

Ref: MIL/BSE/2019
Date: 15.02.2019

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

Dear Sir / Madam,

Sub.: Declaration of Voting Results of the Extra Ordinary General Meeting (EGM) of the Company held on Friday, 15th February, 2019 at Vadodara, Gujarat
Ref.: Regulation 44 (3) and all other applicable regulations, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the voting results of the Extra Ordinary General Meeting (EGM) of the Company held on **Friday, 15th day of February, 2019 at 10.00 A.M. at the Registered Office of the Company situated at 504A, OZONE, Dr. Vikram Sarabhai Marg, Vadi-wadi, Vadodara-390003 [Gujarat]** in the prescribed format.

We are also enclosing the consolidated report of the Scrutinizer on e-voting and voting done through ballot paper at the EGM. The above are also being uploaded at the Company's website at www.maximusinternational.in.

Thanking you,

Yours faithfully,
For Maximus International Limited



Dharati Shah
Company Secretary



Encl: As above

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

| | |
|--------------------------------------------------------------------------------------|-----------------------------------------|
| Date of the AGM/EGM | Friday, 15 th February, 2019 |
| Total number of shareholders as on record date | 54 (Fifty Four) |
| No. of Shareholders present in the meeting either in person or through proxy: | 07 (Seven) |
| Promoters and Promoters Group: | 04 (Four) |
| Public: | 03 (Three) |
| No. of Shareholders attended the meeting through Video Conferencing:- | Nil (Not Arranged) |
| Promoters and Promoters Group: | |
| Public: | |



Resolution No. 1: To increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association.

| Resolution required: {Ordinary/ Special} : Ordinary | | | | To increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association. | | | | |
|---------------------------------------------------------------------------|----------------|--------------------|---------------------|---------------------------------------------------------------------------------------------------------------------------|------------------------|----------------------|--------------------------------------|------------------------------------|
| 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 | 40,00,000 | 39,99,999 | 100.00% | 39,99,999 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | | 39,99,999 | 100.00 | 39,99,999 | 0 | 100.00% | 000% |
| Public Institutions | E-voting | 0 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public-Non Institutions | E-voting | 22,86,000 | 60,000 | 2.62% | 60,000 | 0 | 100.00% | 0.00% |
| | Poll | | 30,000 | 1.31% | 30,000 | 0 | 100.00% | 0.00% |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | | 90,000 | 3.93% | 90,000 | 0 | 100.00% | 0.00% |
| Total | | 62,86,000 | 40,89,999 | 65.07% | 40,89,999 | 0 | 100.00% | 0.00% |



Resolution No. 2: To Issue of Bonus Shares.

| Resolution required: {Ordinary/ Special} : Ordinary | | | | To Issue of Bonus Shares. | | | | |
|---------------------------------------------------------------------------|----------------|--------------------|---------------------|-----------------------------------------|------------------------|----------------------|--------------------------------------|------------------------------------|
| 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 | 40,00,000 | 39,99,999 | 100.00% | 39,99,999 | 0 | 100.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | | 39,99,999 | 100.00 | 39,99,999 | 0 | 100.00% | 0.00% |
| Public Institutions | E-voting | 0 | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Poll | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | | 0 | 0.00% | 0 | 0 | 0.00% | 0.00% |
| Public-Non Institutions | E-voting | 22,86,000 | 60,000 | 2.62% | 60,000 | 0 | 100.00% | 0.00% |
| | Poll | | 30,000 | 1.31% | 30,000 | 0 | 100.00% | 0.00% |
| | Postal Ballot | | NA | NA | NA | NA | NA | NA |
| | Total | | 90,000 | 3.93% | 90,000 | 0 | 100.00% | 0.00% |
| Total | | 62,86,000 | 40,89,999 | 65.07% | 40,89,999 | 0 | 100.00% | 0.00% |





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

H. M. Mehta & Associates
Company Secretaries

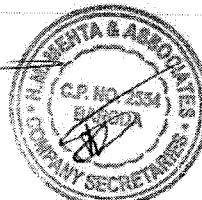
**CONSOLIDATED REPORT OF SCRUTINIZER
ON
REMOTE E-VOTING AND POLL**

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 (as amended) and 21 of the Companies (Management and Administration) Rules, 2014, respectively and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Chairman,
Extra-Ordinary General Meeting (EOGM) of the Members of
Maximus International Limited
(CIN: L51900GJ2015PLC085474)
held on Friday, 15th day of February, 2019 at 10.00 a.m.
at the Registered Office of the Company situated at
504A, OZONE, Dr. Vikram Sarabhai Marg,
Vadi-wadi, Vadodara,
Gujarat-390003

Dear Sir,

1. I, Hemang Mehta, Proprietor of M/s. H. M. Mehta & Associates, Practicing Company Secretaries, having office at 301, MindTree Building, A/3, Sunmoon Park Co. Op. Society, Near Radha Krishna Crossing, Towards PF Office, Akota, Vadodara, Gujarat-390020, was appointed as a Scrutinizer by the Board of Directors of Maximus International Limited ("the Company") at their meeting held on 16th January, 2019 in terms of the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 (as amended) and 21 of the Companies (Management and Administration) Rules, 2014, respectively and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the purpose of scrutinizing the remote e-voting process and voting through Poll / Ballot Paper (Physical Voting) at the Extra-Ordinary General Meeting (EOGM) of the members of the Company which was held on Friday, 15th day of February, 2019 at 10.00 A.M. at the Registered Office of the Company situated at 504A, OZONE, Dr. Vikram Sarabhai Marg, Vadi-wadi, Vadodara, Gujarat-390003 and ascertaining the requisite majority on remote e-voting and voting through physical ballot form carried out at the aforesaid EOGM in a fair and transparent manner in respect of following resolutions contained in the Notice dated 16th January, 2019 of the EOGM of the Company.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means and poll process on the resolutions contained in the Notice dated 16th January, 2019 of the Extra-Ordinary General Meeting of the members of the Company. My responsibility as a scrutinizer for the remote e-voting process is only restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions based on the remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide remote e-voting facilities, engaged by the Company and for the poll process is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions and invalid votes based on the poll process conducted at the said EOGM.



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**H. M. MEHTA & ASSOCIATES
COMPANY SECRETARIES**

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

3.1. The Company had sent Notice dated 16th January, 2019 convening the Extra-Ordinary General Meeting (EOGM) along with Statement setting out material facts under Section 102 of the Companies Act, 2013 together with Ballot Paper through courier on 21st January, 2019 and through electronic means i.e. on the registered e-mail IDs of the Shareholders on 21st January, 2019, as the case may be, to those members whose names appeared in the Register of Members / List of Beneficiaries as on 11th January, 2019 (being cut-off-date for sending Notice of EOGM to the shareholders).

As per the provisions of the Companies Act, 2013, the numbers of votes cast in respect of each resolution have been counted according to the numbers of shares held by the concerned shareholders. 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 Shareholders of the Company on EOGM Resolutions. The Company has also provided voting facility to the Shareholders present at the EOGM to vote on the Resolutions set out in the Notice of the said EOGM through Physical Ballot Paper, who were not able to cast their votes by means of remote e-voting prior to the EOGM.

3.3. The above Notice was also placed on the website of the Company (www.maximusinternational.in) 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 Tuesday, 12th February, 2019 (09.00 Hrs.) to Thursday, 14th February, 2019 (17.00 Hrs.) 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, the Company has also published an advertisement on 24th January, 2019 in Business Standard newspaper in English language and on 24th January, 2019 in Vadodara Samachar newspaper and the same carried the required information as specified in the said Rules.

3.6. The remote e-voting remained open for a period of 3 days i.e. from Tuesday, 12th February, 2019 (09.00 Hrs.) to Thursday, 14th February, 2019 (17.00 Hrs.) and that the aforesaid remote e-voting period was completed one day prior to the date of the EOGM which was held on Friday, 15th February, 2019.

3.7. The Members holding shares as on the "cut-off-date" i.e. Friday, 08th February, 2019 were entitled to vote on the proposed resolutions (Item Nos. 01 and 02) as set out in the Notice of the Extra-Ordinary General Meeting of the Maximus International Limited either through remote e-voting or through ballot paper at the EOGM.

3.8. After the closing of the period for remote e-voting on Thursday, 14th February, 2019, the details of members, such as their names, folios and number of shares held, who casted votes through remote e-voting were down loaded from the e-voting website of Central Depository Services (India) Limited (www.evotingindia.com) for the purpose of ensuring that members who have casted their votes through remote e-voting do not vote again at the EOGM.




**H. M. MEHTA & ASSOCIATES
COMPANY SECRETARIES**

- 3.9. The Chairman of the Meeting, at the end of discussion on the resolutions on which voting was to be held, allowed voting as provided in Clauses (a) to (h) of sub-rule (a) of Rule 21 of the Companies (Management and Administration) Rules, 2014, as applicable with the assistance of the undersigned being Scrutinizer, by use of ballot paper for all those members who were present at the EOGM but had not casted their respective votes by availing the remote e-voting facility.
- 3.10. After determination of poll by the Chairman, one empty ballot box kept for polling, was locked in the presence of members with due identification marks placed by me.
- 3.11. The locked ballot box was subsequently opened in my presence and in presence of two witnesses viz. (1) Parth Nashikkar, resident of A/11, Shri Yamunakunj Society, Behind Gajanan Heights, Darbar Chowkdi, Manjalpur, Vadodara-390011 (Gujarat) and (2) Nishi Jaiswal, resident of Kedar Bunglow, Bagikhana Road, Near Polo ground, Vadodara-390001 (Gujarat), who are not in the employment of the Company, and polling/ballot papers were diligently scrutinized. The witnesses have signed below in confirmation of the Ballot Box being unlocked in their presence. The polling-ballot papers were reconciled with the records maintained by M/s. Bigshare Services Private Limited, Mumbai, the Registrar and Transfer Agent of the Company and the authorizations lodged with the Company.

P. B. Nashikkar

Parth Nashikkar
(Witness no. 1)

Nishi Jaiswal

Nishi Jaiswal
(Witness no. 2)

- 3.12. There was no ballot paper found incomplete or invalid.
- 3.13. After counting the votes casted by the members present at the EOGM through polling / ballot papers, the votes casted through remote e-voting were unblocked on Friday, 15th February, 2019 around 11.14 a.m. in the presence of two witnesses viz, (1) Parth Nashikkar, resident of A/11, Shri Yamunakunj Society, Behind Gajanan Heights, Darbar Chowkdi, Manjalpur, Vadodara-390011 (Gujarat) and (2) Nishi Jaiswal, resident of Kedar Bunglow, Bagikhana Road, Near Polo ground, Vadodara-390001 (Gujarat), who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

P. B. Nashikkar

Parth Nashikkar
(Witness no. 1)

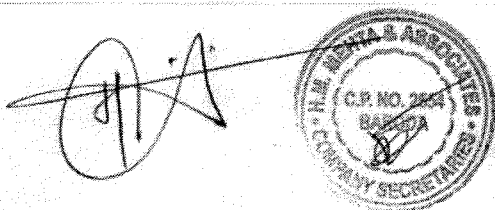
Nishi Jaiswal

Nishi Jaiswal
(Witness no. 2)

- 3.14. Thereafter, the details containing, inter alia, list of Members, who voted "for" and "against" each of the resolutions 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 resolutions.

4. I have already issued a separate Scrutinizer's Report dated 15th February, 2019 on the remote e-voting process and also a separate Scrutinizer's Report dated 15th February, 2019 on the poll taken at EOGM of the Company.



**H. M. MEHTA & ASSOCIATES
COMPANY SECRETARIES**

5. Based on the Reports generated from the e-voting website of CDSL and voting through ballot / polling papers at the EOGM of the Company, I hereby submit my Consolidated Report on the Result of the remote e-voting together with that of the poll in respect of the said Resolutions as under:

SPECIAL BUSINESS:

Resolution No. 1 – As an Ordinary Resolution:

Increase in Authorized Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association:

| Particulars of Mode of Voting | Total number of 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 | 4059999 | 4059999 | 100% | NIL | NIL |
| Poll | 30000 | 30000 | 100% | NIL | NIL |
| Total Voting | 4089999 | 4089999 | 100% | NIL | NIL |

Resolution No. 2 – As an Ordinary Resolution:

Issue of Bonus Shares

| Particulars of Mode of Voting | Total number of 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 | 4059999 | 4059999 | 100% | NIL | NIL |
| Poll | 30000 | 30000 | 100% | NIL | NIL |
| Total Voting | 4089999 | 4089999 | 100% | NIL | NIL |


6. The above mentioned resolutions are deemed to have been passed with requisite majority.
7. The Register, all other papers and relevant records relating to electronics voting as well as voting through ballot / poll papers shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Extra-Ordinary General Meeting and the same are handed over to the Company Secretary for safe keeping.

**H. M. MEHTA & ASSOCIATES
COMPANY SECRETARIES**

Thanking you,

Yours sincerely,
For H. M. Mehta & Associates,
Company Secretaries


Hemang Mehta
Proprietor
[C. P. No.: 2554]
[FCS No.: F4965]




Place: Vadodara
Date: 15th February, 2019

Scrutinizer for Remote E-voting and Poll

Place: Vadodara
Date: 15th February, 2019

For Maximus International Limited


Dharati Shah
Company Secretary & Compliance Officer
Authorized by Chairman

