



MAXIMUS INTERNATIONAL LIMITED

CIN: L51900GJ2015PLC085474

Registered Office: 504A, OZONE, Dr. Vikram Sarabhai Marg, Vadi-Wadi, Vadodara-390003

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Email: info@maximusinternational.in ; maximus_international@yahoo.com

Website: www.maximusinternational.in

POSTAL BALLOT NOTICE

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

**To,
All Members,
Maximus International Limited**

Notice of Postal Ballot is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolution appended below for Migration of Company from BSE SME platform to the Main Board of BSE Limited are proposed to be passed by the Members through Postal Ballot/ voting through electronic means ("Remote E-voting").

The explanatory statement pursuant to Sections 102 and 110 of the Companies Act, 2013 pertaining to the aforesaid resolution setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration. The said notice, along with Postal Ballot Form has also been placed on the Company's website www.maximusinternational.in for perusal of Members.

The Board of Directors of the Company, at its meeting held on 12th April, 2019 has appointed Mr. Hemang M. Mehta, Proprietor of H. M. Mehta & Associates, Practising Company Secretary, Vadodara as the Scrutinizer for conducting the Postal Ballot and Remote e- voting process in a fair and transparent manner. In the event the draft Resolution as set out in the Notice is assented by the requisite majority by means of Postal Ballot, they shall be deemed to have been passed as Special Business at an Extra Ordinary General Meeting. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or remote e-voting.

Members have the option to vote either by Physical Postal Ballot or through Remote E-voting. Members desiring to exercise their vote by means of Physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Notice and Postal Ballot Form, vote for or against the resolution and return the same duly completed and signed in the enclosed self-addressed postage pre-paid business reply envelope so as to reach the Scrutinizer at Mr. Hemang M. Mehta Practising Company Secretary-Scrutinizer, C/o 504A, OZONE, Dr. Vikram Sarabhai Marg, Vadi-Wadi, Vadodara-390003 on or before 5:00 P.M. on Tuesday, 21st May, 2019. Postal Ballot Form, if sent by courier or by registered post or speed post at the expense of the Member(s), will also be accepted.

The Company has also extended remote e-voting facility as an alternate, for its members holding shares as on the cut-off date i.e. 12th April, 2019, to enable them to cast their votes electronically instead of dispatching Postal Ballot Form(s). Members desiring to opt for e-voting facility are requested to read the notes to the notice and instructions overleaf the Form. References to Postal Ballot(s) in this notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman or any other Director of the Company as authorised by the Board, upon completion of scrutiny of the Postal Ballot and remote e-voting process on or before 5:00 P.M. on 23rd May, 2019 at the Registered Office of the Company. There after aforesaid result of the postal ballot and remote e-voting process will be communicated to BSE Limited where the Company's Shares are listed, Depositories and Registrar and Share Transfer Agents. The results will also be displayed on the Company's website viz. www.maximusinternational.in.

Pursuant to Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Resolution shall be passed by requisite majority i.e. shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal and the last date of receipt of Postal Ballot(s) i.e. 21st May, 2019 shall be deemed to be the date of passing of Resolution.

Item of Business requiring consent of members through Postal Ballot:

Resolution No. 1: Migration from SME Platform of BSE Limited to Main Board of BSE Limited:

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

Note: In accordance with Regulation 277 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the below mentioned Resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

"RESOLVED THAT pursuant to the Regulation 277 and other relevant provisions, laid down in Chapter IX of SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2018 ("ICDR Regulations"), and other applicable provisions, if any, of the Companies Act 2013, ICDR Regulations and the rules framed thereunder, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited and follow such procedures specified under ICDR Regulations, as amended from time to time, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all the Directors and/or Company Secretary of the Company be and are hereby authorized jointly and/or severally to deal with any Government or semi government authorities or any other concerned intermediaries including but not limited to BSE Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited.

RESOLVED FURTHER THAT all the Directors and/or Company Secretary of the Company be and are hereby authorized jointly and/or severally to do all acts, things and deeds as are necessary to give effect to the said resolution, which shall include but not restricted to filing of forms, documents and resolution with relevant authorities, signing of documents and any other acts which shall be considered necessary by the board to give effect to the said resolution."

**For and on behalf of the Board of Directors
Maximus International Limited**

SD/-
Dharati Shah
Company Secretary

Registered Office:
504A, OZONE,
Dr. Vikram Sarabhai Marg,
Vadi-Wadi,
Vadodara-390003
Date: 12.04.2019

NOTES:

1. The explanatory statement and reasons for the proposed resolution pursuant to Sections 102 and 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("The Rules") setting out material facts is annexed herewith and forms part of this notice.
2. The Board of Directors has, at their meeting held on 12th April, 2019 has appointed Mr. Hemang M. Mehta, Proprietor of H. M. Mehta & Associates, Practicing Company Secretaries to act as Scrutinizer, for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members as received and List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited as on 12th April, 2019.
4. Members whose names appear on the Register of Members/ List of Beneficial Owners on 12th April, 2019 will be considered for the purpose of voting.
5. A copy of this notice has been placed on the website of the Company www.maximusinternational.in and shall remain on the website until the last date for receipt of postal ballots from the shareholders.
6. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility to all its Members as an alternate mode to exercise their right to vote. For this purpose, Necessary arrangements have been made by the Company with Central Depository Services (India) Ltd (CDSL) for facilitating e-voting to enable the Members to cast their votes electronically.
7. A Member may request for a duplicate Postal Ballot Form, if required. However, duly filled in Postal Ballot Form should reach the Scrutinizer on or before close of business hours i.e. 5:00 P.M. on 21st May, 2019. Envelope containing Postal Ballot, if sent by courier or by Registered Post at the expense of the Member will also be accepted. However, the Ballot received after the stipulated day and time will be strictly treated as if no reply has been received from the Member.

8. A Member cannot exercise his/her vote by proxy on postal ballot.
9. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-Voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
10. Members exercising their vote are requested to read carefully the instructions printed in the Postal Ballot form and either **(a)** return the form duly completed and signed, in the enclosed self - addressed prepaid postage business reply envelope **or (b)** vote by electronic means in the manner set out herein, in each case, so as to ensure that votes reach the Scrutinizer not later than 05:00 P.M., on or before 21st May, 2019. ("Last Date"). Postal ballot Form(s) received after the Last Date will be treated as if reply from the Shareholder has not been received and the same shall not be considered for the purpose of Postal Ballot and after the Last Date the portal where e-votes can be cast will be blocked.
11. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on 12th April, 2019.
12. All the documents referred to in this notice and in the Explanatory Statement shall be available for inspection at the Registered Office of the Company during working hours on all working days from the date of dispatch of notice till 05:00 P.M. on 21st May, 2019.
13. The Scrutinizer will submit his report to the Chairman or any other Director of the Company as authorised by the Board, upon completion of scrutiny of the Postal Ballot and e-voting process on or before 5.00 P.M. on 23rd May, 2019 at the Registered Office of the Company. The result of the postal ballot and e-voting process will be communicated to BSE Limited where the Company's Shares are listed, Depositories and Registrar and Share Transfer Agents. The results will also be displayed on the Company's website www.maximusinternational.in.
14. The Scrutinizer's decision on the validity of the Postal Ballot and any other related matter shall be final and binding
15. The last date of receipt of Postal Ballot i.e. 21st May, 2019 shall be the date on which the resolution would be deemed to have been passed if approved by requisite majority.
16. Instructions for voting:
 - A. Voting through physical Ballot Form:**
 - (i) A Member desiring to exercise vote by Physical Postal Ballot shall complete the enclosed Postal Ballot Form with assent (for) or dissent (against) and send it to the Scrutinizer in the closed self-addressed postage prepaid Business Reply Envelope. Postage charges will be borne and paid by the Company. However, in case a Member sends the Postal Ballot by courier or registered post or delivers it in person at his expense, such Postal Ballots will also be accepted.
 - (ii) The Postal Ballot Form, duly completed and signed by the Member(s) should be returned in the enclosed self-addressed postage prepaid Business Reply Envelope to the Company so as to reach the Scrutinizer before 05:00 P.M. on 21st May, 2019. Any Postal Ballot Form received after the said date shall be treated as if the reply from the Member(s) has not been received. No other form or photo copy of the Postal Ballot Form will be permitted/ accepted.

- (iii) Unsigned, incomplete, tick marked at both “FOR” and “AGAINST”, improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received in torn, defaced or mutilated condition.

B. Voting through electronic means:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Monday, 22nd April, 2019, at 09:00 A.M. and ends on Tuesday, 21st May, 2019, at 05:00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 12th April, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	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. <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).shares held by you on the cut-off date i.e. Friday, March 15, 2019

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Maximus International Limited> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xvi) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) 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.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for all mobile users. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **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 helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

Explanatory Statement Pursuant to Section 102 and 110 of the Companies Act, 2013

Resolution No. 1

Pursuant to Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company having the Paid - up Share Capital of more than Rs. 10 Crore but up to Rs. 25 Crore and whose shares are listed on SME Exchange for more than 2 years are eligible to migrate from SME Exchange to Main Board.

Presently, the paid up Capital of the Company is Rs. 12,57,20,000/- and the Shares of the Company are also listed on SME platform of BSE for more than 2 years (i.e. listed on March 30, 2017) thereby complying with the above stated requirements and it becomes eligible for migration from SME Exchange of BSE Limited to Main Board of BSE Limited.

The Board of Directors of the Company are of the view that the migration of the Company to Main Board of BSE Limited will act as a catalyst in the growth and expansion of the Company, enhance the recognition of the Company, increase the participation from the retail investors and the members will enjoy the increased return on their investment, hence your directors have thought it advisable to migrate from SME to Main Board.

In View of the above, your Directors recommend to pass the proposed Resolution with or without modification as a Special Resolution.

Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favor of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company are in any way concerned or interested, financially or otherwise in this proposed resolution except to the extent of their shareholding in the Company, if any.

**By Order of the Board of Directors
For Maximus International Limited**

Place:
Registered Office:
504A, OZONE,
Dr. Vikram Sarabhai Marg,
Vadi-Wadi,
Vadodara-390003
Date: 12.04.2019

SD/-
Dharati Shah
Company Secretary

Intentionally Blank