on the basis of declarations given to me, I hereby affirm that all the Board Members and the Senior Management Personnel have fully complied with the provisions of the Code of Conduct for Directors and Senior Management during the financial year ended March 31, 2020

Place: Hyderabad
Date: 16.06.2020

Ashish Maheshwari
Managing Director &
Chief Financial Officer
DIN: 01575984



ANNEXURE - VII

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH 2020

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

1	CIN	L25191TG1942PLC121598
2	Registration Date	28/09/1942
3	Name of the Company	Balaxi Ventures Limited
4	Category / Sub-Category of the Company	Public Limited Company
5	Address of the Registered office & contact details	Plot No.409, MAPS Towers, 3rd Floor, Phase-III, Road No.81, Jubilee Hills, Hyderabad, Telangana, India -500096. e-mail: secretarial@balaxiventures.in Ph : +91 40 2355 - 5300
6	Whether listed company	Yes (National Stock Exchange of India Ltd)
7	Name, Address and Contact details of Registrar and Transfer Agent	SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641 006 Contact Person: Vijayalakshmi.S, Ph: 0422 654994 E-mail:info@skdc-consultants.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

SL. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Pharmaceuticals	21002	62.92%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SL. No.	Name and Address of the Company	CIN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Balaxi Overseas Private Limited	U51909TG2003PTC040399	Holding Company	70.00	2(46)
2	Balaxi Global DMCC, Dubai	Not Applicable	Wholly Owned Subsidiary	100	2(87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of change during the year
	Demat		% of Total Shares		Physical		% of Total Shares		
(A) Promoters									
(1) Indian									
a) Individuals/ Hindu Undivided Family	226318	0	226318	7.445	286354	0	286354	2.864	-4.581
b) Central Government/ State Government(s)	0	0	0	0.000	0	0	0	0.000	0.000
c) Bodies Corporate	2000036	0	2000036	65.791	7000000	0	7000000	70.000	4.209
d) Financial Institutions/ Banks	0	0	0	0.000	0	0	0	0.000	0.000
e) Any Others (Specify)	0	0	0	0.000	0	0	0	0.000	0.000
TRUSTS	0	0	0	0.000	0	0	0	0.000	0.000
Sub Total(A)(1)	2226354	0	2226354	73.236	7286354	0	7286354	72.864	-0.372
(2) Foreign									
a) Individuals (Non-Residents Individuals/ Foreign Individuals)	0	0	0	0.000	0	0	0	0.000	0.000
b) Bodies Corporate	0	0	0	0.000	0	0	0	0.000	0.000
c) Institutions	0	0	0	0.000	0	0	0	0.000	0.000
d) Qualified Foreign Investor	0	0	0	0.000	0	0	0	0.000	0.000
e) Any Others (Specify)	0	0	0	0.000	0	0	0	0.000	0.000
Sub Total(A)(2)	0	0	0	0.000	0	0	0	0.000	0.000
Total Shareholding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	2226354	0	2226354	73.236	7286354	0	7286354	72.864	-0.372



Category of shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(B) Public shareholding									
(1) Institutions									
a) Mutual Funds/ UTI									
b) Venture Capital Funds									
c) Alternate Investment Funds									
d) Foreign Venture Capital Investors									
e) Foreign Portfolio Investors					1901272	0	1901272	19.013	19.013
f) Financial Institutions / Banks	0	2632	2632	0.087	0	2632	2632	0.026	-0.061
g) Insurance Companies									
h) Provident Funds / Pension funds									
i) Any Other (specify)									
Sub-Total (B)(1)	0	2632	2632	0.087	1901272	2632	1903904	19.039	18.952
(2) Central Government/ State Government(s)/ President of India									
Sub-Total (B)(2)									
(3) Non-institutions									
a) Bodies Corporate									
i) Indian	1626	0	1626	0.053	15878	0	15878	0.159	0.106
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs 1 lakh	148210	118970	267180	8.788	116729	49028	165757	1.658	-7.130
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh.	520907	5000	525907	17.300	542929	6700	549629	5.496	-11.804

Category of shareholders	No. of Shares held at the beginning of the year			No. of Shares held at the end of the year			% of change during the year	
	Demat	Physical	% of Total Shares	Demat	Physical	Total		% of Total Shares
c) Others (specify)								
Directors & Relatives	0	0	0	0	0	0	0.000	
NON RESIDENT INDIANS	800	0	800	842	0	842	0.008	
Clearing Members	84	0	84	1269	0	1269	0.013	
HINDU UNDIVIDED FAMILIES	10133	0	10133	2941	0	2941	0.029	
Inv.Education and Protection Fund Auth	5284	0	5284	73426	0	73426	0.560	
Sub-Total (B)(3)	687044	123970	811014	754014	55728	809742	8.097	
Total Public Shareholding (B)= (B)(1)+(B)(2)+(B)(3)	687044	126602	813646	2655286	58360	2713646	27.136	
C.Shares held by Custodian for GDRs & ADRs								
GRAND TOTAL (A)+(B)+(C)	2913398	126602	3040000	9941640	58360	10000000	100.000	

(ii) SHAREHOLDING OF PROMOTERS

Shareholders Name	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% of change during the year
	No. of shares	% of total shares of the company	% of Shares pledged / encumbered to total shares	No. of shares	% of total shares of the company	% of Shares pledged / encumbered to total shares	% of change during the year		
								Total	
Balaxi Overseas Private Limited	2000036	65.791	0.000	7000000	70.000	0.000	4.209		
Ashish Maheshwari	120738	3.972	0.000	180774	1.808	0.000	-2.164		
Minoshi Maheshwari	105580	3.473	0.000	105580	1.056	0.000	-2.417		
TOTAL	2226354	73.236	0.000	7286354	72.864	0.000	-0.372		

**(iii) CHANGE IN PROMOTERS' SHAREHOLDING:**

BENPOS DATE	NAME	Opening balance	Bought	Sold	Closing balance	% of total shares of the company	Capital
01/04/2019	Balaxi Overseas Private Limited	2000036			2000036	65.791	3040000
21/06/2019		2000036		0	2000036	65.791	3040000
30/08/2019		2000036	4999964		7000000	70.000	10000000
31/03/2020		7000000	0	0	7000000	70.000	10000000
01/04/2019	Ashish Maheshwari	120738			120738	3.972	3040000
30/08/2019		120738	60036		180774	1.808	10000000
31/03/2020		180774	0	0	180774	1.808	10000000
01/04/2019	Minoshi Maheshwari	105580			105580	3.473	3040000
31/03/2020		105580	0	0	105580	1.056	10000000

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

SL. No.	For each of top 10 shareholders	Shareholding at the beginning of the year		Shareholding at the end of the year	
		No.of Shares	%	No.of Shares	%
1	Elara India Opportunities Fund Limited	0	0.000	950000	9.500
2	Marshal Global Capital Fund Ltd	0	0.000	950000	9.500
3	Amol Anand Mantri	400500	13.174	400500	4.005
4	Investor Education And Protection Fund	5284	0.174	73426	0.734
5	P P Zibi Jose	26746	0.880	49090	0.491
6	Aji Philip	750	0.025	20245	0.202
		1400	0.046	1400	0.014
		50	0.002	50	0.001
		50	0.002	50	0.001
		50	0.002	50	0.001
7	Santha Philipose	9000	0.296	18500	0.185
		50	0.002	50	0.001
		50	0.002	50	0.001
		50	0.002	50	0.001
8	Leena Sachin Shetty	0	0.000	15776	0.158
9	Chartered Holdings India Private Limited	0	0.000	15353	0.154
10	Shaju Mathai	15079	0.496	15079	0.151
11	Venugopal K Pai	9638	0.317	9638	0.096
		5000	0.164	5000	0.050
12	Bimal Kumar Bedi	9930	0.327	9930	0.099
13	Madhuri Thakkar	9749	0.321	9749	0.097
14	V Alagappan	29800	0.980	300	0.003
15	Usha Saraogi	20144	0.663	0	0.000
16	Muraleedharan K.U.	19000	0.625	0	0.000
17	Kavya Thilakaraj	10000	0.329	0	0.000

Details of Transaction

BENPOS DATE	NAME	Opening balance	Bought	Sold	Closing balance	% of total shares of the company	Capital
30/08/2019	Elara India Opportunities Fund Limited	0	950000		950000	9.500	10000000
31/03/2020		950000	0	0	950000	9.500	10000000
30/08/2019	Marshal Global Capital Fund Ltd	0	950000		950000	9.500	10000000
31/03/2020		950000	0	0	950000	9.500	10000000
1/04/2019	Amol Anand Mantri	400500			400500	13.174	3040000
31/03/2020		400500	0	0	400500	4.005	10000000
1/04/2019	Investor Education And Protection Fund	5284			5284	0.174	3040000
15/11/2019		5284	68142		73426	0.734	10000000
31/03/2020		73426	0	0	73426	0.734	10000000
1/04/2019		26746			26746	0.880	3040000
31/05/2019		26746	9430		36176	1.190	3040000
7/06/2019		36176	328		36504	1.201	3040000
14/06/2019		36504	591		37095	1.220	3040000
21/06/2019		37095	1355		38450	1.265	3040000
16/08/2019		38450	967		39417	1.297	3040000
23/08/2019		39417	81		39498	1.299	3040000
30/08/2019	P P Zibi Jose	39498	2100		41598	0.416	10000000
25/10/2019		41598	1300		42898	0.429	10000000
1/11/2019		42898	1025		43923	0.439	10000000
8/11/2019		43923	631		44554	0.446	10000000
15/11/2019		44554	300		44854	0.449	10000000
31/12/2019		44854	602		45456	0.455	10000000
17/01/2020		45456	2867		48323	0.483	10000000
31/01/2020		48323	628		48951	0.490	10000000
6/03/2020		48951	139		49090	0.491	10000000
31/03/2020		49090	0	0	49090	0.491	10000000
1/04/2019	Aji Philip	750			750	0.025	3040000
10/05/2019		750	10000		10750	0.354	3040000
15/11/2019		10750		5	10745	0.107	10000000
21/02/2020		10745	9500		20245	0.202	10000000
31/03/2020	20245	0	0	20245	0.202	10000000	
1/04/2019	Aji Philip	1400			1400	0.046	3040000
6/04/2019		1400	200		1600	0.053	3040000



BENPOS DATE	NAME	Opening balance	Bought	Sold	Closing balance	% of total shares of the company	Capital
6/04/2019	AJI PHILIP	1600	0	200	1400	0.046	3040000
31/03/2020		1400			1400	0.014	10000000
1/04/2019		50			50	0.002	3040000
31/03/2020		50			50	0.001	10000000
1/04/2019		50			50	0.002	3040000
31/03/2020		50			50	0.001	10000000
1/04/2019		50			50	0.002	3040000
31/03/2020		9000			9000	0.296	3040000
21/02/2020		9000	9500		18500	0.185	10000000
31/03/2020		18500	0	0	18500	0.185	10000000
1/04/2019	SANTHA PHILIPOSE	50			50	0.002	3040000
31/03/2020		50			50	0.001	10000000
1/04/2019		50			50	0.002	3040000
31/03/2020		50			50	0.001	10000000
1/04/2019		50			50	0.002	3040000
31/03/2020		50			50	0.001	10000000
12/04/2019		0	740		740	0.024	3040000
19/04/2019		740	995		1735	0.057	3040000
26/04/2019		1735	2092		3827	0.126	3040000
3/05/2019		3827	2694		6521	0.215	3040000
10/05/2019	6521	1118		7639	0.251	3040000	
17/05/2019	7639	45		7684	0.253	3040000	
24/05/2019	7684		499	7185	0.236	3040000	
31/05/2019	7185		5170	2015	0.066	3040000	
7/06/2019	2015	1154		3169	0.104	3040000	
14/06/2019	3169	4362		7531	0.248	3040000	
21/06/2019	7531	1475		9006	0.296	3040000	
28/06/2019	9006	30		9036	0.297	3040000	
5/07/2019	9036	611		9647	0.317	3040000	
12/07/2019	9647		158	9489	0.312	3040000	
19/07/2019	9489		3726	5763	0.190	3040000	
26/07/2019	5763		152	5611	0.185	3040000	
2/08/2019	5611	20		5631	0.185	3040000	
9/08/2019	5631	27		5658	0.186	3040000	
	LEENA SACHIN SHETTY						

BENPOS DATE	NAME	Opening balance	Bought	Sold	Closing balance	% of total shares of the company	Capital
16/08/2019		5658		1	5657	0.186	3040000
23/08/2019		5657	40		5697	0.187	3040000
30/08/2019		5697	5		5702	0.057	10000000
6/09/2019		5702	2459		8161	0.082	10000000
13/09/2019		8161	1127		9288	0.093	10000000
20/09/2019		9288	475		9763	0.098	10000000
27/09/2019		9763		4	9759	0.098	10000000
11/10/2019		9759	537		10296	0.103	10000000
25/10/2019		10296	24		10320	0.103	10000000
1/11/2019		10320	521		10841	0.108	10000000
8/11/2019		10841	3		10844	0.108	10000000
15/11/2019		10844	541		11385	0.114	10000000
22/11/2019		11385	468		11853	0.119	10000000
29/11/2019		11853	286		12139	0.121	10000000
6/12/2019		12139	263		12402	0.124	10000000
13/12/2019		12402	464		12866	0.129	10000000
20/12/2019	LEENA SACHIN SHETTY	12866		14	12852	0.129	10000000
27/12/2019		12852		8	12844	0.128	10000000
31/12/2019		12844		7	12837	0.128	10000000
3/01/2020		12837		377	12460	0.125	10000000
10/01/2020		12460		668	11792	0.118	10000000
17/01/2020		11792		2716	9076	0.091	10000000
24/01/2020		9076	453		9529	0.095	10000000
31/01/2020		9529		241	9288	0.093	10000000
7/02/2020		9288	2175		11463	0.115	10000000
14/02/2020		11463	1787		13250	0.133	10000000
21/02/2020		13250	963		14213	0.142	10000000
28/02/2020		14213	149		14362	0.144	10000000
6/03/2020		14362	800		15162	0.152	10000000
13/03/2020		15162		82	15080	0.151	10000000
20/03/2020		15080	709		15789	0.158	10000000
27/03/2020		15789		94	15695	0.157	10000000
31/03/2020		15695	81		15776	0.158	10000000
12/04/2019	Chartered Holdings India Private Limited	0	527		527	0.017	3040000
24/05/2019		527	9473		10000	0.329	3040000



BENPOS DATE	NAME	Opening balance	Bought	Sold	Closing balance	% of total shares of the company	Capital
31/05/2019	Chartered Holdings India Private Limited	10000	5353		15353	0.505	3040000
31/03/2020		15353	0	0	15353	0.154	10000000
1/04/2019	SHAJU MATHAI	15079			15079	0.496	3040000
31/03/2020		15079	0	0	15079	0.151	10000000
1/04/2019	VENUGOPAL K PAI	9638			9638	0.317	3040000
31/03/2020		9638	0	0	9638	0.096	10000000
1/04/2019		5000			5000	0.164	3040000
31/03/2020		5000			5000	0.050	10000000
1/04/2019	BIMAL KUMAR BEDI	9930			9930	0.327	3040000
31/03/2020		9930	0	0	9930	0.099	10000000
1/04/2019	MADHURI THAKKAR	9749			9749	0.321	3040000
31/03/2020		9749	0	0	9749	0.097	10000000
1/04/2019		29800			29800	0.980	3040000
3/05/2019		29800		29500	300	0.010	3040000
31/03/2020	V ALAGAPPAN	300	0	0	300	0.003	10000000
1/04/2019		20144			20144	0.663	3040000
12/04/2019		20144		14000	6144	0.202	3040000
19/04/2019	USHA SARAOGI	6144		1000	5144	0.169	3040000
26/04/2019		5144		2000	3144	0.103	3040000
3/05/2019		3144		1000	2144	0.071	3040000
24/05/2019		2144		2144	0	0.000	3040000
1/04/2019	MURALEEDHARAN K.U.	19000			19000	0.625	3040000
21/02/2020		19000		19000	0	0.000	10000000
1/04/2019	KAVYA THILAKARAJ	10000			10000	0.329	3040000
10/05/2019		10000		10000	0	0.000	3040000

(V) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

BENPOS DATE	NAME	Opening balance	Bought	Sold	Closing balance	% of total shares of the company
1	ASHISH MAHESHWARI	120738	3.972	180774	1.808	-2.164
2	MINOSHI MAHESHWARI	105580	3.473	105580	1.056	-2.417
3	KUNAL B BHAKTA	0	0.000	0	0.000	0.000
4	GANDHI GAMJI	0	0.000	0	0.000	0.000
5	NIDHIN JOSE	0	0.000	0	0.000	0.000

V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	-	-	-	-
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
• Addition	-			
• Reduction	-			-
Net Change				
Indebtedness at the end of the financial year	-		-	
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

Sl. No.	Particulars of Remuneration	Ashish Maheshwari Managing Director & CFO
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	30,00,000
2.	Stock Option	-
3.	Sweat Equity	-
4.	Commission - as % of profit - others, specify	-
5.	Others, please specify (sitting fees)	50,000
	Total	30,50,000*
	Ceiling as per the Act	5% of net profits 46,32,800


B. Remuneration to other directors:

(INR)

Particulars of Remuneration	Kunal Bhakta	Gandhi Gamji	Total Amount
Independent Directors			
· Fee for attending board committee meetings	50,000	50,000	10,000
· Commission			
· Others, please specify			
Total (1)	50,000	50,000	1,00,000
Non-Executive Director	Minoshi Maheshwari		
· Fee for attending board committee meetings	50,000		50,000
· Commission	-		-
· Others, please specify (Salary)	18,00,000		18,00,000*
Total (2)	18,50,000		18,50,000
Total (B)=(1+2)			19,50,000
Total Managerial Remuneration (A+B)			50,00,000*
Overall Ceiling as per the Act	1% of Net Profits		9,26,560
	11% of Net Profits		1,01,92,160

*Shareholders consent is sought through special resolution on September 25, 2019

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

(INR)

Sl. No.	Particulars	CEO	Nidhin Jose Company Secretary
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	15,00,000
2.	Stock Option	-	-
3.	Sweat Equity	-	-
4.	Commission - as % of profit - others, specify...	-	-
5.	Others, please specify	-	-
	Total	-	15,00,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT made / COURT]	Appeal if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

Certificate on Corporate Governance

To,
The Members of,
Balaxi Ventures Limited,
Hyderabad,

We have examined the compliance of conditions of Corporate Governance by Balaxi Ventures Limited having its registered office at Plot No.409,H.No. 8-2-293, Maps Towers 3rd Floor, Phase-III, Road No.81,Jubilee Hills Hyderabad-500096 for the year ended March 31, 2020 as stipulated in Regulation 17 to 27 and clause (b) to (i) of Regulation 46 (2), Schedule V and Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of Corporate Governance as stipulated above. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and based on the representations made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2020.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

FOR BVR & ASSOCIATES COMPANY SECRETARIES LLP

Place: Cochin
Date: 06.08.2020

CS Yogindunath S
Designated Partner
UDIN: F007865B000554961
M NO: 7865
CP: 9137

**ANNEXURE - IX****Chief Executive Officer and Chief Financial Officer Certification**

To,
Board of Directors
Balaxi Ventures Limited,
Hyderabad

I, Ashish Maheshwari, Managing Director and Chief Financial Officer of the company, to the best of my knowledge and belief, certify that :

1. I have reviewed the Balance Sheet as at March 31, 2020, Statement of Profit and Loss, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information of the Company for the year ended March 31, 2020.
2. These statements do not contain any materially untrue statement or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. The financial statements, and other financial information included in this report, present in all material respects a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company for the periods presented in this report, and are in compliance with the existing accounting standards and / or applicable laws and regulations.
4. There are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's Code of Conduct and Ethics, except as disclosed to the Company's auditors and the Company's audit committee of the Board of Directors.
5. I am responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting for the Company, and I have :
 - i. Designed such disclosure controls and procedures or caused such disclosure controls and procedures to be designed under my supervision to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to me by others within those entities, particularly during the period in which this report is being prepared.
 - ii. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with Indian Accounting Standards (Ind AS).
 - iii. Evaluated the effectiveness of the Company's disclosure, controls and procedures.
 - iv. Disclosed in this report, changes, if any, in the Company's internal control over financial reporting, that occurred during the Company's most recent fiscal year that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

6. I had disclosed, based on my most recent evaluation of the Company's internal control over financial reporting, wherever applicable, to the Company's auditors and the audit committee of the Company's Board:
 - i. Any deficiencies in the design or operation of internal controls, that could adversely affect the Company's ability to record, process, summarize and report financial data, and have confirmed that there have been no material weaknesses in internal controls over financial reporting including any corrective actions with regard to deficiencies.
 - ii. Any significant changes in internal controls during the year covered by this report.
 - iii. All significant changes in accounting policies during the year, if any, and the same have been disclosed in the notes to the financial statements.
 - iv. Any instances of significant fraud of which I am aware, that involvement of the Management or other employees who have a significant role in the Company's internal control system.
7. I affirm that I had not denied any personnel access to the audit committee of the Company (in respect of matters involving alleged misconduct) and I provided protection to whistle-blowers from unfair termination and other unfair or prejudicial employment practices.
8. I further declare that all Board members and senior management personnel have affirmed compliance with the Code of Conduct and Ethics for the year covered by this report.

Place: Hyderabad
Date: 16.06.2020

Ashish Maheshwari
Managing Director &
Chief Financial Officer
DIN: 01575984



REPORT ON CORPORATE GOVERNANCE

The Corporate Governance norms under SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 is applicable to the company, if the paid-up capital of the Company is more than INR. 10 Crores and Net worth of the Company is more than INR. 25 Crores. The Company falls under the said criteria on January 01, 2020 and the company is having a time period of Six months to comply with Corporate Governance norms under regulation 15 (2)(a) SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

Report on Corporate Governance for the Financial Year ended March 31, 2020, as stipulated in the relevant provisions of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 amended from time to time (the 'Listing Regulations'), is set out below:

CORPORATE GOVERNANCE PHILOSOPHY

The Company believes that good Corporate Governance emerges from the application of the best and sound management practices and compliance with the laws with highest standards of transparency and business ethics. These practices are continuously followed by the Company since inception and the same has immensely contributed to its sustained growth. Efforts are being channelized into reimagining the current practices and processes to inspire dynamic business environment that the Company reside in. The Governance system followed by the Company over the years has enhanced the value of stakeholders.

BOARD OF DIRECTORS

a. Composition;

The present composition of the Board is in compliance with the requirements of Regulation 17(1) of the Listing Regulations. The Board of Directors (the 'Board') of the Company comprises of optimum mix of Executive and Non-Executive Directors, with Fifty percent of the Board as Independent Directors. During the year under review, there were no changes in the Board of Directors.

As on March 31, 2020, strength of the Board of the Company consists of four Directors, of which one is Executive Director and three are Non-Executive Directors. The Board has two Independent Directors, in compliance with the requirements of proviso to Regulation 17(1)(b) of the Listing Regulations. Total number of women Directors on the Board is one. Executive Director and One Non-Executive Director are from promoter category. Present tenure of two of the Independent Directors is for a period of five years effective from May 04, 2017. The Board periodically reviews its composition to ensure compliance with the regulatory requirements and it is closely aligned with the strategic and long-term goals of the Company.

All the Independent Directors have declared that they meet the criteria of 'Independence' as required under the provisions of Section 149 of Companies Act, 2013 (the 'Act') read with the provisions of Regulation 16 of the Listing Regulations. The Board confirm that, in its opinion, the Independent Directors fulfil the conditions specified in the Listing Regulations and are independent of the Management.

The following are the names, position and categories of Directors as on March 31, 2020:

Name of Director	Position	Category
Mr. Ashish Maheshwari	Managing Director	Promoter and Executive
Ms. Minoshi Maheshwari	Director	Promoter and Non-Executive
Mr. Kunal M Bhakta	Director	Non-Executive Independent
Mr. Gandhi Gamji	Director	Non-Executive Independent

As per the declarations received from the Directors, none of the Director was disqualified under Section 164(2) of the Act. During the year under review, none of the Independent Director of the Company has resigned from the Board.

b. Attendance of each Director at the meetings of Board and General Meeting;

During the year under review, Board of Directors met 5 (five) times on May 03, 2019, June 19, 2019, August 09, 2019, October 29, 2019 and February 14, 2020 in respect of which, proper notices were given and the proceedings were properly recorded and signed in the Minutes Book maintained for the purpose. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015. The Board Meetings of the Company are generally held at the Registered Office of the Company.

The Board agenda with proper explanatory notes are prepared and circulated on time to all the Board members. All statutory and other matters of significant importance including information as mentioned in Part A of Schedule II to the Listing Regulations are tabled before the Board, to enable it to take appropriate decisions in both strategic and regulatory matters. The Board reviews compliances of all laws, rules and regulations on a quarterly basis. At the Board Meeting, members have full freedom to express their opinion, and decisions are taken after detailed deliberations.

Details of attendance of Directors at the Board Meetings and Annual General Meeting (AGM) held during the Financial Year are given below along with Directorship on Board and Membership / Chairmanship of Board Committees in other companies as on March 31, 2020:

Name of the Director	Attendance Particulars		No. of other Directorships		Committee Membership	
	Board Meetings	Last AGM	Director	Chairman	Member	Chairman
EXECUTIVE DIRECTOR						
Mr. Ashish Maheshwari (Managing Director)	5	Yes	1	None	None	None
INDEPENDENT DIRECTORS						
Mr. Kunal M Bhakta	5	Yes	1	None	None	None
Mr. Gandhi Gamji	4	No	1	None	None	None
NON-EXECUTIVE DIRECTOR						
Ms. Minoshi Maheshwari	5	Yes	1	None	None	None

During the year under review, a separate meeting of the Independent Directors of the Company was held on February 14, 2020, at the Registered Office of the Company and the members discussed the matters enumerated in the Schedule IV to the Act and Regulation 25(3) of the Listing Regulations.

The members reviewed the performance of:

- Non-Independent Directors and the Board as a whole;
- Chairman of the Board, considering the views of Executive and Non-Executive Directors; and
- Assessed the quality, quantity and timeliness of flow of information from the Company Management to the Board, which is required for the Board to perform its duties reasonably and effectively.

c. Disclosure of Relationship between Directors Inter-se

Mr. Ashish Maheshwari and Ms. Minoshi Maheshwari are promoter directors of the company. Ms. Minoshi Maheshwari is the spouse of Mr. Ashish Maheshwari. None of the other directors have any inter-se relationship.

d. Number of shares and convertible instruments held by directors;

Mr. Ashish Maheshwari (Executive Director) holds 180774 Equity Shares of the company and Mr. Minoshi Maheshwari (Non-Executive Director) holds 105580 Equity Shares of the company as on March 31, 2020. None of the other directors hold any shares in the company as on March 31, 2020. The Company is not having any convertible instruments during the period under review.



e. Notice of interest by Senior Management Personnel

The Senior Management team has confirmed to the Board of Directors that no material and commercial transactions have been entered into between the Company and members of Senior Management team, where they have personal interest.

f. Details of familiarization programmes imparted to Independent Directors

The Company has conducted familiarization programmes from time to time for all the Independent Directors of the Company, to enable them to familiarize with the nature of the industry in which the Company operates, its business model etc., and the role to be played by them. Their rights and responsibilities were intimated through the Letter of Appointment issued to them. During the Financial Year under review, the Company had conducted session on overall performance of the Company, strategy and strategic initiatives, regulatory updates and on Internal Financial Controls. The details of such familiarization programmes are disclosed on the Company’s website at www.balaxiventures.in

g. List of core skills, expertise and competencies of Board of Directors

The Company is engaged in the business of International Wholesale distribution of Pharmaceuticals, Builders Hardware and FMCG. To manage the operations and to formulate long term strategies for its growth, different skill sets are required. The Board of the Company consists of individuals who have experience and expertise in the following areas:

International Trade	Promoter directors are having extensive knowledge in International trade of Pharmaceuticals, Builder’s Hardware and FMCG segment. They are having more than 2 decades of experience in global trade.
Strategy & Transformation	Board is having experience in developing and reviewing long term business strategy for sustainable growth and profitability of businesses in highly competitive landscape.
Sales /Marketing	Developing strategies to protect and grow brand equity and distribution reach. Understanding evolution in channels and strategies required to protect and grow the business. Understand developments in the Digital space, its potential to disrupt consumer business and recommend plans to leverage these developments effectively for growth and efficiency
Finance	Evaluating the financial viability of various strategic proposals, review of capital budgets, financial results / statements, risks associated with the business and the minimization procedure. The Lead Independent Director who is acting as the Audit Committee Chairman and Managing Director of the Company are Chartered Accountants.
Corporate Governance	Ensuring putting in place best in class practices in various functional areas to strengthen the governance system.

h. Performance Evaluation of Board, Sub- Committees of the Board, Chairman and all other Directors

The Evaluation Policy of the company details the evaluation criteria for performance of the Board, its Committees, Chairman of the Board, Independent Directors and all the individual Directors. As per the criteria laid down in the Policy, the Nomination and Remuneration Committee of the Board in its meeting held on February 14, 2020, has carried out the evaluation of performance of individual directors. Further, the Board in its meeting held on February 14, 2020, carried out evaluation of the Board as a whole, its various Sub-Committees, Chairman of the Board and all the Individual and Independent Directors on the Board. The evaluation was carried out by framing appropriate questions considering the role played by the Board, Sub-Committees, Chairman and each Individual Director.

AUDIT COMMITTEE

Audit Committee acts as a link between management and external auditors. Audit Committee is responsible for overseeing Company's financial reporting process by providing direction to audit function and monitoring the scope and quality of statutory audits. Audit Committee of the Company is constituted in line with the provisions of Regulation 18(1) of Listing Regulations read with Section 177 of Companies Act, 2013. Broad terms of reference of the Audit Committee are as follows:

- i. Overseeing the Company's financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- ii. Recommending to the Board the appointment, reappointment and terms of appointment of auditors of the Company;
- iii. Approval of payments to the statutory auditors for services rendered by them;
- iv. Reviewing with the Management, the annual financial statements and auditor's report thereon before submission to the Board for approval with particular reference to:
 - a. Matters required to be included in the Directors' responsibility statement to be included in the Board's report in terms of clause (c) of sub-section (3) of Section 134 of the Act;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgement by management
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to financial statements;
 - f. Disclosure of any related party transactions;
 - g. Modified opinion(s) in the draft audit report;
- v. Reviewing with the Management, the quarterly financial statements before submission to the Board for approval;
- vi. Reviewing with the Management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice and the report submitted by the monitoring agency, monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
- vii. Review and monitor the auditor's independence and performance and effectiveness of audit process.
- viii. Approval of any subsequent modification of transactions of the Company with related parties;
- ix. Scrutiny of inter-corporate loans and investments;
- x. Valuation of undertakings or assets of the Company wherever it is necessary;
- xi. Evaluation of internal financial controls and risk management systems;
- xii. Reviewing with the Management, the performance of statutory and internal auditors and adequacy of the internal control systems;
- xiii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit;
- xiv. Discussion with internal auditors any significant findings and follow up there on;
- xv. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting matters to the Board;
- xvi. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;



- xvii. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii. Reviewing the functioning of the whistle blower mechanism;
- xix. Approval of appointment of CFO after assessing the qualifications, experience and background etc., of the candidate; and
- xx. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower.
- xxi. Carrying out any other function as is mentioned in terms of reference of the Audit committee under the SEBI Listing Regulation.

i. Composition

Audit Committee comprises of Mr. Kunal Bhakta, Mr. Gandhi Gamji (Non-Executive Independent Directors) and Mr. Ashish Maheshwari (Executive Director) as the Members. Company Secretary is the Secretary to the Committee. All members of Audit Committee are financially literate and have expertise in accounting/financial management. Mr. Kunal Bhakta, Chairman – Audit Committee was present at the last Annual General Meeting of the company.

Audit Committee of the Company, inter alia, provides reassurance to the Board on the existence of an effective internal control environment, overseeing the Company’s financial reporting process and disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

ii. Meetings And Attendance

Audit Committee met 4 (four) times on May 03, 2019, August 09, 2019, October 29, 2019 and February 14, 2020 during the year ended on March 31, 2020 and the time gap between any two meetings did not exceed more than four months.

Name of Members	Category	No of Meetings attended
Kunal M Bhakta	Non-Executive Independent Director	4
Gandhi Gamji	Non-Executive Independent Director	3
Ashish Maheshwari	Executive Director	4

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee of the Company is constituted in line with the provisions of Regulation 19(1) of the Listing Regulations read with Section 178 of the Act.

a. Brief description of terms and reference

The broad terms of reference of Nomination and Remuneration Committee includes the following:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of Directors and recommend to the Board, a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
- ii. Formulation of criteria for evaluation of Independent Directors and the Board;
- iii. Devising suitable policy on board diversity;
- iv. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the Board their appointment and removal;
- v. To extend or continue the term of appointment of Independent Directors, on the basis of the report of performance evaluation of Independent Directors;
- vi. Recommend to the Board, all remuneration, in whatever form, payable to senior management.

The Company has adopted a Nomination, Remuneration and Evaluation Policy for Directors, Key Managerial Personnel and other employees which is available on the website of the Company at www.balaxiventures.in in the page ‘Investor Relations’. A copy of the said Policy forms part of this Annual Report.

b. Composition

Nomination and Remuneration Committee comprises of Mr. Kunal M Bhakta and Mr. Gandhi Gamji (Non-Executive Independent Directors) and Mrs. Minoshi Maheshwari (Non-Executive Director) as the Members. Mr. Kunal M Bhakta, Chairman of the Committee was present at the last Annual General Meeting of the company.

The meeting of the Nomination and Remuneration Committee was held 2(two) times during the year ended on March 31, 2020 on August 09, 2019 and February 14, 2020

Name of Members	Category	No of Meetings attended
Kunal M Bhakta	Non-Executive Independent Director	2
Gandhi Gamji	Non-Executive Independent Director	2
Minoshi Maheshwari	Non-Executive Director	2

c. Performance evaluation criteria for Independent Directors

As per the Nomination, Remuneration and Evaluation policy of the Company, the Independent Directors of the Company are evaluated based on criteria such as highest personal and professional ethics, integrity, values and independence, contribution to Board deliberation, willingness to devote sufficient time to carry out the duties and responsibilities effectively including attendance at the meetings, act in the best interest of minority shareholders of the Company etc.

REMUNERATION OF DIRECTORS

a. Details of pecuniary relationship or transaction of Non-Executive Directors with the Company

Ms. Minoshi Maheshwari, Non-Executive Director was paid a remuneration of INR. 18,00,000 during the financial year 2019-20. The Company obtained Shareholder's consent in the form of Special Resolution for the above said payment on September 25, 2019. The company also paid sitting fees for attending the Board meetings of the company and also reimbursed the business related expenditure occurred by the Non-Executive Director.

b. Criteria of making payments to Non-Executive Directors

The Company has adopted Nomination, Remuneration and Evaluation Policy, which describes the criteria of making payments to Non-Executive Directors. The Policy is available in the website of the Company at www.balaxiventures.in

The Non-Executive Director is paid sitting fees for attending meetings of Board, which is duly approved by the Board of Directors of the Company and the present fee payable to the Directors for attending the meetings is within the limits specified in Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

c. Details of Remuneration paid to the Directors

The following are the details of remuneration and sitting fee paid to the Directors of the Company during the Financial Year under review;

Name	Salary	Benefits, Bonuses, Stock Options, Pensions etc	Sitting Fees
Mr. Ashish Maheshwari	30,00,000	-	50,000
Ms. Minoshi Maheshwari	18,00,000	-	50,000
Mr. Kunal M Bhakta	-	-	50,000
Mr. Gandhi Gamji	-	-	50,000

The company is not paying any severance fees, commission, performance linked incentive, stock options to any of the directors.

**STAKEHOLDERS' RELATIONSHIP COMMITTEE**

Stakeholders' Relationship Committee of the Company is considering and resolving the grievances of the Shareholders of the Company, including complaints relating to transfer and transmission of securities, non-receipt of dividends, and such other grievances as may be raised by the shareholders from time to time.

Committee also reviews the manner and time-lines of dealing with complaint letters received from Stock Exchanges/ SEBI/ Ministry of Corporate Affairs etc, and responses thereto. Based on the delegated powers of Board of Directors, Registrar and Transfer Agent approve the Share transfers/ transmissions on a regular basis and the same is reported to Company Secretary. Company Secretary further would report the same at the next meeting of Committee.

a. Composition

Stakeholders' Relationship Committee comprises of Mr. Kunal M Bhakta, Mr. Gandhi Gamji, (Non-Executive Independent Directors) and Mrs. Minoshi Maheshwari (Non-Executive Director) as the Members. Mr. Kunal M Bhakta is the chairman of the committee and was present at the last Annual General Meeting of the Company.

Meeting of the Stakeholders' Relationship Committee was held 1 (one) time during the year ended March 31, 2020 on August 09, 2019.

Name of Members	Category	No of Meetings attended
Kunal M Bhakta	Non-Executive Independent Director	1
Gandhi Gamji	Non-Executive Independent Director	1
Minoshi Maheshwari	Non-Executive Director	1

b. Terms of reference;

The terms of reference of Stakeholders' Relationship Committee are as follows:

- Resolving the grievances of the security holders of the listed entity including complaints related to transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
- Approving of demat and remat requests and authorize fixation of common seal of the Company on the share certificate(s).
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

c. Name and Designation of Compliance Officer

The Board of Directors has appointed Mr. Nidhin Jose, Company Secretary of the Company as Compliance Officer for the above said purpose.

d. Redressal of Investor Grievances

The Company addresses all the complaints, suggestions and grievances expeditiously. The details of complaints received and resolved during the year are as follows:

Sl. No	Complaints received	Status
1.	No. of investor complaints as on April 01, 2019	NIL
2	No. of investor complaints received and resolved during the year	05
3	No. of investor complaints pending as on March 31, 2020	NIL

GENERAL BODY MEETING

a. Details of the Annual General Meetings held during the last three years are as follows:

Financial Year	Date	Time	Location
76th AGM- 2018-19	25.09.2019	09.30 AM	Registered Office
75th AGM- 2017-18	20.09.2018	11.30AM	Registered Office
74th AGM- 2016-17	30.09.2017	11.30 A.M	Registered Office

b. Details of Special resolutions passed in the previous three Annual General meetings and Extra Ordinary General Meeting;

Date of AGM	Details of Special Resolutions passed if any
76th Annual General Meeting held on September 25, 2019	Payment of Remuneration to Mr. Ashish Maheshwari (DIN: 01575984) Managing Director; Payment of remuneration to Mrs. Minoshi Maheshwari (DIN: 01575975) Non Executive Director
75th Annual General Meeting held on September 20, 2018	None
74th Annual General Meeting held on September 30, 2017	None

c. Postal Ballot

During period under review, pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (including any statutory amendment(s) or re-enactment(s) thereof made thereunder), your Company has not passed the any resolutions through postal ballot:

MEANS OF COMMUNICATION

a. Quarterly Results:

The Company regularly intimates information like quarterly/half yearly/annual financial results from time to time. The financial results and other official news releases are also placed in the investor relations section of the website of the Company at www.balaxiventures.in and have also been communicated to the National Stock Exchange of India Limited (NSE) in which the shares of the Company are listed.

b. Newspapers wherein results normally published;

Business Standard : English daily- All India Edition

Mana Telangana : Telugu daily- Regional Edition

c. Details of website and display of official news releases and presentation made to institutional investors or to analysts;

The website of the Company, www.balaxiventures.in contains comprehensive information about the Company, its business, Directors, Sub-Committees of the Board, terms and conditions of appointment of Independent Directors, products, service helplines, various policies adopted by the Board, details of unpaid dividend, contact details for investor grievance redressal, financial statements of subsidiary, shareholding pattern, notice of meeting of Board of Directors, quarterly unaudited financial results, audited financial results, annual report, shareholder information, schedule of analyst or institutional investor, presentations made to analysts or institutional investor, other developments etc.



GENERAL SHAREHOLDER INFORMATION

a. Annual General Meeting Date, Time and Venue;

Details are mentioned in the notice for 77th Annual General Meeting of Shareholders.

b. Financial Year;

The financial year of the Company starts from April 01, of a year and ends on March 31, of the following year.

c. Dividend

The Board has not made recommendation for the final dividend.

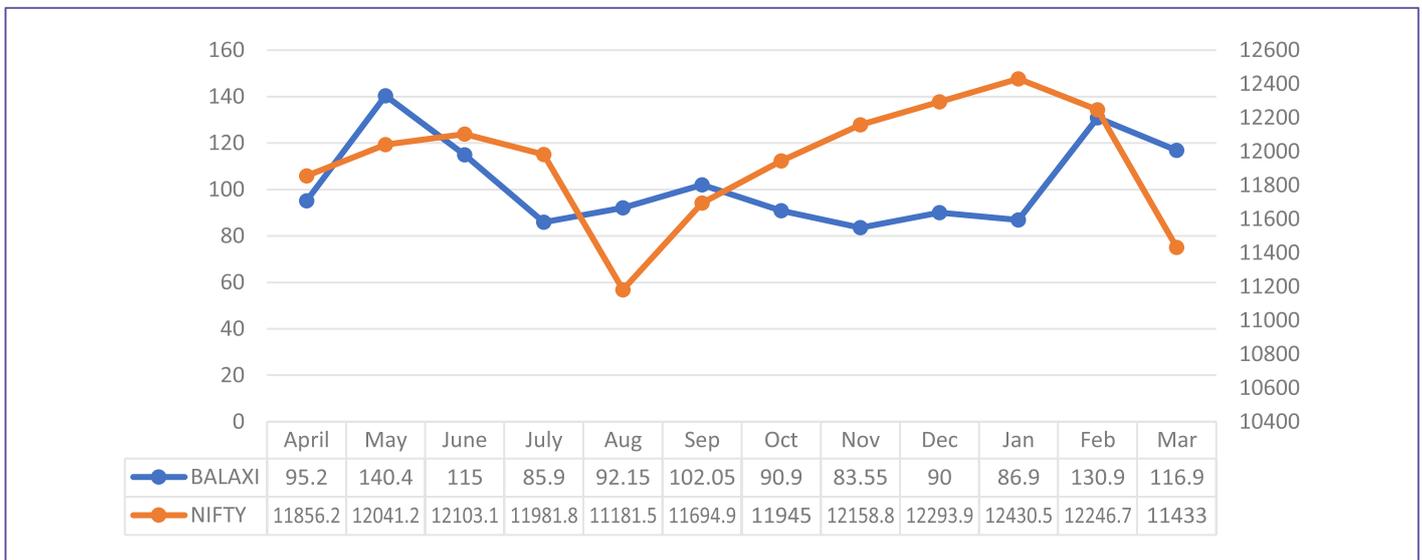
d. Listing Status;

The Company’s shares are listed at National Stock Exchange of India Limited (NSE). The Equity Shares of the company is currently trading at NSE under Stock Code BALAXI. The Company has paid the listing fees to NSE and the custodian charges to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for the financial year ended March 31, 2020

Market price data- high, low during each month in the Financial Year 2019-20;

Month	High (INR)	Low (INR)
April, 2019	95.20	39.90
May, 2019	140.40	80.75
June, 2019	115.00	76.90
July, 2019	85.90	60.65
August, 2019	92.15	60.00
September, 2019	102.05	82.70
October, 2019	90.90	73.15
November, 2019	83.55	63.90
December, 2019	90.00	66.65
January, 2020	86.90	64.05
February, 2020	130.90	75.10
March, 2020	116.90	64.35

NIFTY HIGHT V/S BALAXI HIGH



The Company's shares were not suspended from trading during the Financial Year under review.

Registrar and Transfer Agents;

SKDC CONSULTANTS LIMITED

P.B. No. 2016, Kanapathy Towers, 3rd Floor, 1391/A-1,

Sathy Road, Ganapathy, Coimbatore – 641006,

Ph : 0422- 4958995, 2539835 – 836,

Fax : 0422 – 2539837,

E-mail : info@skdc-consultants.com

Website : www.skdc-consultants.com

SHARE TRANSFER SYSTEM

M/s. SKDC Consultants Ltd., the Registrar and Share Transfer Agents looks after the share transfer system in the Company. Further, the Board delegated the authority for approving transfer, transmission, etc. of the Company's securities to the Stakeholders' Relationship Committee of the Board.

Pursuant to the Ministry of Corporate Affairs (MCA) Notification regarding Companies (Prospectus and allotment of securities) 3rd Amendment Rules 2018 dated 10th September, 2018, the Company will not permit transfer of shares in physical form with effect from October 2, 2018. Further, Securities and Exchange Board of India has barred physical transfer of shares of listed companies effective from April 01, 2019 and mandated the share transfer only through Electronic Mode. However the above decision does not prohibit the investor from holding the shares in physical form. Investor has the option of holding shares in physical form even after October 2, 2018/ April 01, 2019 as the case may be. Also the SEBI decision is not applicable for transmission (i.e. transfer of title of shares by way of inheritance / succession) and transposition (i.e. re-arrangement/interchanging of the order of name of shareholders) cases. Subject to the above, the request for transfer /transmission/ transposition, etc., as and when received, are duly processed and shares in respect of valid share transfer instruments are transferred in the names of transferees by complying with rules in force.

The Company obtains half yearly certificate of compliance with the share transfer formalities as required under Regulation 40 (10) of the Listing Regulation with Stock Exchanges from a Company Secretary in Practice, and files a copy of the certificate with the Stock Exchange.

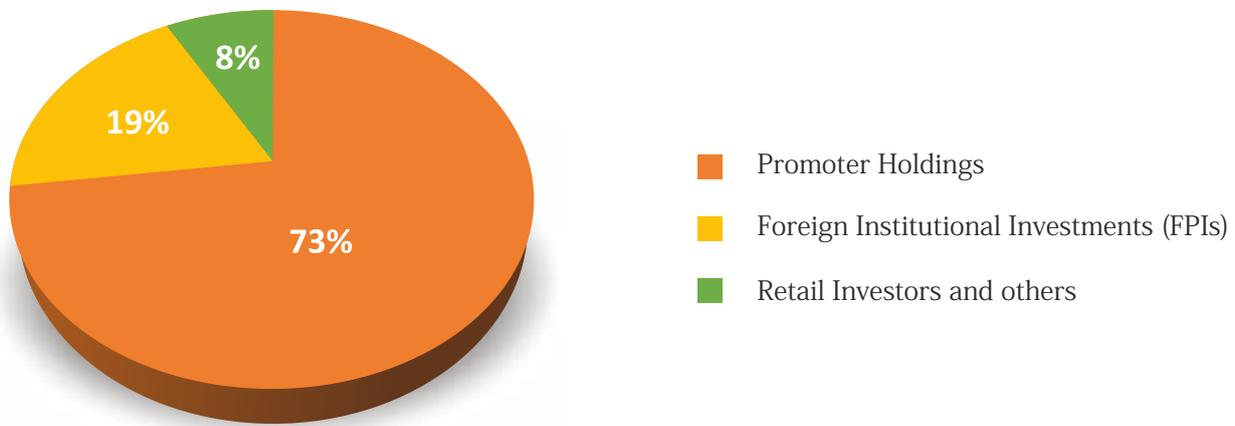
DISTRIBUTION OF SHAREHOLDING;

Distribution of Shareholding of the company as on March 31, 2020 is as follows;

No of Equity Shares	No. of shareholders	Percentage	Number of shares	Percentage
Upto 500	514	87.27	32472	0.33
501 - 1000	21	3.56	17058	0.17
1001 - 2000	11	1.87	15915	0.16
2001 - 3000	19	3.22	49463	0.49
3001 - 4000	2	0.34	7000	0.07
4001 - 5000	1	0.17	5000	0.05
5001 - 10000	6	1.02	48330	0.48
10001 AND ABOVE	15	2.55	9824762	98.25
TOTAL	589	100.00	10000000	100.00

**ii. Category of shareholders as at March 31, 2020**

Category	No of Shares	Percentage
Promoter Company	70,00,000	70.00 %
Promoter Group	2,86,354	02.86%
Total Promoter Holdings	72,86,354	72.86%
Foreign Institutional Investments (FPIs)	19,01,272	19.01%
Retail Investors and others	8,12,374	08.12%
Total	100,00,000	100.00%

SHAREHOLDING PATTERN**DEMATERIALISATION OF SHARES AND LIQUIDITY**

Shares of the Company can be held and traded in electronic form. As stipulated by SEBI, the shares of the Company are accepted in the Stock Exchanges for delivery only in dematerialisation form. The entire Promoter's holdings are in electronic form and the same is in line with the direction issued by SEBI.

The Equity shares of the Company have been admitted for Demat with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The ISIN Number allotted to the Company is INE618N01014. Shareholders can avail the Demat facility and get their shares in the physical form converted into demat form. Shareholders are advised to convert their holdings into demat at the earliest.

The status of shares held in dematerialised and physical forms as on March 31, 2020 are given below:

Particulars	No of Shares	Percentage
Shares held in Dematerialised form	99,41,640	99.41
Shares held in Physical form	58,360	00.59
Total	100,00,000	100.00

Outstanding GDRs/ADRs/Warrants or any Convertible Instruments, conversion date and likely impact on equity:

The company has not issued any GDRs/ADRs/Warrants or any Convertible Instruments during the period under review and hence the same is not applicable on the company.

Commodity Price Risks and Commodity hedging activities:

During the year ended March 31, 2020, the Company has managed its foreign exchange risk by make necessary arrangements in working capital cycle and by making suitable arrangements with the customers of the company. Details are provided in the financial statement of the company.

Plant locations;

The company is not having any plant and the same the not applicable to the company.

Credit Ratings;

The Company does not have any debt instruments or any fixed deposit programme or any scheme or proposal involving mobilisation of funds, whether in India or abroad and hence the company didn't obtain any credit rating on this behalf. the Company is not categorised as a Large Corporate in terms of SEBI Circular SEBI/HO/DDHS/CIR/P/2018/144 dated November 26, 2018.

Address for Correspondence are as follows;

The Company Secretary
Balaxi Ventures Limited,
Plot No.409, MAPS Towers, 3rd Floor, Phase-III
Road No.81, Jubilee hills, Hyderabad, Telangana, India -500096
website: www.balaxiventures.in, email: secretarial@balaxiventures.in
Contact No: 040-23555300

OTHER DISCLOSURES**a. Disclosures on Materially significant related party transactions that may have potential conflict with interest of the listed entity at large;**

All transactions with related parties were entered in the books as prescribed during the financial year was in the ordinary course of business only. There were no materially significant related party transactions with the Directors, Management or their relatives, which could have had a potential conflict with the interests of the Company. Details of related party transaction entered into during the FY 2019-20 are given in notes to the financial statements.

b. Details of Non-Compliance by the Company, Penalties, strictures imposed on the Company by Stock Exchange or the Board or any statutory authority, on any matter related to capital markets during lasts three years;

During the period under review, there occurred a delay in filing Annual Report under Regulation 34 of SEBI Listing Regulation, 2015. Delay in filing was occurred due to the technical reason and stock exchange admitted the submissions made by the company.

Neither the Stock Exchanges nor the Board or any other Statutory Authority has imposed penalties or strictures on the Company, during the last three years, on any matter relating to capital markets.

c. Details of establishment of Vigil mechanism and Whistle Blower policy;

The Company has established a Vigil Mechanism/ Whistle Blower Policy for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy.



The Vigil Mechanism provides for adequate safeguards against victimization of Directors/ employees who blows the whistle and to provide direct access to the Chairman of the Audit Committee in exceptional cases. No employee is denied the opportunity to meet the Chairman of the Audit Committee.

Other required details are duly provided in the Board's Report of this Annual Report.

d. Details of policy for determining 'material' subsidiaries;

The Board of Directors have formulated a policy for determining material subsidiary and the same is posted on the website of the Company at http://www.balaxiventures.in/corporate_governance

e. Related Party Transactions

The Board of Directors of the Company, as per the provisions of Regulation 23 of the Listing Regulations, has formulated a policy on Material Related Party Transactions. The said policy is available on the website of the Company at http://www.balaxiventures.in/corporate_governance. The related party transactions entered during the year under review are in the ordinary course of business and on arms' length basis. Further, a statement on all related party transactions is presented before the Audit Committee of the Company on quarterly basis for its review.

Details of the related party transaction entered during the year is detailed in the notes to the financials and other relevant details are provided in the Board's Report.

h. Details of utilization of funds:

The company raised INR. 18.09 Crores through Preferential Issued on August 27, 2019. The company has fully utilised the entire amount during the period under review for working capital requirements and operational expenditure. The Audit committee reviewed the utilisation of issue proceeds. There was no deviation in the fund utilisation from the objectives as stated in the issue prospectus.

x. Certificate from Practicing Company Secretary

Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Listing Regulations, M/s. BVR & Associates Practicing Company Secretaries LLP, Company Secretary in practice, Cochin, has certified that none of the directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority is attached as Annexure: II.

The company also obtained a compliance certificate from M/s. BVR & Associates Practicing Company Secretaries LLP regarding compliance of conditions of corporate governance and the same is attached as Annexure: IX

f. Recommendation of Committees;

All recommendations / submissions made by various Committees of the Board during the financial year 2019-20 were accepted by the Board of the Company.

g. Fees to statutory auditors

M/s. P Murali & Co, Chartered Accountants (Firm Registration No. 007257S) Hyderabad is the statutory auditors of Company. None of the subsidiary companies have availed of any services from the Statutory Auditors of the Company or any of its network firm/network entity during the financial year 2019-20. The Company had paid an audit fees of INR. 5.00 Lakhs for the financial year 2019-20.

h. Prevention of Sexual Harassment

The Company has zero tolerance towards sexual harassment at its workplace and has adopted a Policy for Prevention of Sexual Harassment in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ("POSH Act") to provide a safe, secure and enabling environment,

free from sexual harassment. All employees (permanent, contractual, temporary, trainees) as well as women who visit the premises of the Company for any purpose are covered under this Policy. The Policy is gender neutral.

Particulars	Complaints
No of Complaints filed during the Financial Year	NIL
No of Complaints disposed of during the Financial Year	NIL
No of Complaints pending as on the end of the Financial Year	NIL

DISCLOSURE ON COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS;

The Company has complied with all the requirements of Corporate Governance mentioned in the Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations, wherever applicable.

The Company has complied with all the requirements of Corporate Governance Report as specified in sub paras (2) to (10) of Schedule V(c) of the Listing Regulations.

DETAILS OF ADOPTION OF DISCRETIONARY REQUIREMENTS SPECIFIED IN PART E OF SCHEDULE II TO THE LISTING REGULATIONS

The Company has adopted the following nonmandatory requirements of Part E of Schedule II to the Listing Regulations.

a. Unmodified Audit Report:

During the financial year under review, there was no audit qualification on the Company's audited Standalone and Consolidated Financial Statements and Results. The Company continues to adopt best practices to ensure regime of unmodified financial statements.

b. Reporting of Internal auditor:

The Internal Auditor of the Company directly reports to the Audit Committee.

DETAILS OF OTHER COMPLIANCES

Details of compliances of provisions relating to Corporate Governance in various Regulations of the Listing Regulations, other than those specified above are as under:

a. Code of Conduct for Directors and Senior Management;

The Board has put in place a Code of Conduct for Directors and Senior Management of the Company in line with the provisions of the Act and the Listing Regulations. The Code is available on the website of the Company www.balaxiventures.in in the page 'Investor Relations'. The Declaration on this behalf is provided as Annexure: VII

DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT;

a. Unclaimed/Undelivered shares

The Company did not have any outstanding equity shares lying in the demat suspense account/unclaimed suspense account during the financial year 2019-20 and as on March 31, 2020. Further voting rights on none of equity shares of the Company are frozen. Hence disclosure or reporting in terms of Regulation 34(3) read with Part F of Schedule V to the SEBI Listing Regulations is not applicable/required.

b. Investors' Education and Protection Fund ("IEPF")

The details of unpaid and unclaimed Dividend of previous years which has been transferred or is due to be transferred to the IEPF during the financial year 2019-20 in terms of the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), as amended from time to time is provided in the Board's Report which forms part of this annual report.



Management Discussion and Analysis

The Management Discussion and Analysis for the financial year under review, as stipulated under Regulation 34(2)(e) read with Part B of Schedule V of the SEBI Listing Regulations, is presented in a separate section and forms part of this Annual Report. It provides mandatory disclosures required under the SEBI Listing Regulations comprising of inter-alia details about the overall industry structure, economic scenarios, operational and financial performance of the Company, business strategy, internal controls and their adequacy, risk management systems and other material developments during the financial year 2019-20.

**For and on behalf of Board,
Balaxi Ventures Limited**

Place: Hyderabad
Date: 17.08.2020

Ashish Maheshwari
Managing Director
DIN: 01575984

Minoshi Maheshwari
Director
DIN: 01575975

Standalone Financial Statements

INDEPENDENT AUDITOR'S REPORT STANDALONE

To the Members of Balaxi Ventures Limited

Opinion

We have audited the accompanying IND AS Standalone financial statements of **Balaxi Ventures Limited** ("the Company"), which comprise the balance sheet as at 31st March 2020, the statement of Profit and Loss for the year then ended, and Cash Flow Statement and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and Profit for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Depending on the facts and circumstances of the entity and the Audit, there are no key audit matters to communicate in the Audit Report.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Ind AS standalone financial statements that give a true and fair view of the financial position, financial performance (including the other comprehensive income), cash flows and Statement of Changes in Equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act, read with Relevant Rules issued thereunder. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.



Auditor's Responsibility

Our objectives are to obtain reasonable assurance about whether the Standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit Procedures that is appropriate in the circumstances. Under section 143(3)(I) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists; we are required to draw attention in our auditor's report to the related disclosures in the Standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated

in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the companies (Auditor's Report) Order, 2016 ('the order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in the paragraph 3 and 4 of the order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - a) the Balance Sheet, Statement of Profit and Loss(including Other Comprehensive Income), the Cash Flow Statement and the Statement of changes in Equity dealt with by this Report are in agreement with the books of account;
 - (c) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with Relevant Rules issued there under.
 - (d) On the basis of the written representations received from the directors as on 31st March, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (e) With respect to the adequacy of internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

Yours faithfully,
for **P Murali & Co.**,
Chartered Accountants
Firm Regn No.007257S

A. Krishna Rao
Partner
Membership No. 020085
UDIN : 20020085AAAAGC6358
Place: Hyderabad
Date: June 16, 2020



Annexure A to the Auditor's Report

Annexure referred to in paragraph 1 of Our Report of even date to the members of M/s. Balaxi Ventures Limited on the accounts of the company for the year ended 31st March, 2020 Under "Report on other Legal & Regulatory Requirements"

- (I.) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) Fixed assets have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable.
- (c) As the Company does not have immovable properties holding of title, as this clause is not applicable to the company.
- (ii.) According to the information and explanations given to us and on the basis of our examination of the records of the company inventories have been physically verified at reasonable intervals of time and no material discrepancies have been found.
- iii. The company has not granted any loans, secured or unsecured, to companies, firms, and Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence this clause is not applicable to the company.
- iv. In our opinion and according to the information and explanations given to us, the Company has not given any loans, investments, guarantees and securities therefore section 185 and 186 of the Act, with respect to the loans and investments do not apply.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits within the meaning of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- vi. The maintenance of cost records has not been specified by the Central Government under section 148(1) of the Companies Act, 2013 for the business activities carried out by the Company. Thus reporting under clause 3(vi) of the order is not applicable to the Company.
- vii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Goods and Services Tax, Customs Duty and other material statutory dues, as applicable.
- (b) There are no undisputed amounts payable in respect of Provident Fund, , Employees' State Insurance and Income-tax other material statutory dues in arrears as at 31st March 2020 for a period of more than 6 months from the date they became payable.
- (c) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax and any other statutory dues which have not been deposited on account of any disputes.
- viii. The Company has not borrowed any loans from bank or financial institutions. The company has not issued any debentures.
- ix. According to the information and explanations given to us, the Company has not raised moneys by way of initial public offer or further public offer including debt instruments and term loans. Accordingly, the provisions of clause 3(ix) of the order are not applicable to the company.

- x. During the course of examination of books of accounts and records of the company, carried out in accordance with the generally accepted auditing practices in India and according to information and explanations given to us, we have neither come across any instance of material fraud on or by the company, noticed or reported during the year, nor have been informed of such cases by the management.
- xi. According to information and explanation given to us and based on our examination of records of the company, the Company has paid for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with schedule V to the Act.
- xii. In our opinion and according to information and explanations given to us, the company is not a Nidhi Company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the company.
- xiii. The Company has entered into transactions with related parties in compliance with the provisions of section 177 and 188 of the Act. The details of such related party transactions have been disclosed in the Standalone financial statements as required under Indian Accounting standard (Ind AS) 24, related party disclosures specified under section 133 of the Act, read with relevant rules issued there under.
- xiv. According to information and explanation given to us and based on our examination of records of the company, the company has made preferential allotment of shares in compliance with the sec 62 of the act and the amount raised has been used for the purpose for which the funds were raised.
- xv. According to information and explanations given to us and to the best of our knowledge and belief the company has not entered into any non-cash transactions with directors or persons connected with the directors. Therefore, the provisions of clause 3(xv) of the order are not applicable to the company.
- xvi. The Company is not required to be registered under section 45-IA of The Reserve Bank of India Act 1934. Accordingly, the provisions of clause 3(xvi) of the order are not applicable to the Company.

Yours faithfully,
for **P Murali & Co.**,
Chartered Accountants
Firm Regn No.007257S

A. Krishna Rao
Partner
Membership No. 020085
UDIN : 20020085AAAAGC6358
Place: Hyderabad
Date: June 16, 2020

Standalone Balance sheet as at 31st March 2020

Rupees in Thousands

Particulars	Notes	31-Mar-20	31-Mar-19
Assets			
Non-Current Assets			
Property, plant and equipment	3	1,865	113
Financial Assets			
Investments - Subsidiary	4	978	-
Other non-current assets			
Income tax assets	5	9,233	3,199
Total Non-Current Assets		12,076	3,312
Current Assets			
Inventories	6	8,321	-
Financial Assets			
Investments		-	-
Trade receivables	7	3,12,222	54,739
Cash and bank balances	8	35,667	1,330
Advances	9	10,764	1,697
Total Current Assets		3,66,974	57,766
Total Assets		3,79,050	61,078
Equity and Liabilities			
Equity			
Equity share capital	10	1,00,000	30,400
Other equity	11	1,81,123	4,805
Total Equity		2,81,123	35,205
Non Current Liabilities			
Financial Liabilities			
Deferred Tax Liabilities (net)	12	34	-
Current Liabilities			
Financial Liabilities			
Borrowings		-	-
Trade Payables	13	69,127	20,801
Other Financial Liabilities	14	4,636	369
Liabilities for Current Tax (net)	15	24,130	4,703
Total Liabilities		97,926	25,873
Total Equity and Liabilities		3,79,050	61,078

Summary of significant accounting policies

2

The accompanying notes form an integral part of the financial statements.

As per our report of even date

For P Murali & Co.,
Chartered Accountants
Firm Registration No. 007257S

For and behalf of the Board
Balaxi Ventures Limited

A. Krishna Rao
Partner
Membership No. 020085
UDIN : 20020085AAAAGC6358

Ashish Maheshwari
Managing Director & CFO
DIN: 01575984

Minoshi Maheshwari
Director
DIN: 01575975

Place: Hyderabad
Date: June 16, 2020

Nidhin Jose
Company Secretary

Standalone Statement of Profit and Loss for the Year Ended 31st March 2020

Rupees in Thousands

Particulars	Notes	31-Mar-20	31-Mar-19
Revenue from Operations	16	4,56,324	1,35,954
Other Income	17	28,113	8,088
Total Income		4,84,438	1,44,042
Expenses			
Cost of material consumed	18	3,35,767	1,02,369
Employee benefit expenses	19	17,621	9,012
Finance costs		-	-
Depreciation expense	20	75	35
Other expenses	21	38,318	8,233
Total Expenses		3,91,782	1,19,649
Profit / (Loss) Before Tax		92,656	24,393
Tax Expense:-			
Current Tax	22	27,664	4,734
Deferred Tax	22	34	-
Profit/(Loss) from discontinuing operations		-	-
Profit/(Loss) for the year		64,958	19,659
Other comprehensive income		-	-
Total Comprehensive Income, Net of Tax		64,958	19,659
Earnings per Equity Share	23		
Equity shares of par value Rs.10/- each			
Number of Shares		100,00,000	30,40,000
Par value Rs.10 per share (Previous year: Rs.10 per share)			
Basic		8.64	6.47
Diluted		8.64	6.47

Summary of significant accounting policies 2

The accompanying notes form an integral part of the financial statements.

For P Murali & Co.,
Chartered Accountants
Firm Registration No. 007257S

For and behalf of the Board
Balaxi Ventures Limited

A. Krishna Rao
Partner
Membership No. 020085
UDIN : 20020085AAAAGC6358

Ashish Maheshwari
Managing Director & CFO
DIN: 01575984

Minoshi Maheshwari
Director
DIN: 01575975

Place: Hyderabad
Date: June 16, 2020

Nidhin Jose
Company Secretary

Standalone Statement of Changes in Equity for the Year Ended March 31st, 2020

a) Equity Share Capital

Equity shares of Rs.10/- each issued, subscribed and fully paid

	Number of shares in Thousands	Rs. Thousands
As at 31st March 2019	3,040	30,400
Changes in share capital	6,960	69,600
As at 31st March 2020	10,000	1,00,000

b) Other Equity

Rupees in Thousands

	Reserves & Surplus				Total Equity
	Retained Earnings	General Reserve	Share Premium	Capital Redemption Reserve	
Balance as at 1st April 2018	(16,485)	211	1,170	250	(14,854)
Add: Profit/(Loss) for the year	19,659	-	-	-	19,659
Other comprehensive income	-	-	-	-	-
Balance as at 31st March 2019	3,174	211	1,170	250	4,805

Rupees in Thousands

	Reserves & Surplus				Total Equity
	Retained Earnings	General Reserve	Share Premium	Capital Redemption Reserve	
Balance as at 31st March 2019	3,174	211	1,170	250	4,805
Add: Profit/(Loss) for the year	64,958	250	1,11,360	(250)	1,76,318
Other comprehensive income	-	-	-	-	-
Balance as at 31st March 2020	68,132	461	1,12,530	-	1,81,123

Summary of significant accounting policies

2

The accompanying notes form an integral part of the financial statements.

For P Murali & Co.,

Chartered Accountants

Firm Registration No. 007257S

A. Krishna Rao,

Partner

Membership No. 020085

UDIN : 20020085AAAAGC6358

Place: Hyderabad

Date: June 16, 2020

For and behalf of the Board

Balaxi Ventures Limited

Ashish Maheshwari

Managing Director & CFO

DIN: 01575984

Minoshi Maheshwari

Director

DIN: 01575975

Nidhin Jose

Company Secretary



Standalone Statement of Cash Flows for the Year Ended 31st March 2020

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
A. Cash Flow from Operating Activities:		
Net profit before tax	92,656	24,393
Add/ (Less): Adjustments to reconcile profit before tax to net cash flows:		
Depreciation for the year	75	35
Loss on sale of fixed assets	-	11
Dividend Income	-	-
Finance cost	-	-
Net Loss / (Gain) on financial assets measured at fair value through profit or loss	-	-
Operating profit before working capital changes	92,731	24,439
Movements in working capital		
Increase/ (Decrease) in trade payables	48,326	19,857
Increase/ (Decrease) in other financial liabilities	4,267	61
Decrease / (Increase) in other bank balance	94	6
Decrease / (Increase) in advance	(9,067)	(1,697)
Decrease / (Increase) in other receivables	(6,034)	(2,898)
Decrease / (Increase) in trade receivables	(2,57,483)	(54,739)
Decrease / (Increase) in Inventory	(8,321)	-
Cash Generated from Operations	(2,28,217)	(39,409)
Direct taxes paid (Net of refunds)	(8,237)	(100)
Net Cash from Operating Activities (A)	(1,43,724)	(15,070)
B. Cash Flow from Investing Activities:		
Purchase of Property, Plant and Equipment	(1,827)	(54)
Dividends received	-	-
Interest received	-	-
Investment in Subsidiary	(978)	-
Net Cash from / (used in) Investing Activities (B)	(2,805)	(54)
C. Cash Flow from Financing Activities:		
Repayment of borrowings	-	-
Interest on borrowings	-	-
Further Issue of Equity Share Capital incl. Premium	1,80,960	-
Net Cash from / (used in) Financing Activities (C)	1,80,960	0



Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
D. Net (Decrease)/ Increase in cash and cash equivalents [A+B+C]	34,431	-15,124
E. Cash and cash equivalents at the beginning of the year	1,028	16,152
F. Cash and cash equivalents at the end of the year [D+E]	35,460	1,028
G. Other Bank Balances		
Unencashed Dividend in bank accounts	207	302
H. Total Cash and Bank Balances [F+H]	35,667	1,330

The accompanying notes form an integral part of the financial statements.

For P Murali & Co.,
Chartered Accountants
Firm Registration No. 007257S

For and behalf of the Board
Balaxi Ventures Limited

A. Krishna Rao
Partner
Membership No. 020085
UDIN : 20020085AAAAGC6358

Ashish Maheshwari
Managing Director & CFO
DIN: 01575984

Minoshi Maheshwari
Director
DIN: 01575975

Place: Hyderabad
Date: June 16, 2020

Nidhin Jose
Company Secretary

Notes forming part of Standalone Financial Statements for the Year Ended 31st March 2020

1.1 Corporate Information

"Balaxi Ventures Limited ('the Company') is a public limited company incorporated and domiciled in India whose shares are publicly traded. The registered office is located at Plot no.409, H.No. 82-293, Maps Towers, 3rd Floor, Phase III, Road No: 81, Jubilee Hills, Hyderabad, Telangana, India. The Company was incorporated in September, 1942. The Company Commenced the business of International Wholesale Trading of Pharmaceuticals, Builders Hardware and FMCG products during the Financial Year 2018-19. The Financial Statements were authorized for issue by the board of directors on June 16, 2020."

1.2 Basis of Preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

The financial statements have been prepared on a historical cost basis, except for Certain financial assets measured at fair value (refer accounting policy regarding financial instruments).

The financial statements are presented in Indian Rupees (Rs.) and all values are rounded to the nearest Thousands, except when otherwise indicated.

2 Summary of Significant Accounting Policies

a. Current Versus Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current

Deferred tax assets and liabilities are classified as non-current assets and liabilities

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Fair Value Measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:



- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

c. **Revenue Recognition**

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The specific recognition criteria described below must be met before revenue is recognised:

Dividends

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

d. Taxes**Current Income Tax**

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.



e. **Property, Plant and Equipment**

Plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Under the previous GAAP (Indian GAAP), property, plant and equipment were carried in the balance sheet on the basis of historical cost less accumulated depreciation (carrying value). The Company has elected to regard the previous GAAP carrying value as deemed cost at the transition date, viz., 1 April 2016.

Depreciation is calculated on written down value basis over the estimated useful lives of the assets as follows:

Asset Block	Useful Life (Years)
Furniture & Fixtures	10
Computer	3
Office Equipments	5

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The estimated useful lives are in line with those prescribed by Sch II to Companies Act, 2013.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Impairment of PPE

The carrying amounts of assets are reviewed at each balance sheet date to assess if there is any indication of impairment based on internal/ external factors. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

After recognition of impairment loss, the depreciation charge for the asset is adjusted in future periods to allocate the assets revised carrying amount, less its residual value (if any), on straight line basis over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

f. **Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Initial Recognition and Measurement

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified as Equity instruments at fair value through profit or loss (FVTPL).

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- i) The rights to receive cash flows from the asset have expired, or
- ii) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

Financial Liabilities

Initial Recognition and Measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings.

Subsequent Measurement

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

g. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

h. Earnings per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.



i. Borrowing Costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs are expensed in the period in which they occur.

j. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

k. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a Lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

l. Significant Accounting Judgements, Estimates and Assumptions

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect reported amounts of revenue, expenses, assets and liabilities and the disclosures of contingent assets and liabilities at the date of the financial statements and the results of operations during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

3 Property, Plant and Equipment

Rupees in Thousands

Particulars	Furniture & Fixtures	Computer	Office Equipments	Total
At 1st April 2019	-	67	46	113
Additions	954	-	873	1,827
Disposals	-	-	-	-
Exchange differences if any	-	-	-	-
At 31st March 2020	954	67	920	1,941
Depreciation charge for the year	13	30	32	75
Disposals	-	-	-	-
Exchange differences	-	-	-	-
At 31st March 2020	941	37	888	1,865

4 Investments - Subsidiary

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Investment in Balaxi Global DMCC, Dubai (100% Foreign Subsidiary)	978	-
	978	-

5 Income Tax Assets

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
TDS	233	3,199
Advance Tax FY 2019-20	9,000	-
	9,233	3,199

6 Inventories

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Inventories	8,321	-
	8,321	-

7 Trade Receivables

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Secured, considered good	-	-
Unsecured, considered good	2,94,984	50,264
Other Receivable	15,440	4,475
GST Refundable Due	1,798	-
	3,12,222	54,739

8 Cash and Bank Balances

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Cash in hand	87	80
Balances with Banks in Current Accounts	35,373	948
	35,460	1,028
Other bank balances*	207	302
	207	302
Total Cash And Bank Balances	35,667	1,330

Cash at banks earns interest at floating rates based on daily bank deposit rates.

* Other bank balances include Unpaid Dividend Accounts earmarked for payment of dividend.

9 Advances

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Salary Advances	1,950	1,697
Advance to subsidiary towards share application	8,814	-
	10,764	1,697

10 Share Capital

Authorised, Issued, Subscribed and Fully Paid Up

Particulars	31-Mar-20		31-Mar-19	
	Number in Thousands	Rs. Thousands	Number in Thousands	Rs. Thousands
Authorised				
Opening balance	40,000	4,00,000	40,000	4,00,000
Increase / (Decrease) during the year				
Closing Balance	40,000	4,00,000	40,000	4,00,000
Issued, Subscribed and fully paid up:				
Equity Shares of Rs.10/-each fully paid up				
Opening balance	3,040	30,400	3,040	30,400
Increase / (Decrease) during the year	6,960	69,600	-	-
Total Issued, Subscribed and Fully Paid-Up Share Capital	10,000	1,00,000	3,040	30,400

Terms/ Rights attached to Equity Shares

The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of Shareholders Holding more than 5% Shares in the Company (Including Shares held by Holding Company)

Particulars	31-Mar-20		31-Mar-19	
	Number of Shares in Thousands	% of shares	Number of Shares in Thousands	% of shares
Balaxi Overseas Private Limited (Holding Company)	7,000	70.00%	2,000	65.79%
Amol Anand Mantri*	-	-	401	13.17%
Elara India Opportunities Limited	950	9.50%	-	-
Marshal Global Capital Fund Ltd	950	9.50%	-	-

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

* Mr. Amol Anand Mantri holds less than 5% of the shareholding in the company during the FY2019-2020 hence the same is not disclosed for the current reporting period of FY2019-2020.

11 Other Equity

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Securities Premium		
Opening balance	1,170	1,170
Change during the year	1,11,360	-
Closing Balance	1,12,530	1,170
General Reserve		
Opening balance	211	211
Change during the year	250	-
Closing Balance	461	211
Capital Redemption Reserve		
Opening balance	250	250
Change during the year	(250)	-
Closing Balance	-	250
Retained Earnings		
Opening balance	3,175	(16,485)
Net Profit / (Loss) for the year	64,958	19,659
Closing Balance	68,133	3,175
Total Other Equity	1,81,123	4,805

12 Deferred Taxes

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Deferred tax Liability	-	-
Add:-Current year Deferred tax Liability	34	-
	34	-

13 Trade Payables

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Trade Payables	69,127	20,801
	69,127	20,801

14 Other Financial Liabilities

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Unpaid dividend	207	302
Other Liabilities - TDS	494	67
Remuneration/Expenses payable to directors	3,936	-
	4,636	369

15 Liabilities for Current Tax (Net)

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Income-tax Payable	24,130	4,703
	24,130	4,703

16 Revenue from Operations

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Sale of Pharmaceuticals Products	2,87,098	1,16,158
Sale of Hardware Products	24,054	19,796
Sale of FMCG Products	1,45,173	-
	4,56,324	1,35,954



17 Other Income

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Foreign Exchange gain/Loss	5,603	(777)
Other Non operating Income:	-	2,897
Discount Received	344	0.03
Duty Drawback	4,844	2,163
MEIS License	17,321	3,805
Interest received	2	-
	28,113	8,088

18 Cost of material consumed

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Cost of material Consumed	3,35,767	1,02,369
	3,35,767	1,02,369

19 Employee Benefit Expenses

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Salaries, wages and bonus	16,612	9,012
Other employee benefit expenses	1,009	-
	17,621	9,012

20 Depreciation Expenses

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Depreciation on tangible assets	75	35
	75	35

21 Other Expenses

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Bank charges	469	23
Rent	2,400	1,200
Advertising and business promotion expenses	1,018	154
Travelling expenses	4,410	834
Communication costs	197	13
Printing and stationery	1,567	275
Legal and professional fees	238	180
Payment to auditor (Refer details below)	500	1,093
Loss on sale of investment	-	11
Listing Fees	520	342
Registration Charges	-	53
Conveyance	124	3
Insurance	192	70
Other Expenses	6,043	1,295
Fees & Subscription	1,180	359
Remuneration-Directors	4,800	-
Freight & Forwarding Charges	3,074	664
Freight Outward Charges	9,596	1,290
MSWC Charges	1,990	376
	38,318	8,233

Payment to Auditors

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
As Auditor		
Audit Fee	500	1,093
	500	1,093

22 Current Tax

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Current tax expense for current year	26,870	4,734
Tax expense pertaining to prior years	794	-
Total Current Tax	27,664	4,734
Deferred Tax	34	-
	34	-

23 Earning Per Share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

The following reflects the income and share data used in the basic and diluted EPS computations:

(Amount in Rupees)

Particulars	31-Mar-20	31-Mar-19
Profit after tax	6,49,57,975	1,96,58,895
Weighted average number of equity shares	75,21,096	30,40,000
Basic and diluted earnings per share for continued operations (in rupees)	8.64	6.47

24 Segment information

The entire Company operations fall within only one single reportable segment of International Wholesale Trading

25 Related Party Transactions

A. Name of the Related Parties and Related Party Relationship

a) **Holding Company** : Balaxi Overseas Private Limited

b) **Directors**

Ashish Maheshwari
 Minoshi Maheshwari
 Gandhi Gamji
 Kunal M Bhakta

c) **Key Managerial Personnel**

Ashish Maheshwari	Managing Director & CFO
Nidhin Jose	Company Secretary
Piyush Maheshwari	President Operations (Directors Relative)

d) **Wholly Owned Subsidiary company**

Balaxi Global DMCC, Dubai

**B. Transactions with related parties**

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Operating and administrative costs		
Balaxi Overseas Private Limited		
Rent	2,400	1,200
Cost of Packing	-	1,963
Reimbursement of Expenses to directors	3,275	692
Directors Remuneration		
Ashish Maheshwari	3,000	-
Minoshi Maheshwari	1,800	-
Sitting Fee (All Directors)	200	-
KMP Salary	2,460	-
Capital contribution to Balaxi Global DMCC	9,791	-

26 Capital Management

For the purpose of Company's capital management, Capital includes issued equity capital and other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Borrowings	-	-
Trade and other payables	73,763	21,170
Less: Cash and cash equivalents	(35,667)	(1,330)
Net Debt	38,096	19,840
Equity	2,81,123	35,205
Capital and Net Debt	3,19,220	55,046
Gearing Ratio	11.93%	36.04%

27 Financial Risk Management Objectives and Policies

The Company's principal financial liabilities comprise of trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include cash and cash equivalents that derive directly from its operations and FVTPL investments.

The Company is exposed to market risk and liquidity risk. The Company's senior management oversees management of these risks. The Company's financial risk activities are governed by appropriate policies and procedures so that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency rate risk, interest rate risk and other price risk. Financial instruments affected by market risk include FVTPL financial instruments.

The sensitivity analyses in the following sections relate to the position as at 31 March 2020 and 31 March 2019.

Equity Price Risk

The Company's listed equity instruments are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the equity price risk through diversification. The Company's Board of Directors reviews and approves all equity investment decisions.

Liquidity Risk

The Company's objective is to maintain a balance between continuity of funding and flexibility. 100% of debt of the Company will mature in less than one year at 31 March 2020 (31 March 2020: 100% and 1 April 2019: 100%) based on the carrying value of debt reflected in the financial statements. The Company has sufficient working capital funds available to honour the debt maturing within 12 months.

For P Murali & Co.,
Chartered Accountants
Firm Registration No. 007257S

For and behalf of the Board
Balaxi Ventures Limited

A. Krishna Rao
Partner
Membership No. 020085
UDIN : 20020085AAAAGC6358

Ashish Maheshwari
Managing Director & CFO
DIN: 01575984

Minoshi Maheshwari
Director
DIN: 01575975

Place: Hyderabad
Date: June 16, 2020

Nidhin Jose
Company Secretary

Consolidated Financial Statements



Independent Auditor's Report on Consolidated Financial Statements

To the Members of Balaxi Ventures Limited

Report on the Audit of the Consolidated IND AS Financial Statements

Opinion

We have audited the accompanying Consolidated IND AS Financial Statements of **M/s. Balaxi Ventures Limited** (hereinafter referred to as the 'Holding Company') and its subsidiary i.e. M/s. Balaxi Global DMCC, Dubai (Holding Company and its subsidiary together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2020, and the consolidated Statement of Profit and Loss, and the Consolidated Cash flows Statement for the year then ended, and notes to the Consolidated IND AS Financial Statements, including a summary of significant accounting policies (hereinafter referred to as "the Consolidated IND AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Consolidated IND AS Financial Statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Accounting Principles Generally Accepted in India, of their consolidated state of affairs of the Company at March 31, 2020, of consolidated profit, and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated IND AS Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Matters

The consolidated Financial Statements include the unaudited Financial Statements of Balaxi Global DMCC (Dubai), an wholly owned foreign subsidiary, whose Financial Statements reflect Group's share of total assets of Rs. -95,47,323 as at 31st March 2020, Group's share of total revenue of Rs. NIL and Group's share of total net loss after tax of Rs. 36,63,670 for the Year ended 31st March 2020 as considered in the consolidated Financial Statements. These unaudited Financial Statements have been furnished to us by the Board of Directors and our opinion on the consolidated Financial Statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary is based solely on such unaudited Financial Statements. In our opinion and according to the information and explanations given to us by the Board of Directors, these Financial Statements are not material to the Group.

Our opinion on the consolidated Financial Statements, and our report on Other legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the Financial information certified by the Board of Directors.

Responsibilities of Management and Those Charged with Governance for the Consolidated IND AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these Consolidated IND AS Financial Statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the

Group accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated IND AS Financial Statements by the Directors of the Holding Company, as aforesaid.

In preparing the Consolidated IND AS Financial Statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective companies included in the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The Board of Directors of the holding company are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated IND AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the Consolidated IND AS Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated IND AS Financial Statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(l) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the



Consolidated IND AS Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and jointly controlled entities to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated IND AS Financial Statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the Consolidated IND AS Financial Statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the Consolidated IND AS Financial Statements of which we are the independent auditors. For the other entities included in the Consolidated IND AS Financial Statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated IND AS Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid Consolidated IND AS Financial Statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated IND AS Financial Statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated IND AS Financial Statements.
- (d) In our opinion, the aforesaid Consolidated IND AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.

- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2020 none of the directors of the Group companies, are disqualified as on 31st March, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of Internal Financial Controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations as at March 31st, 2020 which would impact on consolidated financial position of the group.
 - ii. The group does not have any long term contracts, including derivate contracts and did not have any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the company.

Yours faithfully,
for **P Murali & Co.**,
Chartered Accountants
Firm Regn No.007257S

A. Krishna Rao
Partner
Membership No. 020085
UDIN : 20020085AAAAGD1677
Place: Hyderabad
Date: June 16, 2020



Annexure A to the Independent Auditor's Report

Report on the Internal Financial Controls over Financial Reporting under clause (i) of the Sub-section 3 of the Section 143 of the Companies Act, 2013 ('The Act')

In conjunction with our audit of the Consolidated IND AS Financial Statements of the company as of and for the year ended 31st March 2020, we have audited the internal financial controls over financial reporting of **M/s. BALAXI VENTURE LIMITED** (the holding company and its subsidiaries) as at 31st March 2020.

Management's Responsibility for Internal Financial Controls

The Respective Board of Directors of the Holding Company and its subsidiaries are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the company's internal financial controls over financial reporting based on our Audit. We conducted our audit in accordance with the Guidance note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an Audit of Internal Financial Controls. These standards and guidance note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our Audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the Auditor's Judgment, including the assessment of the risk of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion and the company's internal financial control system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes these policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail,

accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitation of Internal Financial Controls over Financial Reporting

Because of the inherent limitation of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, Projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company, has in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the ICAI.

Yours faithfully,
for **P Murali & Co.**,
Chartered Accountants
Firm Regn No.007257S

A. Krishna Rao
Partner
Membership No. 020085
UDIN : 20020085AAAAGD1677
Place: Hyderabad
Date: June 16, 2020

Consolidated Balance sheet as at 31st March 2020

Rupees in Thousands

Particulars	Notes	31-Mar-20	31-Mar-19
Assets			
Non-Current Assets			
Property, plant and equipment	3	1,865	113
Financial Assets			
Other non-current assets			
Income tax assets	4	9,233	3,199
Total Non-Current Assets		11,098	3,312
Current Assets			
Inventories	5	8,321	-
Financial Assets			
Investments - Consolidation loss		-	-
Trade receivables	6	2,97,145	54,739
Cash and bank balances	7	40,007	1,330
Advances	8	1,950	1,697
Other current assets	9	1,189	-
Total Current Assets		3,48,613	57,766
Total Assets		3,59,711	61,078
Equity and Liabilities			
Equity			
Equity share capital	10	1,00,000	30,400
Other equity	11	1,77,460	4,805
Total Equity		2,77,460	35,205
Non Current Liabilities			
Financial Liabilities			
Deferred Tax Liabilities (net)	12	34	-
Current Liabilities			
Financial Liabilities			
Borrowings		-	-
Trade Payables	13	48,467	20,801
Other Financial Liabilities	14	4,636	369
Liabilities for Current Tax (net)	15	24,130	4,703
Other Current Liabilities	16	4,985	-
Total Liabilities		82,252	25,873
Total Equity and Liabilities		3,59,711	61,078

Summary of significant accounting policies

2

The accompanying notes form an integral part of the financial statements.

As per our report of even date

For P Murali & Co.,
Chartered Accountants
Firm Registration No. 007257S

For and behalf of the Board
Balaxi Ventures Limited

A. Krishna Rao
Partner
Membership No. 020085
UDIN : 20020085AAAAGD1677

Ashish Maheshwari
Managing Director & CFO
DIN: 01575984

Minoshi Maheshwari
Director
DIN: 01575975

Place: Hyderabad
Date: June 16, 2020

Nidhin Jose
Company Secretary

Consolidated Statement of Profit and Loss for the Year Ended 31st March 2020

Rupees in Thousands

Particulars	Notes	31-Mar-20	31-Mar-19
Revenue from Operations	17	4,56,324	1,35,954
Other Income	18	28,113	8,088
Total Income		4,84,438	1,44,042
Expenses			
Cost of material consumed	19	3,35,767	1,02,369
Employee benefit expenses	20	20,985	9,012
Finance costs		-	-
Depreciation expense	21	75	35
Other expenses	22	38,872	8,233
Total Expenses		3,95,700	1,19,649
Profit / (Loss) Before Tax		88,737	24,393
Tax Expense:-			
Current Tax	23	27,664	4,734
Deferred Tax	23	34	-
Profit/(loss) from discontinuing operations		-	-
Profit/(Loss) for the year		61,040	19,659
Other comprehensive income			
A (i) Items that will not be reclassified to profit or loss			
Exchange Differences on translation of foreign operations		255	-
Total Comprehensive Income, Net of Tax		61,294	19,659
Earnings per Equity Share	24		
Equity shares of par value Rs.10/- each			
Number of Shares		1,00,00,000	30,40,000
Par value Rs.10 per share (Previous year: Rs.10 per share)			
Basic		8.12	6.47
Diluted		8.12	6.47

For P Murali & Co.,
Chartered Accountants
Firm Registration No. 007257S

For and behalf of the Board
Balaxi Ventures Limited

A. Krishna Rao
Partner
Membership No. 020085
UDIN : 20020085AAAAGD1677

Ashish Maheshwari
Managing Director & CFO
DIN: 01575984

Minoshi Maheshwari
Director
DIN: 01575975

Place: Hyderabad
Date: June 16, 2020

Nidhin Jose
Company Secretary

Consolidated Statement of Changes in Equity for the Year Ended March 31st, 2020

a) Equity Share Capital

Equity shares of Rs.10/- each issued, subscribed and fully paid

	Number of shares in Thousands	Rs. Thousands
As at 31st March 2019	3,040	30,400
Changes in share capital	6,960	69,600
As at 31st March 2020	10,000	1,00,000

b) Other Equity

Rupees in Thousands

	Reserves & Surplus				Total Equity
	Retained Earnings	General Reserve	Share Premium	Capital Redemption Reserve	
Balance as at 1st April 2018	(16,485)	211	1,170	250	(14,854)
Add: Profit / (Loss) for the year	19,659	-	-	-	19,659
Other comprehensive income	-	-	-	-	-
Balance as at 31st March 2019	3,174	211	1,170	250	4,805

Rupees in Thousands

	Reserves & Surplus				Total Equity
	Retained Earnings	General Reserve	Share Premium	Capital Redemption Reserve	
Balance as at 31st March 2019	3,174	211	1,170	250	4,805
Add: Profit / (Loss) for the year	61,294	250	1,11,360	(250)	1,72,654
Other comprehensive income	-	-	-	-	-
Balance as at 31st March 2020	64,469	461	1,12,530	-	1,77,460

Summary of significant accounting policies

2

The accompanying notes form an integral part of the financial statements.

For P Murali & Co.,

Chartered Accountants

Firm Registration No. 007257S

A. Krishna Rao

Partner

Membership No. 020085

UDIN : 20020085AAAAGD1677

Place: Hyderabad

Date: June 16, 2020

For and behalf of the Board

Balaxi Ventures Limited

Ashish Maheshwari

Managing Director & CFO

DIN: 01575984

Minoshi Maheshwari

Director

DIN: 01575975

Nidhin Jose

Company Secretary



Consolidated Statement of Cash Flows for the Year Ended 31st March 2020

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
A. Cash Flow from Operating Activities:		
Net profit before tax	88,737	24,393
Add/ (Less): Adjustments to reconcile profit before tax to net cash flows:		
Depreciation for the year	75	35
Loss on sale of fixed assets	-	11
Dividend Income	-	-
Finance cost	-	-
Net Loss / (Gain) on financial assets measured at fair value through profit or loss	-	-
Operating profit before working capital changes	88,813	24,439
Movements in working capital		
Increase/ (Decrease) in trade payables	27,666	19,857
Increase/ (Decrease) in other financial liabilities	4,267	61
Decrease / (Increase) in other bank balance	94	6
Decrease / (Increase) in advance	(253)	(1,697)
Decrease / (Increase) in other receivables	(6,034)	(2,898)
Decrease / (Increase) in trade receivables	(2,42,406)	(54,739)
Decrease / (Increase) in Inventory	(8,321)	-
Decrease / (Increase) in other current assets	(1,189)	-
Increase/ (Decrease) in other current liabilities	4,985	-
Cash Generated from Operations	(2,21,191)	(39,409)
Direct Taxes paid (Net of refunds)	(8,237)	(100)
Net Cash from Operating Activities (A)	(1,40,615)	(15,070)
B. Cash Flow from Investing Activities:		
Purchase of Property, Plant and Equipment	(1,827)	(54)
Dividends received	-	-
Interest received	-	-
Investment in Subsidiary	-	-
Net Cash from / (used in) Investing Activities (B)	(1,827)	(54)
C. Cash Flow from Financing Activities:		
Repayment of borrowings	-	-
Interest on borrowings	-	-



Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Further Issue of Equity Share Capital Incl. Premium	1,80,960	-
Share Application Money Pending Allotment	0	
Net Cash from / (used in) Financing Activities (C)	1,80,960	0
D. Net (Decrease)/ Increase in cash and cash equivalents [A+B+C]	38,517	(15,124)
E. Cash and cash equivalents at the beginning of the year	1,028	16,152
Effect of exchange differences on cash and cash equivalents held in foreign currency	255	
F. Cash and cash equivalents at the end of the year [D+E]	39,800	1,028
G. Other Bank Balances		
Unencashed Dividend in bank accounts	207	302
H. Total Cash and Bank Balances [F+H]	40,007	1,330

The accompanying notes form an integral part of the financial statements.

For P Murali & Co.,
Chartered Accountants
Firm Registration No. 007257S

For and behalf of the Board
Balaxi Ventures Limited

A. Krishna Rao
Partner
Membership No. 020085
UDIN : 20020085AAAAGD1677

Ashish Maheshwari
Managing Director & CFO
DIN: 01575984

Minoshi Maheshwari
Director
DIN: 01575975

Place: Hyderabad
Date: June 16, 2020

Nidhin Jose
Company Secretary

Notes forming part of Consolidated Financial Statements for the Year Ended 31st March 2020

1.1 Corporate Information

"Balaxi Ventures Limited ('the parent Company') is a public limited company incorporated and domiciled in India whose shares are publicly traded. The Parent Company and subsidiary are referred to as "Company" for the purpose of this Consolidated Financial Statements. The Parent Company has a wholly owned foreign subsidiary Balaxi Global DMCC, Dubai. The registered office is located at Plot no.409, H.No. 82-293, Maps Towers, 3rd Floor, Phase III, Road No: 81, Jubilee Hills, Hyderabad, Telangana, India. The Parent Company was incorporated in September, 1942. The Parent Company Commenced the business of International Wholesale Trading of Pharmaceuticals, Builders Hardware and FMCG products during the Financial Year 2018-19 and the Subsidiary Commenced its Business Operations on February 2020 onwards. The Parent Company and the wholly owned foreign Subsidiary are engaged in the business of International Wholesale Trading of Pharmaceuticals, Builders Hardware and FMCG products.

The financial statements were authorized for issue by the board of directors on June 16, 2020."

1.2 Basis of Preparation

The Consolidated financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time.

The Consolidated financial statements have been prepared on a historical cost basis, except for Certain financial assets measured at fair value (refer accounting policy regarding financial instruments).

The Consolidated financial statements are presented in Indian Rupees (Rs.) and all values are rounded to the nearest Thousands, except when otherwise indicated.

1.3 Principles of Consolidation

The consolidated financial statements have been prepared in accordance with IndAS 27 (Separate financial statements), IndAS 110 (Consolidated financial statements) and IndAS 112 (Disclosure of interest in other entities) based on the core principle that the consolidated entity presents the Parent company and its subsidiaries as if they are a single economic entity.

In preparing these consolidated financial statements, the financial statements of the Parent company and its subsidiaries are combined line by line by adding together like items of assets, liabilities, equity, income and expenses. In order that the consolidated financial statements present financial information about the Company as that of a single economic entity, the following steps are taken:

- a. The carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary are eliminated. The excess/deficit of cost to the Parent Company of its investment over its portion of net worth in consolidated Subsidiaries at the respective dates on which the investment in such entities was made is recognized in the financial statements as goodwill/capital reserve.
- b. Non-controlling interests in the profit or loss of consolidated subsidiaries for the reporting period, if any, are identified; and
- c. Non-controlling interests in the net assets of consolidated subsidiaries, if any, are identified separately from the parent's ownership interests in them.

IntraCompany balances and transactions, including income, expenses and dividends, are eliminated in full. Profits and losses resulting from intraCompany transactions that are recognized in assets, such as inventory and fixed assets, are eliminated in full.

These Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances



Functional Currency of Foreign Subsidiaries is USDollars. The assets and liabilities of overseas subsidiaries denominated in foreign currencies are translated inRS at exchange rates prevailing at the date of the Balance Sheet; profits and losses are translated at average exchange rates for the relevant accounting periods. Exchange differences arising are recognized in the Other Comprehensive Income and are included in the translation reserve. Such translation differences shall be recognized as income or expenses in the period in which the operation is disposed of.

2 Summary of Significant Accounting Policies

a. Current Versus Non-Current Classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalents unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current

Deferred tax assets and liabilities are classified as non-current assets and liabilities

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

b. Fair Value Measurement

The Company measures financial instruments at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the Consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At each reporting date, the Management analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Management verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The management also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

c. Revenue Recognition

Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government. The specific recognition criteria described below must be met before revenue is recognised:

Dividends

Revenue is recognised when the Company's right to receive the payment is established, which is generally when shareholders approve the dividend.

d. Taxes

Current Income Tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred tax is provided using the liability method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting



profit nor taxable profit or loss

- In respect of taxable temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss

- In respect of deductible temporary differences associated with investments in subsidiaries, associates and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside the statement of profit and loss is recognised outside the statement of profit and loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

e. **Functional and Presentation Currency**

IndAS 21 (Effects of changes in foreign exchange rates) requires that functional currency and presentation currency be determined. Functional currency is the currency of the primary economic environment in which the entity operates. Presentation currency is the currency in which the financial statements are presented.

These consolidated financial statements are presented in Indian Rupee, which is the functional currency and presentation currency of the Parent Company. All foreign currency transactions are expressed in the functional currency using the exchange rate at the transaction date.

Foreign currency balances representing cash or amounts to be received or paid in cash (monetary items) are retranslated at the end of the year using the exchange rate on that date. Exchange differences on such monetary items are recognized as income or expense for the year.

Non-monetary balances that are not remeasured at fair value and are denominated in a foreign currency are expressed in the functional currency using the exchange rate at the transaction date. Where a non-monetary item is remeasured at fair value in the financial statements, the exchange rate at the date when fair value was determined is used

The functional currency of the foreign subsidiaries is United States Dollars. However for the purpose of preparation of consolidated financial statements, the assets and liabilities of the foreign subsidiaries are translated and presented in Indian Rupees (which is the functional and presentation currency of the Parent company) at the closing rate at the end of the reporting period. The income statement is translated at exchange rates at the dates of the transactions or at the average rate if that approximates the actual rates. All resulting exchange differences are recognized in other comprehensive income.

f. Property, Plant and Equipment

Plant and equipment is stated at cost, net of accumulated depreciation and accumulated impairment losses, if any. Under the previous GAAP (Indian GAAP), property, plant and equipment were carried in the balance sheet on the basis of historical cost less accumulated depreciation (carrying value). The Company has elected to regard the previous GAAP carrying value as deemed cost at the transition date, viz., 1 April 2016.

Depreciation is calculated on written down value basis over the estimated useful lives of the assets as follows:

Asset Block	Useful Life (Years)
Furniture & Fixtures	10
Computer	3
Office Equipments	5

The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The estimated useful lives are in line with those prescribed by Sch II to Companies Act, 2013.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

Impairment of PPE

The carrying amounts of assets are reviewed at each balance sheet date to assess if there is any indication of impairment based on internal/ external factors. An impairment loss is recognised whenever the carrying amount of an asset exceeds its recoverable amount.

After recognition of impairment loss, the depreciation charge for the asset is adjusted in future periods to allocate the assets revised carrying amount, less its residual value (if any), on straight line basis over its remaining useful life.

A previously recognised impairment loss is increased or reversed depending on changes in circumstances. However, the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

g. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets**Initial Recognition and Measurement**

All financial assets are recognised initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified as Equity instruments at fair value through profit or loss (FVTPL).



All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

Derecognition

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e. removed from the Company's balance sheet) when:

- i) The rights to receive cash flows from the asset have expired, or
- ii) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

Impairment of Financial Assets

In accordance with Ind AS 109, the Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss on the following financial assets and credit risk exposure:

Financial Liabilities

Initial Recognition and Measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings or payables as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, loans and borrowings.

Subsequent Measurement

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss.

h. Cash and Cash Equivalents

Cash and cash equivalent in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

i. Earnings per Share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split (consolidation of shares) that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

j. Borrowing Costs

Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds. Borrowing costs are expensed in the period in which they occur.

k. Provisions

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

l. Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

Company as a Lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Company is classified as a finance lease.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term.

m. Significant Accounting Judgements, Estimates and Assumptions

The preparation of financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect reported amounts of revenue, expenses, assets and liabilities and the disclosures of contingent assets and liabilities at the date of the financial statements and the results of operations during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

3 Property, Plant and Equipment

Rupees in Thousands

Particulars	Furniture & Fixtures	Computer	Office Equipments	Total
At 1st April 2019	-	67	46	113
Additions	954	-	873	1,827
Disposals	-	-	-	-
Exchange differences if any	-	-	-	-
At 31st March 2020	954	67	920	1,941
Depreciation charge for the year	13	30	32	75
Disposals	-	-	-	-
Exchange differences	-	-	-	-
At 31 March 2020	941	37	888	1,865

**4 Income Tax Assets**

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
TDS	233	3,199
Advance Tax FY 2019-20	9,000	-
	9,233	3,199

5 Inventories

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Inventories	8,321	-
	8,321	-

6 Trade Receivables

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Secured, considered good	-	-
Unsecured, considered good	2,79,906	50,264
Other Receivable	15,440	4,475
GST Refundable Due	1,798	-
	2,97,145	54,739

7 Cash and Bank Balances

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Cash in hand	87	80
Balances with Banks in Current Accounts	39,713	948
	39,800	1,028
Other bank balances*	207	302
	207	302
Total Cash And Bank Balances	40,007	1,330

Cash at banks earns interest at floating rates based on daily bank deposit rates.

* Other bank balances include Unpaid Dividend Accounts earmarked for payment of dividend.

8 Advances

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Salary Advances	1,950	1,697
	1,950	1,697

9 Other Current Assets

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Other current assets	1,189	-
	1,189	-

10 Share Capital

Authorised, Issued, Subscribed and Fully Paid Up

Particulars	31-Mar-20		31-Mar-19	
	Number in Thousands	Rs. Thousands	Number in Thousands	Rs. Thousands
Authorised				
Opening balance	40,000	4,00,000	40,000	4,00,000
Increase / (Decrease) during the year				
Closing Balance	40,000	4,00,000	40,000	4,00,000
Issued, Subscribed and fully paid up:				
Equity Shares of Rs. 10/-each fully paid up				
Opening balance	3,040	30,400	3,040	30,400
Increase / (Decrease) during the year	6,960	69,600	-	-
Total Issued, Subscribed and Fully Paid-Up Share Capital	10,000	1,00,000	3,040	30,400

Terms/ Rights attached to Equity Shares

The Company has only one class of equity shares having par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of Shareholders Holding more than 5% Shares in the Company (Including Shares held by Holding Company)

Particulars	31-Mar-20		31-Mar-19	
	Number of Shares in Thousands	% of shares	Number of Shares in Thousands	% of shares
Balaxi Overseas Private Limited (Holding Company)	7,000	70.00%	2,000	65.79%
Amol Anand Mantri*	-	-	401	13.17%
Elara India Opportunities Limited	950	9.50%	-	-
Marshal Global Capital Fund Ltd	950	9.50%	-	-

As per records of the Company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

* Mr. Amol Anand Mantri holds less than 5% of the shareholding in the company during the FY2019-2020 hence the same is not disclosed for the current reporting period of FY2019-2020.

**11 Other Equity**

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Securities Premium		
Opening balance	1,170	1,170
Change during the year	1,11,360	-
Closing Balance	1,12,530	1,170
General Reserve		
Opening balance	211	211
Change during the year	250	-
Closing Balance	461	211
Capital Redemption Reserve		
Opening balance	250	250
Change during the year	(250)	-
Closing Balance	-	250
Retained Earnings		
Opening balance	3,175	(16,485)
Net Profit / (Loss) for the year	61,294	19,659
Closing Balance	64,469	3,175
Total Other Equity	1,77,460	4,805

12 Deferred Taxes

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Deferred tax Liability	-	-
Add:-Current year Deferred tax Liability	34	-
	34	-

13 Trade Payables

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Trade Payables	48,467	20,801
	48,467	20,801

14 Other Current Financial Liabilities

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Unpaid dividend	207	302
Other Liabilities - TDS	494	67
Remuneration/Expenses payable to directors	3,936	-
	4,636	369

15 Liabilities for Current Tax (Net)

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Income-tax Payable	24,130	4,703
	24,130	4,703

16 Other Current Liabilities

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Other Current Liabilities	4,985	-
	4,985	-

17 Revenue from Operations

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Sale of Pharmaceutical Products	2,87,098	1,16,158
Sale of Hardware Products	24,054	19,796
Sale of FMCG Products	1,45,173	-
	4,56,324	1,35,954

18 Other Income

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Foreign Exchange Gain/Loss	5,603	(777)
Other Non Operating Income:	-	2,897
Discount Received	344	0
Duty Drawback	4,844	2,163
MEIS License	17,321	3,805
Interest received	2	-
	28,113	8,088

19 Cost of Material Consumed

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Cost of material Consumed	3,35,767	1,02,369
	3,35,767	1,02,369

20 Employee Benefit Expenses

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Salaries, wages and bonus	19,977	9,012
Other employee benefit expenses	1,009	-
	20,985	9,012

21 Depreciation Expenses

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Depreciation on Tangible assets	75	35
	75	35

22 Other Expenses

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Bank charges	478	23
Rent	2,632	1,200
Advertising and business promotion expenses	1,018	154
Travelling expenses	4,410	834
Communication costs	197	13
Printing and stationery	1,567	275
Legal and professional fees	238	180
Payment to auditor (Refer details below)	808	1,093
Loss on sale of investment	-	11
Listing Fees	520	342



Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Registration Charges	-	53
Conveyance	124	3
Insurance	192	70
Other Expenses	6,048	1,295
Fees & Subscription	1,180	359
Remuneration-Directors	4,800	-
Freight & Forwarding Charges	3,074	664
Freight Outward Charges	9,596	1,290
MSWC Charges	1,990	376
	38,872	8,233

Payment to Auditors

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
As Auditor		
Audit Fees	808	1,093
	808	1,093

23 Current Tax

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Current Tax expense for current year	26,870	4,734
Current Tax expense pertaining to prior years	794	-
Total Current Tax	27,664	4,734
Deferred Tax	34	-
	34	-

24 Earning Per Share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

The following reflects the income and share data used in the basic and diluted EPS computations:

(Amount in Rupees)

Particulars	31-Mar-20	31-Mar-19
Profit after tax	6,10,39,787	1,96,59,248
Weighted average number of equity shares(in Hundreds)	75,21,096	30,40,000
Basic and diluted earnings per share for continued operations (in rupees)	8.12	6.47

25 Segment information

The entire Company operations fall within only one single reportable segment of International Wholesale Trading

26 Related Party Transactions

A. Name of the Related Parties and Related Party Relationship

a) Directors

Ashish Maheshwari
 Minoshi Maheshwari
 Gandhi Gamji
 Kunal M Bhakta
 Bharath Tawari (Director of Subsidiary Company)

b) Key Managerial Personnel

Ashish Maheshwari Managing Director & CFO
 Nidhin Jose Company Secretary
 Piyush Maheshwari President Operations

C. Transactions with related parties

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Operating and administrative costs		
Balaxi Overseas Private Limited		
Rent	2,400	1,200
Cost of Packing	-	1,963
Reimbursement of Expenses to directors	3,275	692
Directors Remuneration		
Ashish Maheshwari	3,000	-
Minoshi Maheshwari	1,800	-
Sitting Fee (All Directors Excluding Subsidiary)	200	-
KMP Salary	2,460	-

27 Capital Management

For the purpose of Company's Capital Management, Capital includes issued equity capital and other equity reserves attributable to the equity holders of the Company. The primary objective of the Company's capital management is to maximise the shareholder value.

To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Company monitors capital using a gearing ratio, which is net debt divided by total capital plus net debt. The Company includes within net debt, interest bearing loans and borrowings, trade and other payables, less cash and cash equivalents.

Rupees in Thousands

Particulars	31-Mar-20	31-Mar-19
Borrowings	-	-
Trade and other payables	58,088	2,11,699
Less: Cash and cash equivalents	(40,007)	(13,299)
Net Debt	18,081	1,98,399
Equity	2,77,460	3,52,056
Capital and Net Debt	2,95,541	5,50,455
Gearing Ratio	6.12%	36.04%



28 Financial Risk Management Objectives and Policies

The Company's principal financial liabilities comprise of trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include cash and cash equivalents that derive directly from its operations and FVTPL investments.

The Company is exposed to market risk and liquidity risk. The Company's senior management oversees management of these risks. The Company's financial risk activities are governed by appropriate policies and procedures so that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarised below.

Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency rate risk, interest rate risk and other price risk. Financial instruments affected by market risk include FVTPL financial instruments.

The sensitivity analyses in the following sections relate to the position as at 31 March 2020 and 31 March 2019.

Equity Price Risk

The Company's listed equity instruments are susceptible to market price risk arising from uncertainties about future values of the investment securities. The Company manages the equity price risk through diversification. The Company's Board of Directors reviews and approves all equity investment decisions.

Liquidity Risk

The Company's objective is to maintain a balance between continuity of funding and flexibility. 100% of debt of the Company will mature in less than one year at 31 March 2020 (31 March 2020: 100% and 1 April 2019: 100%) based on the carrying value of debt reflected in the financial statements. The Company has sufficient working capital funds available to honour the debt maturing within 12 months.

For P Murali & Co.,

Chartered Accountants
Firm Registration No. 007257S

A. Krishna Rao

Partner
Membership No. 020085
UDIN : 20020085AAAAGD1677

Place: Hyderabad
Date: June 16, 2020

For and behalf of the Board Balaxi Ventures Limited

Ashish Maheshwari

Managing Director & CFO
DIN: 01575984

Nidhin Jose

Company Secretary

Minoshi Maheshwari

Director
DIN: 01575975

Balaxi Ventures Limited

CIN: L25191TG1942PLC121598

Registered Office:

Plot No.409, Maps Towers, 2nd 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 77th Annual General Meeting

Notice is hereby given that the 77th Annual General Meeting of the Members of the Company Limited will be held on Friday, September 11, 2020 at 9:00 AM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM), to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at Plot No.409, MAPS Towers, 2nd Floor, Phase-III, Road No.81, Jubilee Hills, Hyderabad, Telangana, India -500096;

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year Ended March 31, 2020, 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 Ms. Minoshi Maheshwari (DIN: 01575975) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. CHANGE THE NAME OF THE COMPANY FROM BALAXI VENTURES LIMITED TO BALAXI PHARMACEUTICALS LIMITED;

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 Section 13 and all other applicable provisions of the Companies Act, 2013 and the Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), other applicable regulations under SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and subject to the approvals, consents, sanctions and permissions of the Central Government/Stock Exchange/appropriate authorities/departments or bodies as may be necessary, consent of the members be and is hereby granted for changing the name of the Company from 'Balaxi Ventures Limited' to "Balaxi Pharmaceuticals Limited" or any other name as may be approved by the Regulatory Authorities, whether under the Companies Act, 2013 or any other rules, laws, acts, statutes or regulations as may be applicable to the Company.

“FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly.”

“FURTHER RESOLVED THAT the Board of the Company be and is hereby authorised to do and perform



all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the Office of the Registrar of Companies (ROC) and to settle and finalise all issues that may arise in this regard in order to give effect to the above mentioned resolution and to delegate all or any of the powers conferred herein as they may deem fit.”

“FURTHER RESOLVED THAT the Company Secretary and/or Managing Director of the Company be and is hereby authorised to take all necessary steps for giving effect to the resolution, including providing the certified true copy of this resolution.”

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

**NIDHIN JOSE
Company Secretary**

Place: Hyderabad
Date: 17.08.2020

Registered Office:

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

Notes:

1. In view of the continuing restrictions on the movement of persons at several places in the country caused by outbreak of COVID – 19, the Ministry of Corporate Affairs vide Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020, has allowed the companies to conduct Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) for the calendar year 2020. Pursuant to the above circulars, the 77th AGM of the Company shall be conducted through VC/OAVM and hence, the facility for appointment of proxy by the members is not available for this AGM and the Proxy Form and the Attendance Slip including Route Map are not annexed to this Notice. Pursuant to the above circulars issued by the Ministry of Corporate Affairs, the Company has decided to send the Annual Report for the Financial Year 2019-20 and Notice of the 77th AGM only through e-mail to all the Members of the Company.
2. For convenience of the Members and for proper conduct of the AGM, Members can login and join at least 20 minutes before the time scheduled for the AGM and login facility shall be kept open throughout the proceedings of the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1000 Members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shares, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. The Statement setting out material facts, pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) in respect of the special businesses, which are unavoidable in nature, under item nos. 3 of the accompanying Notice is annexed hereto.
5. Corporate Members are required to send a certified true copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Meeting.
6. Pursuant to Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, as amended from time to time, the Company is pleased to provide its Members the facility for voting through remote e-voting as well as e-voting during the AGM in respect of all the businesses to be transacted at the AGM and the company has engaged CDSL to provide e-voting facility and for participation in the AGM through VC / OAVM facility.
7. A brief resume of the Director proposed to be re-appointed at this AGM, nature of her expertise in specific functional areas, names of companies in which she holds directorship and membership / chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Regulation 36 of the Listing Regulations and other requisite information as per Clause 1.2.5 of Secretarial Standard-2 on General Meetings, are provided in this notice.



8. Electronic copy of the Annual Report for FY 2019-20 and Notice of AGM are uploaded on the Company's website http://www.balaxiventures.in/investors_information and is being sent to all the Members whose email IDs are registered with the Company/Depository Participant(s)/RTA for communication purposes and also available on the website of The National Stock Exchange of India Limited at www.nseindia.com respectively. Further, Notice of the AGM is available on the website of CDSL, the agency engaged for providing e-voting facility, i.e. www.evotingindia.com.
9. All the documents referred to in the accompanying Notice and the Statement setting out material facts can be obtained for inspection by writing to the Company at its email ID secretarial@balaxiventures.in till the date of the AGM.
10. The annual accounts of the subsidiary company are made available on the website of the Company at http://www.balaxiventures.in/investors_information
11. Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013, the Company has transferred on due dates, all unclaimed dividends up to the Financial Year 2011-12 to Investor Education and Protection Fund (IEPF) established by Central Government. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, the Company has uploaded the details of the unpaid and unclaimed amounts lying with the Company on the website of the Company (http://www.balaxiventures.in/investors_information), and also on the website of the Ministry of Corporate Affairs (www.iepf.gov.in). Members who have not encashed the dividend warrant(s) for the Financial Year 2012-13 and for consecutive 7 years from the said year, so far, are requested to make their claim to the Secretarial Department of the Company, at the Registered Office or the office of the RTA on or before October 28, 2020, failing which the unpaid / unclaimed amount for the Financial Year 2012-13 shall be transferred to said fund at an appropriate date. Members' attention is particularly drawn to the "Corporate Governance" section of the Annual Report in respect of unclaimed dividend.
12. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time, all equity shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more on October 28, 2020 shall be transferred by the Company to Investor Education and Protection Fund Authority (IEPFA). The Company has also written to the Shareholders concerned intimating them their particulars of the equity shares due for transfer. These details are also available on the Company's website www.balaxiventures.in. No claim shall lie against the Company in respect of these equity shares post their transfer to IEPFA. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPFA by making an online application, the details of which are available at www.iepf.gov.in. All correspondence should be addressed to the RTA of the Company.
13. The cut-off date for the purpose of determining the Members eligible for participation in remote e-voting (e-voting from a place other than venue of the AGM) and voting at the AGM is September 04, 2020. Please note that a person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or e-voting at the Meeting. If Members opt for remote e-voting, then they should not vote at the Meeting. 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 can attend the Meeting and participate in the

Meeting but shall not be entitled to cast their vote again.

14. In case of joint holders attending the Meeting, the joint holder who is highest in the order of names will be entitled to vote at the Meeting.
15. The Board has appointed BVR & Associates Practicing Company Secretaries LLP, Cochin, as the scrutinizer to scrutinize both the remote e-voting as well as e-voting during the AGM in a fair and transparent manner.
16. Any person, who acquires shares of the Company and becomes member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 04.09.2020 may obtain the login ID and password by sending an email to info@skdc-consultants.com or secretarial@balaxiventures.in by mentioning their Folio No. / DP ID and Client ID No. However, if you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on www.evotingindia.com. Once the vote on a Resolution is casted by the Member, the Member shall not be allowed to change it subsequently or cast the vote again. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again. At the end of remote e-voting period, the facility shall forthwith be blocked.
17. 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 their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA /Company.
18. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 08, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from April 01, 2019 unless the securities are held in the dematerialized form with the depositories. Therefore, Shareholders are requested to take action to dematerialize the Equity Shares of the Company, promptly.
19. Members who desire to raise/ ask questions during the AGM are requested to send the same to secretarial@balaxiventures.in before 1.00 P.M on September 06, 2020. The speaker Members are requested to maintain a time limit of 5 minutes to complete their questions.

20. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned below for Remote e-voting.
- b. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- c. If any Votes are cast by the shareholders through the e-voting facility available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



- d. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

21. 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 September 04, 2020 may cast their vote electronically.
- d. The e-voting period commences at 9:00 a.m. on Tuesday, September 08, 2020 and ends at 5:00 p.m. on Thursday, September 10, 2020. 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 appointed M/s BVR & Associates, Practicing Company Secretaries as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

INSTRUCTIONS FOR E-VOTING:

The voting period begins at 9:00 a.m. on Tuesday, September 08, 2020 and ends at 5:00 p.m. on Thursday, September 10, 2020. 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 04, 2020, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website : www.evotingindia.com
- (ii) Click on Shareholders.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first time user follow the steps given below:

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



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).

23. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at secretarial@balaxiventures.in. These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

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, 48 Years
Qualifications	B.Com (Hons)
Brief Resume along with nature of expertise	Ms. Minoshi Maheshwari is a Business woman. She is a Commerce Graduate and is having more than one decade of 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	Basic Salary of INR 18,00,000/- per annum. Variable allowance of INR 12,00,000/- per annum.
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 & Corporate Social Responsibility Committee

Item No. 3: CHANGE THE NAME OF THE COMPANY FROM BALAXI VENTURES LIMITED TO BALAXI PHARMACEUTICALS LIMITED;

In terms of provisions of Section 13 and all other applicable provisions, of the Companies Act, 2013 read with the rules made there under, change in the name of the Company requires approval of members by way of special resolution.

The present name of the company is not reflecting the main business of the company, which is into the business of Pharmaceutical products. The company generated 62.96% of its total revenue from the Pharmaceutical products in the last financial year 2019-20. Hence, Board feels that the proposed name '**Balaxi Pharmaceuticals Limited**' would adequately portrait the main business activity of the company.

Due to the above stated reasons, it is proposed to Change the name of the company to '**Balaxi Pharmaceuticals Limited**' in line with Regulation 45 of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015.

To give effect to the said proposal, the Company had filed an application with the Ministry of Corporate Affairs in Form RUN for availing the new name of the Company as "Balaxi Pharmaceuticals Limited." The Ministry of Corporate Affairs vide its letter dated July 31, 2020 had confirmed the availability of the proposed name. The Company also received In Principle Approval from National Stock Exchange of India Limited (NSE) vide letter dated August 10, 2020. The Board accordingly recommends the Special Resolution set out at Item No.3 of the accompanying notice for the approval of the Members.



For changing the name of the company, it is necessary to amend the Name clause I of the Memorandum of Association of the company to reflect the new name. The revised Memorandum of Association is being uploaded on the company's website at http://www.balaxiventures.in/investors_information.php for perusal by the members.

A copy of the same shall be given to the shareholders upon receipt of a request for the same, in writing, during the AGM period and shall also be available for inspection at the Registered Office of the Company during business hours on any working day, excluding Saturday and Sunday between 11.00 a.m. and 1.00 p.m. up to Tuesday, September 10, 2020.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 except to the extent of their shareholding, if any.

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

Place: Hyderabad
Date: 17.08.2020

**NIDHIN JOSE
Company Secretary**

Registered Office:

Plot No.409, MAPS Towers, 2nd 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

Registered Office:

Plot No.409, Maps Towers, 2nd 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