

Ref: MIL/BSE/2019

Date: 22.05.2019

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**

Subject: Disclosure of Voting Results of Postal Ballot (including voting by electronic means) as per the requirement of Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.

Reference: Regulation 44 (3) and all other applicable regulations, If any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Ma'am,

Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the details regarding the Voting Results of Postal Ballot (including voting by electronic means) in the prescribed format.

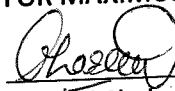
We are also enclosing the consolidated Scrutinizer's Report dated May 22, 2019 on Postal Ballot and e-voting for Migration from SME Platform of BSE Limited to Main Board of BSE Limited.

The said results and the Consolidated Scrutinizer's Report will be available on the Company's website [www.maximusinternational.in](http://www.maximusinternational.in) and that of the exchange namely [www.bseindia.com](http://www.bseindia.com).

Please take the above on records.

Yours Sincerely,

**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	Not Applicable (Resolution passed through postal Ballot on May 21, 2019)
Total number of shareholders as on record date	47 (Forty Seven)
No. of Shareholders present in the meeting either in person or through proxy: Promoters and Promoters Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing:- Promoters and Promoters Group:	Not Applicable
Public:	Not Applicable

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

Particulars	Number of members who cast their votes	Number of Votes cast by them	% of total number of Valid Votes cast
Total Votes casted by electronic means	06	8203992	99.42%
Total Votes received through physical postal ballot forms	04	48004	00.58%
Total Invalid Votes	Nil	Nil	0.00 %
<b>Total Valid Votes</b>	<b>10</b>	<b>8251996</b>	<b>100.00%</b>
Votes cast in favour of the Resolution ( Promoters / Promoters group)	05	7999996	96.95%
Votes cast in favour of the Resolution ( Public)	05	252000	03.05%
Votes cast against the Resolution ( Promoters / Promoters group)	0	0	0
Votes cast against the Resolution ( Promoters / Promoters group)	0	0	0
<b>Total votes in favour of the Resolution</b>	<b>10</b>	<b>8251996</b>	<b>100.00%</b>
<b>Total votes against the Resolution</b>	<b>0</b>	<b>0</b>	<b>0</b>



In terms of Regulation-277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Special 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.

Resolution required: (Ordinary/ Special) : Special				Migration from SME Platform of BSE Limited to Main Board of BSE Limited				
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	Not Applicable as per Regulation 277 of SEBI (ICDR) Regulations, 2018						
	Poll							
	Postal Ballot							
	<b>Total</b>							
Public Institutions	E-voting		0	0.00%	0	0	0.00%	0.00%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	<b>Total</b>		<b>0</b>	<b>0.00%</b>	<b>0</b>	<b>0</b>	<b>0.00%</b>	<b>0.00%</b>
Public-Non Institutions	E-voting	45,72,000	2,04,000	4.46%	2,04,000	0	100.00%	0.00%
	Poll		N.A	N.A	N.A	N.A	N.A	N.A
	Postal Ballot		48,000	1.05%	48,000	0	100.00%	0.00%
	<b>Total</b>		<b>2,52,000</b>	<b>5.51%</b>	<b>2,52,000</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>
<b>Total</b>		<b>45,72,000</b>	<b>2,52,000</b>	<b>5.51%</b>	<b>2,52,000</b>	<b>0</b>	<b>100.00%</b>	<b>0.00%</b>

Note: Referred to Regulation 277 of SEBI (ICDR) Regulations, 2018, the aforesaid resolution was passed by public shareholders with requisite majority on May 21, 2019.





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

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

**CONSOLIDATED REPORT OF SCRUTINIZER**

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 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,  
Gujarat-390003

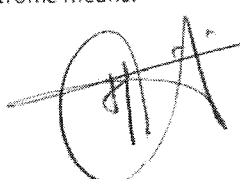
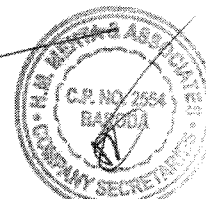
Dear Sir,

I, Hemang Mehta, Proprietor of H. M. Mehta & Associates, Practicing Company Secretaries have been appointed as a Scrutinizer by the Board of Directors of Maximus International Limited ("the Company") for the purpose of scrutinizing the Postal Ballot Voting Process (comprising of electronic mode and physical ballot papers) under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 together with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 on the below mentioned resolutions contained in the Notice for Postal Ballot and E-Voting dated 12<sup>th</sup> April, 2019.

The Management of the Company is responsible to ensure the Compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Postal Ballot process and for the resolution proposed in the notice of Postal ballot of the Company. We have relied on information provided by the RTA of the Company in relation to details regarding number of shares and signature of shareholders. My responsibility as a scrutinizer for the purpose of voting through remote e-voting and Postal Ballot Form is to ensure that the voting process is conducted in fair and transparent manner and is restricted to make a Scrutinizer's Report for Votes cast in "favour" or "against" on the resolution proposed in the Notice of the Postal Ballot of the Company, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide remote e-voting facility for voting through electronic means and Votes cast through postal Ballot forms in respect of the resolutions as set out in the notice of postal ballot of the Company.

I submit my report as under:

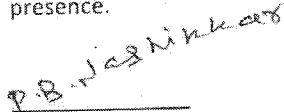
1. The Company had completed on 16<sup>th</sup> April, 2019, the dispatch of the Postal Ballot Notice dated 12<sup>th</sup> April, 2019 in physical form to all 47 Shareholders along with Postal Ballot Forms and self-addressed postage prepaid business reply envelope to those members whose name(s) appeared on the Register of Members/List of Beneficiaries as on 12<sup>th</sup> April, 2019. The Shareholders holding the shares as on the "cut off" date i.e. Friday, 12<sup>th</sup> April, 2019 were entitled to vote on the proposed resolution.
2. The dispatch of Postal Ballot Notice through Courier was completed on 16<sup>th</sup> April, 2019.
3. The Postal Ballot Notice dated 12<sup>th</sup> April, 2019 contained the detailed procedure to be followed by the shareholders who were desirous of casting their votes through physical Ballot Form or through electronic means.

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H. M. MEHTA & ASSOCIATES  
COMPANY SECRETARIES

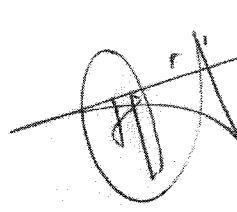

4. The above Notice was also placed on the website of the Company ([www.maximumsinternational.in](http://www.maximumsinternational.in)) forthwith after it was sent to the members.
5. As prescribed in the aforesaid Rules, the Company had released an advertisement, which was published in Business Standard (English version), Ahmedabad Edition Newspaper and Vadodara Samachar (Gujarati Version), Vadodara Edition Newspaper on 18<sup>th</sup> April, 2019, respectively and it carried the required information as specified in the said Rules.
6. The voting period commenced on Monday, 22<sup>nd</sup> April, 2019 (9.00 a.m. IST) and ended on Tuesday, 21<sup>st</sup> May, 2019 (5.00 p.m. IST).
7. At the end of the voting period on Tuesday, 21<sup>st</sup> May, 2019 (5.00 p.m. IST), the voting portal of the service provider was blocked forthwith. On 21<sup>st</sup> May, 2019 (6.00 p.m. IST) the votes cast through e-voting facility was duly unblocked by me as a Scrutinizer in the presence of Mr. Parth Nashikkar and Mr. Suresh Padhiyar who acted as witnesses and are not in employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

  
\_\_\_\_\_  
Parth Nashikkar

  
\_\_\_\_\_  
Suresh Padhiyar

8. Particulars of all Votes cast by electronic mode have been entered in the register separately maintained for the purpose in electronic mode.
9. Particulars of all the postal ballot forms received from the Members have been entered in a register separately maintained for the purpose.
10. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.
11. All postal ballot forms received up to the close of working hours on 21<sup>st</sup> May, 2019, the last date and time fixed by the Company for receipt of the forms were considered for my scrutiny.
12. The ballot box was opened on 21<sup>st</sup> May, 2019 in my presence and the postal ballot forms were duly scrutinized and the shareholding was matched /confirmed with the Register of Members of the Company / List of Beneficiaries as on 12<sup>th</sup> April, 2019, being the cutoff date. With the support of Registrar and Share Transfer Agent ("RTA") of the Company, signatures of Members who had cast their votes were verified with their specimen signatures registered with RTA as provided by the depositories.
13. I didn't find any defaced or mutilated ballot papers.
14. No shareholder has voted through both Postal Ballot Form and E-voting.

As a Scrutinizer, the duly compiled Consolidated Report of the remote e-voting carried out by the shareholders and physical postal ballots received from shareholders is as follows:

H. M. MEHTA & ASSOCIATES  
COMPANY SECRETARIES

Resolution No. 1: Special resolution

Migration from SME Platform of BSE Limited to Main Board of BSE Limited:

Particulars	Number of members who cast their votes	Number of Votes cast by them	% of total number of Valid Votes cast
Total Votes casted by electronic means	06	8203992	99.42%
Total Votes received through physical postal ballot forms	04	48004	00.58%
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Votes cast against the Resolution ( Promoters / Promoters group)	0	0	0
Votes cast against the Resolution ( Promoters / Promoters group)	0	0	0
Total votes in favour of the Resolution	10	8251996	100.00%
Total votes against the Resolution	0	0	0

In terms of Regulation-277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Special 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.

Summary of voting result as per regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018:


Resolution required: Ordinary / Special							Special	
Category	Mode of Voting	No. of Shares held (1)	No. of Votes casted (2)	% of Votes casted on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes in Favour (4)	No. of Votes in Against (5)	% of Votes in Favour on Votes polled (6) = $[(4)/(2)] * 100$	% of Votes in Against on Votes polled (7) = $[(5)/(2)] * 100$
Promoter and Promoter Group	Postal Ballot E-voting	Not Applicable as per Regulation 277 of SEBI (ICDR) Regulations, 2018						
Public Institution	Postal Ballot E-voting	0	0	0	0	0	0	0
Non-Public Institution	Postal Ballot E-voting	4572000	252000	5.51%	252000	0	100%	0
Total		4572000	252000	5.51%	252000	0	100%	0

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

Hence, you may accordingly consider and declare the result of the voting by Postal ballot excluding votes casted by Promoters and Promoter Group.

The postal ballot forms and all other papers relating to postal ballot including voting by electronic means, shall be under my safe custody till the chairman of the Board of Directors considers, approves and signs the minutes and thereafter, the same shall be returned to the Company.

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

  
Hemang Mehta  
Proprietor  
C. P. No.: 2554  
FCS No.: 4965



Place: Vadodara  
Date: 22<sup>nd</sup> May, 2019

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Countersigned:  
For Maximus International Limited

  
Dharati Shah  
Company Secretary  
Authorized by Chairman

