



Maxheights Infrastructure Limited

Regd. Office : SD-65, Tower Apartment, Pitam Pura, New Delhi-110034
Ph. : 011 - 27314646, 27312522

Date: 21st June, 2024

**To,
The General Manager,
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai- 400001**

**To,
The Secretary
The Calcutta Stock Exchange Limited
7, Lyons Range
Kolkata - 700001**

**SUB: OUTCOME OF ADJOURNED BOARD MEETING HELD ON FRIDAY, 21ST JUNE, 2024
(BOARD MEETING ORIGINALLY SCHEDULED TO BE HELD ON FRIDAY, 14TH JUNE, 2024)**

REF.: Maxheights Infrastructure Limited (SCRIP CODE: 534338)

Meeting Commencement Time: 04:00 P.M.

Meeting Conclusion Time: 05:15 P.M.

Dear Sir/Ma'am,

Pursuant to the provisions of Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Board of Directors of the Company at their adjourned meeting held Today i.e, on **Friday, the 21st day of June, 2024 at 04:00 P.M.** has inter-alia:

- 1) Considered and approved the Management Discussion and Analysis Report ("MDAR") for financial year 2023-24;
- 2) Took note of the following certificates forming the part of Corporate Governance Report:
 - a. The CFO Certificate issued by Mr. Naveen Narang, Managing Director and Chief Financial Officer of the company pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015;
 - b. The Certificate issued by Practicing Company Secretary under Schedule V of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015;
 - c. Certificate issued by Mr. Naveen Narang, Managing Director and CFO of the company under Regulation 34(3) read with Schedule -V (D) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015; and
 - d. Auditor's Certificate on Corporate Governance under Schedule V of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015

The CFO Certificates are annexed herewith and marked as **Annexure-A.**

- 3) Considered and approved the Corporate Governance Report to form an annexure to the Board's Report for the financial year 2023-24;
- 4) Considered and approved the Board's Report along with its following Annexures for the financial year 2023-24:

- a. **Annexure-I:** Nomination and Remuneration Committee Policy
- b. **Annexure-II:** AOC-1
- c. **Annexure-III:** Particulars of employees in accordance with Section 197(12) of Companies Act, 2013
- d. **Annexure-IV:** Corporate Governance Report
- e. **Annexure-V:** Form AOC-2
- f. **Annexure-VI:** Secretarial Audit Report in Form MR-3

- 5) Considered and approved the Calendar of Events for the purpose of 43rd Annual General Meeting of the Company;

The Calendar of Events for the 43rd Annual General Meeting is attached herewith and marked as **Annexure-B.**

- 6) Considered and fixed the date, day, time and mode for conducting the 43rd Annual General Meeting of the company;

The 43rd Annual General Meeting of the Company is scheduled to be held on Friday, the 26th day of July, 2024 at 02:00 P.M. via Video Conferencing/Other Audio-Visual Means ("OAVM").

- 7) Considered and approved the Notice of 43rd Annual General Meeting of the company;

The Notice of 43rd Annual General Meeting scheduled to be held on Friday, the 26th day of July, 2024 at 02:00 P.M. through Video Conferencing/Other Audio-Visual Means ("VC/OAVM") and other relevant documents shall be dispatched to shareholders in due course.

- 8) Considered and approved the appointment of Ms. Anuradha Malik (M.No: A60626; CoP: 27205) as Scrutinizer for the purpose of conducting remote e-voting process/e-voting process at the time of Annual General Meeting of the company;
- 9) Fixed the record date for determining the shareholders for the following purposes:
 - a. Dispatch of Notice of Annual General Meeting;
 - b. Remote-E-Voting; and
- 10) Took note of the resignation received from Mr. Shubham Mittal (DIN: 09328174) from the position of Non-Executive Independent Director of the company.

The details as required to be disclosed pursuant to Clause 7(b) of Para A, Part A of Schedule-III of SEBI Listing Regulations read with SEBI Circular No: SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 are enclosed herewith and marked as **Annexure-C.**

The copy of the email along with the Resignation Letter (as accepted by Board) is enclosed and marked as **Annexure-D.**

- 11) The Board by passing circular resolution dated 18th June, 2024 has re-constituted the Board's Committees. The re-constituted Board Committee details are enclosed as **Annexure-E.**

This is for your information and record.

Thanking You,
Yours Sincerely

For Max Heights Infrastructure Limited

Sonali Mathur
Company Secretary and Compliance Officer
M.No: A62205

Place: Delhi



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Annexure-A

Compliance with Code of Business Conduct and Ethics

To
The Board of Directors
Maxheights Infrastructure Limited

This is to certify that, as provided under Regulation 34 (3) Schedule -V (D) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board Members and the Senior Management Personnel have affirmed compliance with the Code of Conduct of Board of Directors and Senior management for the year ended 31 March, 2024.

Thanking You
For Max Heights Infrastructure Limited


Naveen Narang
Managing Director and Chief Financial Officer
DIN: 00095708



Date: 21st June, 2024

Place: Delhi



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CFO CERTIFICATION UNDER REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To,

The Board of Directors

Max Heights Infrastructure Limited

Address: SD-65, Pitampura, Delhi-110034

SUBJECT: COMPLIANCE CERTIFICATE UNDER REGULATION 17(8) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Pursuant to Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I, Naveen Narang, Managing Director and Chief Financial Officer of Max Heights Infrastructure Limited certify to the Board that:

A. I have reviewed financial statements and the cash flow statement for the financial year ended on **31st March, 2024** and that to the best of our knowledge and belief:

- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violates of the Company's code of conduct.

C. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps I have taken or propose to take to rectify these deficiencies.

D. I have indicated to the auditors and the Audit committee

- i. Significant changes in internal control over financial reporting during the year;




- ii. Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- iii. Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

The Board is requested to kindly take note of the same.

Thanking You

For Max Heights Infrastructure Limited


Naveen Narang

Managing Director and Chief Financial Officer

DIN: 00095708



Date: 21st June, 2024

Place: Delhi



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Annexure-B

CALENDAR OF EVENTS FOR 43RD ANNUAL GENERAL MEETING OF THE COMPANY

S.N	PARTICULARS	DATE
1	Cut-off date for dispatch of notice	Friday, 28 th June, 2024
2	Date of Completion of Dispatch of notice	Latest by Wednesday, 3 rd July, 2024
3	Book Closure Start Date	Tuesday, 23 rd July, 2024
4	Book Closure End Date	Friday, 26 th July, 2024
5	Cut-off date for E-Voting	Friday, 19 th July, 2024
6	E-Voting Start Date [9:00 A.M.]	Tuesday, 23 rd July, 2024
7	E-Voting End Date [05:00 P.M.]	Thursday, 25 th July, 2024
8	Annual General Meeting	Friday, 26 th July, 2024
9	Declaration of result	Latest by Sunday, 28 th July, 2024
10	Scrutinizer	Ms. Anuradha Malik (M.No: A60626; CoP: 27205)
11	Dividend % and Rs. per share	NIL
12	Dividend if any @ per share	NIL



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Annexure-C

Details of Mr. Shubham Mittal (DIN:09328174) as required under Clause 7(b) of Para A, Part A of Schedule-III of SEBI Listing Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023

S.N	Details of the Events	Information of such events
i.	Reason for change viz. appointment, cessation, resignation, removal, death or otherwise	Mr. Shubham Mittal (DIN: 09328174) has tendered his resignation from the post of Non-Executive Independent Director of the Company w.e.f. 15 th June, 2024 due to his health conditions
ii.	Date of appointment/ cessation (as applicable) and terms of appointment	15 th June, 2024 <i>(The Board in its meeting held on Friday, 21st June, 2024 has accepted the resignation submitted by Mr. Shubham Mittal w.e.f 15th June, 2024)</i>
iii.	Brief profile (in case of appointment)	Not Applicable
iv.	Disclosure of relationships between directors (in case appointment of a director)	Not Applicable
v.	Letter of resignation alongwith detailed reasons thereof	Annexure-D
vi.	Names of listed entities in which the resigning director holds directorships, indicating the category of directorship and membership of board committees, if any	Directorship in Listed entity: Mr. Shubham Mittal holds directorship in Max Heights Infrastructure Limited ("MHIL"), apart from MHIL, he does not hold directorship in any other listed entity. Membership in Board Committees: As per the list enclosed below
vii.	The independent Director shall, alongwith the detailed reasons, also provide a confirmation that there is no other materials reason other than those provided	Mr. Shubham Mittal has confirmed that there is no other reason of resignation other than those provided under his resignation letter

LIST OF COMPANIES IN WHICH THE RESIGNING DIRECTOR HOLDS MEMBERSHIP:

S.N	COMPANY NAME	COMMITTEE	MEMBERSHIP
1	Maxheights	Audit	Chairperson
2	Infrastructure	Nomination & Remuneration	Member
3	Limited	Stakeholders Relationship	Member

To,
The Board of Directors,
Max Heights Infrastructure Limited
SD-65, Pitampura, New Delhi-110034

Subject: Resignation from the Post of Independent Director of the Company

Respected Sir/Ma'am,

I am writing this letter to formally tender my resignation from the position of Independent Director of MAX HEIGHTS INFRASTRUCTURE LIMITED, w.e.f **15th Day of June, 2024**. After careful consideration, I have decided to step down from my position due to my Health Conditions and *apart from the above stated reason there is no other reason for the resignation.*

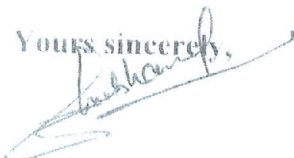
I want to express my gratitude for the opportunity to serve on the Board of Directors of MAX HEIGHTS INFRASTRUCTURE LIMITED. It has been a privilege to work alongside such talented individuals and to contribute to the company's growth and success during my tenure. So I requested to you please take necessary intimation to the Stock Exchange and Registrar of the Companies in this regard.

Further, please be informed that I was serving as Chairperson and Member in the following committee of the Company:

1. Chairperson in Audit Committee
2. Member in Stakeholders Relationship Committee
3. Member in Nomination and Remuneration Committee

Thank you once again for the opportunity to be a part of your esteemed organization.

Yours sincerely,


SHUBHAM MITTAL
INDEPENDENT DIRECTOR
DIN NO: 09328174

Accepted
15/06/24


DATE: 15-06-2024
PLACE: NEW DELHI



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Annexure-E

RE-CONSTITUTED BOARD COMMITTEE(S) ARE AS FOLLOWS: **AUDIT COMMITTEE**

S.N	NAME OF DIRECTOR	DESIGNATION ON BOARD
1	Mr. Gourav	Independent Director
2	Mr. Manoj Kumar Pahwa*	Independent Director
3	Mr. Naveen Narang	Managing Director and Chief Financial Officer

NOMINATION AND REMUNERATION COMMITTEE

S.N	NAME OF DIRECTOR	DESIGNATION ON BOARD
1	Mr. Gourav	Independent Director
2	Mr. Manoj Kumar Pahwa*	Independent Director
3	Mrs. Mansi Narang	Non-Executive Director

STAKEHOLDERS RELATIONSHIP COMMITTEE

S.N	NAME OF DIRECTOR	DESIGNATION ON BOARD
1	Mr. Gourav	Independent Director
2	Mr. Manoj Kumar Pahwa*	Independent Director
3	Mrs. Mansi Narang	Non-Executive Director

Note:

* Mr. Manoj Kumar Pahwa, Independent Director of the company was designated as the member in the Board Committees by passing Resolution by Circulation dated 18th June, 2024.

The Chairperson of the committees will be elected by the committee members through election process.