

Ref: MIL/BSE/2022
Date: 11.07.2022

To,
The Corporate Relations department
Bombay Stock Exchange Limited
Department of Corporate Services
P J Towers, Dalal Street, Fort,
MUMBAI 400001

Re: Maximus International Limited
Script Code: 540401

Sub.: Result of Postal Ballot by remote e-voting process

Dear Sir / Madam,

We invite your kind attention to our letter dated 8th June, 2022, submitting the Notice of Postal Ballot dated 30th May, 2022 issued to the members of the Company, by way of Special Resolution for seeking their approval for the following matters:

1. Appointment of Ms. Divya Zalani (DIN: 09429881) as an Independent Director of the Company.
2. Appointment of Mr. Rahil Thaker (DIN: 07907715) as an Independent Director of the Company.
3. Appointment of Mr. Anand Muley (DIN: 08616809) as a Non-Executive Non-Independent Director of the Company.

Mr. Hemang M. Mehta, Proprietor of H. M. Mehta & Associates, Practicing Company Secretaries, Vadodara, Gujarat, India (Membership No. FCS - 4965 & Certificate of Practice No. 2554), was appointed as Scrutinizer to conduct the Postal Ballot, through the e-voting process.

The e-voting period expired on 8th July, 2022 at 5.00 p.m. (IST).

Based on the report given by Scrutinizer, we are enclosing herewith the details of e-voting results on the said Special Resolution, as per the format specified under Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said Resolution as mentioned in the Postal Ballot Notice dated 30th May, 2022 has been passed, with the requisite majority, on 8th July, 2022 (being the last date of e-voting).

The e-voting results (**Annexure — 1**) and the Scrutinizer's Report on e-voting results (**Annexure — 2**) are enclosed herewith and same is being also uploaded at the website of the Company i.e. www.maximusinternational.in and on the website of the e-voting agency (Central Depository Services (India) Limited) i.e. www.evotingindia.com.

We request you to kindly take the above information on your records.

Thanking you,

Yours faithfully,
For Maximus International Limited


Dharati Shah
Company Secretary

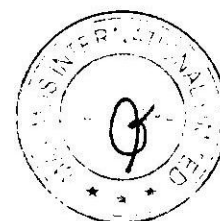


Encl: As above

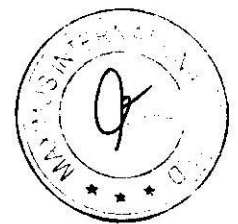
Annexure - 1

Disclosure as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM/EGM	Not Applicable (Resolution passed through Postal Ballot on 8 th July, 2022 - being last day of e-voting)
Total number of shareholders as on record date (Cut off date: 03.06.2022)	729 (Seven Hundred Twenty Nine)
No. of Shareholders present in the meeting either in person or through proxy:	Not applicable
Promoters and Promoters Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing: -	Not applicable
Promoters and Promoters Group:	
Public:	



Maximus International Limited								
Resolution No. 1: Appointment of Ms. Divya Zalani (DIN: 09429881) as an Independent Director of the Company.								
Resolution required: (Ordinary/ Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] x100	(7)= [(5)/(2)] x100
Promoter and Promoter Group	E-voting	8000000	7999992	99.9999	7999992	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7999992	99.9999	7999992	0	100.0000	0.0000
Public Institutions	E-voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-voting	4572000	191986	4.1992	191986	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		191986	4.1992	191986	0	100.0000	0.0000
Total		12572000	8191978	65.1605	8191978	0	100.0000	0.0000



Maximus International Limited

Resolution No. 2: Appointment of Mr. Rahil Thaker (DIN: 07907715) as an Independent Director of the Company.

Resolution required: (Ordinary/ Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] x100	(7)= [(5)/(2)] x100
Promoter and Promoter Group	E-voting	8000000	7999992	99.9999	7999992	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7999992	99.9999	7999992	0	100.0000	0.0000
Public Institutions	E-voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-voting	4572000	191986	4.1992	191986	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		191986	4.1992	191986	0	100.0000	0.0000
Total		12572000	8191978	65.1605	8191978	0	100.0000	0.0000



Maximus International Limited

Resolution No. 3: Appointment of Mr. Anand Muley (DIN: 08616809) as a Non-Executive Non-Independent Director of the Company.

Resolution required: (Ordinary/ Special)				Special				
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)= [(4)/(2)] x100	(7)= [(5)/(2)] x100
Promoter and Promoter Group	E-voting	8000000	7999992	99.9999	7999992	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		7999992	99.9999	7999992	0	100.0000	0.0000
Public Institutions	E-voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public-Non Institutions	E-voting	4572000	191986	4.1992	191986	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		191986	4.1992	191986	0	100.0000	0.0000
Total		12572000	8191978	65.1605	8191978	0	100.0000	0.0000





CS Hemang Mehta
B.Com., LL.B (Special), F.C.S.

H. M. Mehta & Associates
Company Secretaries

REPORT OF SCRUTINIZER

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Maximus International Limited
(CIN: L51900GJ2015PLC085474)
504A, Ozone, Dr. Vikram Sarabhai Marg,
Vadi-wadi, Vadodara-390003,
Gujarat, India

Dear Sir,

1. I, Hemang Mehta, Proprietor of H. M. Mehta & Associates, Practicing Company Secretaries, having office at 301, Mind Tree Building, A/3, Sunmoon Park Co. Op. Society, Near Radha Krishna Crossing, Towards PF Office, Akota, Vadodara-390020, Gujarat, India, was appointed as a Scrutinizer by the Board of Directors of Maximus International Limited (**"the Company"**) under the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) for the purpose of scrutinizing the Postal Ballot, only by way of remote e-voting process, in respect of resolution contained in the notice dated 30th May, 2022 (**"Notice"**) issued in accordance with the General Circular Nos. 14/2020, 17/2020, 10/2021, 20/2021 and 3/2022 issued by the Ministry of Corporate Affairs on 08th April, 2020, 13th April, 2020, 23rd June, 2021, 8th December, 2021 and 5th May, 2022 respectively (**"MCA Circulars"**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**), as amended from time to time, Secretarial Standard on General Meetings (**"SS-2"**) issued by the Institute of Company Secretaries of India (**"ICSI"**) and all other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time).
2. The Management of the Company is responsible to ensure the Compliance with the requirements of (i) the Companies Act, 2013 and Rules made thereunder; (ii) MCA and SEBI Circulars and (iii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"LODR"**), as amended from time to time, relating to voting through electronic means on the resolution contained in the Notice of Postal Ballot of the Company. My responsibility as a scrutinizer for the remote e-voting is restricted to make a Scrutinizer's Report for Votes cast in "favour" or "against" on the resolution set forth in the Notice of the Postal Ballot of the Company, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), an agency engaged / appointed by the Company to provide remote e-voting facility for voting through electronic means in respect of the resolution as set out in the Notice of Postal Ballot of the Company.

3. Further to above I submit my report as under:


- 3.1.** The Company through its appointed agency had, on Wednesday, 08th June, 2022, sent Postal Ballot Notice dated 30th May, 2022 along with Statement setting out material facts under Section 102 of the Companies Act, 2013 by electronic means i.e. on the registered e-mail IDs of those members whose names appeared in the Register of Members / List of Beneficiaries as on Friday, 03rd June, 2022 (being cut-off-date).

As per the provisions of the Companies Act, 2013, the numbers of votes cast in respect of resolution have been counted according to the number of shares held by the concerned members. One share held equal to one vote.

- 3.2.** The Company arranged for remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the members of the Company on Resolution as set out in the Notice of Postal Ballot of the Company.
- 3.3.** The above Notice was also placed on the website of the Company (www.maximusinternational.in) and website of the Stock Exchange, that is, BSE Limited at www.bseindia.com and on the website of Central Depository Services (India) Limited (CDSL) at <https://www.evotingindia.com> forthwith after it was sent to the members.
- 3.4.** The Notice clearly indicated the process and manner for voting by electronic means and the time schedule of voting from Thursday, 09th day of June, 2022 (9:00 Hours) to Friday, 08th day of July, 2022 (17.00 Hours) during which the votes could be cast and also provided the login ID and created facility for generating password and casting of vote in a secured manner.
- 3.5.** As prescribed in the aforesaid Rules and MCA and SEBI Circulars, the Company has published an advertisement before dispatch of Postal Ballot Notice in e-mode in nationwide daily newspaper in "Business Standard" (English language) and in "Vadodara Samachar" (Gujarati language) on Thursday, 2nd June, 2022 and it carried the required information as specified in the said Rules.
- 3.6.** As prescribed in the aforesaid Rules and MCA and SEBI Circulars, the Company has also published an advertisement after dispatch of Postal Ballot Notice in e-mode in nationwide daily newspaper in "Business Standard" (English language) and in "Vadodara Samachar" (Gujarati language) on Thursday, 09th June, 2022 and it carried the required information as specified in the said Rules
- 3.7.** The remote e-voting remained open for a period of 30 days i.e. from Thursday, 09th day of June, 2022 (09:00 Hours) to Friday, 08th day of July, 2022 (17.00 Hours).
- 3.8.** The members holding shares as on the "cut-off-date" i.e. Friday, 03rd June, 2022 were entitled to vote on the proposed resolution as set out in the Postal Ballot Notice of Maximus International Limited through remote e-voting.

3.9 12 (Twelve) Members had cast their votes on the remote e-voting platform till Friday, 08th day of July, 2022 (17.00 Hours) (being last date of casting e-vote).

3.10 After completion of e-voting period on Friday, 08th day of July, 2022 (17.00 Hours), the data of e-voting was diligently scrutinized. Thereafter, the votes cast through remote e-voting were unblocked after completion of e-voting in the presence of two witnesses, (1) Mr. Parth Nashikkar, resident of A/11, Shree Yamunakunj Society, opposite Sharnam Duplex, Darbar Chowkdi, Manjalpur, Vadodara-390011 and (2) Mrs. Kinjal Thakur, resident of C-401, Stonegate, opposite Sangani Skyz, Near Priya Takies, Vasna Bhayli Road, Vadodara-391410, who are not in the employment of the Company. They have signed below mentioned confirmation of the votes being unblocked in their presence.



Parth Nashikkar
(Witness no. 1)



Kinjal Thakur
(Witness no. 2)

3.11. Thereafter, the details containing, inter alia, list of members, who voted "for", "against" of the resolution that were put to vote, were generated from the remote e-voting website of CDSL i.e. www.evotingindia.com

The remote e-voting data was scrutinized by the undersigned for verification of the votes cast in favour of or against the resolution.

4. Based on the Report generated from the e-voting website of CDSL of Maximus International Limited, I hereby submit my Report on the result of the remote e-voting in respect of the said Resolution as under:

Resolution No. 1: Special resolution

Appointment of Ms. Divya Zalani (DIN: 09429881) as an Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Divya Zalani (DIN: 09429881), who was appointed as an Additional Director of the Company in the category of Non-executive Independent Director by the Board of Directors with effect from 31st December, 2021 in terms of Section 161 of the Act, and who has submitted a declaration that she meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and being eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 31st December, 2021 to 30th December, 2026 (both days inclusive), not subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Particulars of mode of voting	Total number of valid votes cast	Votes in favour of the resolution		Votes against the resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	81,91,978	81,91,978	100%	NIL	NIL
Total voting	81,91,978	81,91,978	100%	NIL	NIL

Resolution No. 2: Special resolution

Appointment of Mr. Rahil Thaker (DIN: 07907715) as an Independent Director of the Company:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), and the rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Rahil Thaker (DIN: 07907715), who was appointed as an Additional Director of the Company in the category of Non-executive Independent Director by the Board of Directors with effect from 31st December, 2021 in terms of Section 161 of the Act, and who has submitted a declaration that he meets the criteria of independence as prescribed under the Act and the SEBI Listing Regulations and being eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from 31st December, 2021 to 30th December, 2026 (both days inclusive), not subject to retirement by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Particulars of mode of voting	Total number of valid votes cast	Votes in favour of the resolution		Votes against the resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	81,91,978	81,91,978	100%	NIL	NIL
Total voting	81,91,978	81,91,978	100%	NIL	NIL

Resolution No. 3: Special resolution

Appointment of Mr. Anand Muley (DIN: 08616809) as a Non-Executive Non-Independent Director of the Company:

"RESOLVED THAT pursuant to the provisions of Sections 152 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), and the rules framed thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Anand Muley (DIN: 08616809), who was appointed as an Additional Director of the Company in the category of Non-executive Non- Independent Director by the Board of Directors with effect from 31st May, 2022 in terms of Section 161 of the Act, be and is hereby appointed as a Director of the Company in the category of Non- executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Particulars of mode of voting	Total number of valid votes cast	Votes in favour of the resolution		Votes against the resolution	
		Number	% of total number of valid votes cast	Number	% of total number of valid votes cast
Remote E-voting	81,91,978	81,91,978	100%	NIL	NIL
Total voting	81,91,978	81,91,978	100%	NIL	NIL

- The above-mentioned resolution has been passed with requisite majority.
- The register and all other related papers shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter, I, shall hand over the register and all other related papers to the Company Secretary.

Thanking you,
Yours sincerely,

**For H. M. Mehta & Associates
Company Secretaries**

**HEMANG
MEHTA**

Hemang Mehta
Proprietor
C. P. No.: 2554
FCS No.: F4965
UDIN: F004965D000597722

**Place: Vadodara
Date: 11.07.2022**

**Countersigned by:
For Maximus International Limited**


Dharati Shah
Company Secretary
Authorized by Chairman

