

Ref: MIL/BSE/2019

Date: 03.09.2019

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**

**Sub: Notice of 4<sup>th</sup> Annual General Meeting of the Company**

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of 4<sup>th</sup> Annual General Meeting of the Members of the Company scheduled to be held on **Monday, the 30<sup>th</sup> day of September, 2019 at 03.00 P.M. at Banquet Hall, Anjoy Restaurant, 14, 1<sup>st</sup> Floor, Corner Point, Jetalpur Road, Alkapuri, Vadodara – 390020 [Gujarat].**

Kindly take the same on your records.

**For Maximus International Limited**

  
Dharati Shah  
Company Secretary



Encl: As above

## NOTICE

**NOTICE** is hereby given that the 4<sup>th</sup> Annual General Meeting of **Maximus International Limited** will be held on the **Monday, the 30<sup>th</sup> day of September, 2019 at 03.00 P.M.** at **Banquet Hall, Anjoy Restaurant, 14, 1<sup>st</sup> Floor, Corner Point, Jetalpur Road, Alkapuri, Vadodara – 390020 [Gujarat]** to consider the following business:

### ORDINARY BUSINESS:

#### **Item No. 1: Adoption of the Audited Financial Statements as at 31<sup>st</sup> March, 2019:**

To receive, consider and adopt the

- Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 and the Reports of the Board of Directors and the Auditors' thereon; and
- Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 and the Report of the Auditors' thereon.

#### **Item No. 2: Appointment of Mr. Deepak Raval (DIN: 01292764) as a Director liable to retire by rotation:**

To appoint a Director in place of Mr. Deepak Raval (DIN: 01292764) who retires by rotation and, being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### **Item No. 3: Appointment of Mr. Niharkumar Naik (DIN: 08302107) as an Independent Director:**

**To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** Mr. Niharkumar Naik (DIN: 08302107), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 12<sup>th</sup> December, 2018 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 102 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Mr. Niharkumar Naik, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing 12<sup>th</sup> December, 2018 to 11<sup>th</sup> December, 2023, be and is hereby approved.”

#### **Item No. 4: Appointment of Mr. Vinay Pandya (DIN: 08368828) as an Independent Director:**

**To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:**

**“RESOLVED THAT** Mr. Vinay Pandya (DIN: 08368828), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 12<sup>th</sup> April, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 102 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Mr. Vinay Pandya, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing 12<sup>th</sup> April, 2019 to 11<sup>th</sup> April, 2024, be and is hereby approved.”

**Item No. 5: Appointment of Ms. Jigisha Thakkar (DIN: 08536332) as an Independent Director:**

To consider and, if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** Ms. Jigisha Thakkar (DIN:08536332), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 13<sup>th</sup> August, 2019 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and Article 102 of the Articles of Association of the Company but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act and Regulation 17 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the appointment of Ms. Jigisha Thakkar, who meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder, and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing 13<sup>th</sup> August, 2019 to 12<sup>th</sup> August, 2024, be and is hereby approved.”

**Item No. 6: Approval for Related Party Transactions:**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 185, 186 and 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company's policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Pacific Lubricants LLC, a related party within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, for any contract(s)/ arrangement(s)/ transaction(s) on such terms and conditions as the Board of Directors may deem fit for an amount not exceeding the limits as detailed below, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

Sr. No.	Name of Related Party	Nature of Relationship	Transaction Amount in Rs	Nature of Transactions
1	Pacific Lubricants LLC	Associate	₹ 10 Crores	Purchase and Sale of Petroleum Products
2	Pacific Lubricants LLC	Associate	₹ 20 Crores	Inter Corporate Borrowing/Lending

**RESOLVED FURTHER THAT** Mr. Deepak Raval, Chairman & Managing Director and Mr. Paresh Thakkar, Chief Financial Officer of the Company be and are hereby severally authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

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

**Date: 13.08.2019**

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

**SD/-  
Dharati Shah  
Company Secretary**

**Special Note :**

The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated 7<sup>th</sup> May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 15<sup>th</sup> September, 2016.

**NOTE :**

- The Register of members and Share Transfer Books of the Company will remain closed from Tuesday, 24<sup>th</sup> day of September, 2019 to Monday, 30<sup>th</sup> day of September, 2019 (both days inclusive) for annual closing.



2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.** A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the meeting.
4. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3, 4, 5 and 6 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.
5. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
6. Members/Proxies should fill in the attendance slip for attending the meeting and carry the same to the meeting.
7. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 23<sup>rd</sup> September, 2019. Any person who is in receipt of this notice but is not a member as on the cut-off date i.e. 23<sup>rd</sup> September, 2019 should treat this notice for information purpose only.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members are requested to notify any change of their address to the Company's Registrars and share transfer agent, M/s. Bigshare Services Private Limited, 1<sup>st</sup> Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol, Andheri East, Mumbai 400059 Maharashtra
10. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing companies to send documents to their shareholders in the electronic mode. Pursuant to Sections 101 Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, Companies are permitted to serve communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Electronic copy of the Notice is being sent to all the members whose email IDs are registered with the Company for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice is being sent in the permitted mode.
11. Members may also note that this notice will be available on the Company's website: [www.maximusinternational.in](http://www.maximusinternational.in). Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.

## 12. Voting options:

### 1. Voting through electronic means:

- I. Pursuant to Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Company is pleased to provide e-voting facility to the members in relation to the business to be transacted at the 4<sup>th</sup> Annual General Meeting to be held on Monday, 30<sup>th</sup> September, 2019 at 03.00 P.M. The facility of casting votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Ltd.
- II. Mr. Hemang M. Mehta, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the polling paper received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
- III. Please note that the Members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.

### Instructions for e-voting are as under:

- (i) The voting period begins on Friday, 27<sup>th</sup> September, 2019 at 9.00 a.m. to Sunday, 29<sup>th</sup> September, 2019 at 5.00 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 23<sup>rd</sup> September, 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](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
<b>PAN</b>	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"> <li>➤ 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.</li> </ul>
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"> <li>➤ 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).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN of Maximus International Limited.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e voting credentials to vote for the company resolution(s).
- (xx) **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](http://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](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details, 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 to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xxi) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## 2. Voting at AGM:

The Chairman shall at the AGM, at the end of the discussion on the resolutions, on which voting is to be held, allow voting with the assistance of Scrutinizer, by the use of Polling Paper for all the Members who are present at the AGM but have not cast their vote by availing the remote e-voting facility. Polling papers are attached with this Annual Report.

## ANNEXURE TO NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

#### Item No. 3, 4 and 5 :

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Niharkumar Naik (DIN: 08302107) as an Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. 12<sup>th</sup> December, 2018 to 11<sup>th</sup> December, 2023, subject to approval of the Members.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Vinay Pandya (DIN: 08368828) as an Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from 12<sup>th</sup> April, 2019 to 11<sup>th</sup> April, 2024, subject to approval of the Members.

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Ms. Jigisha Thakkar (DIN:08536332) as an Additional Director of the Company and also as an Independent Director, not liable to retire by rotation, for a term of 5 years i.e. from 13<sup>th</sup> August, 2019 to 12<sup>th</sup> August, 2024, subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Act and Article 102 of the Articles of Association of the Company, each of these Directors shall hold office up to the date of this Annual General Meeting ("AGM") and are eligible to be appointed as Directors. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing their candidature for the office of Directors. The Company has received declarations from Mr. Niharkumar Naik, Mr. Vinay Pandya and Ms. Jigisha Thakkar to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. In the opinion of the Board, each of these Directors fulfil the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as Independent Director and they are independent of the management of the Company. The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day (except Saturday) and will also be kept open at the venue of the AGM till the conclusion of the AGM.

A brief profile of the Independent Directors to be appointed is given below:

**Mr. Niharkumar Naik**, aged 32 years, practicing Cost & Management Accountant, holds a master degree in Commerce from the Gujarat University and possesses 4 years of experience in the field of Cost Auditing, Inventory Management & Cost Control Techniques, Compliance Reporting, Accounts, Taxation and GST.

**Mr. Vinay Pandya**, aged 53 years, Advocate, High Court of Gujarat holds a bachelor degree in Commerce and Law from the Gujarat University and possesses 30 years of enriched experience as a Lawyer for the Company matters, attended DRTs and various Judicial Courts & Regulatory Authorities.

**Ms. Jigisha Thakkar**, aged 31 years, holds a Bachelor degree in Commerce with specialization in Finance Accounting, Master of Business Administration with specialization in Finance Management and pursuing ICWAI. She is Business Analyst with 8+ years of experience handled multiple projects simultaneously. She is Technically savvy with outstanding relationship building, training and presentation skills. She is also conversant with M.S Office, Time Management, Problem Solving and critical thinking approach.

Further details and current directorships of the above Directors are provided in the Annexure to this Notice.

In compliance with the provisions of Section 149, read with Schedule IV of the Act and Regulation 17 of SEBI Listing Regulations and other applicable Regulations, the appointments of Mr. Niharkumar Naik, Mr. Vinay Pandya and Ms. Jigisha Thakkar as Independent Directors are now being placed before the Members for their approval.

The Board recommends the Resolutions at Item Nos. 3, 4 and 5 of this Notice for approval of the Members. Mr. Niharkumar Naik, Mr. Vinay Pandya and Ms. Jigisha Thakkar and their respective relatives, are concerned or interested, in the Resolutions relating to their own appointment. None of the other Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the Resolutions set out at Item Nos. 3, 4 and 5 of the Notice.

**Item No. 6:**

Maximus Global FZE ( MGF) is Wholly owned Subsidiary of Maximus International Limited (MIL). MGF holds 49% of Shares of Pacific Lubricants LLC (PLL) and hence PLL is also an Associate of the MIL involved in the business of manufacturing of petroleum products. Our Company as a sourcing Company, is engaged in marketing & distribution of various products and has rich experience in dealing in lubricants oil, petroleum products etc.

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014, approval of the members is required by way of Special Resolution to grant loan or give guarantee or provide security in respect of any loan granted to PLL.

Section 188 of the Companies Act, 2013 and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through Resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

The value of proposed aggregate transactions with PLL is likely to exceed the said threshold limit, and is expected to be around ₹ 10 Crores for Purchase and Sale of Petroleum Products and ₹ 20 Crores for Inter Corporate Borrowing/Lending during the financial year 2019-20.

Accordingly, transaction(s) entered into with PLL comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations.

Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company with PLL in the financial year 2019-20.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transactions with PLL are as follows:

Sr. No.	Particular	Remarks	
1	Name of the Related Party	Pacific Lubricants LLC	
2	Name of the Director or KMP who is related	None	None
3	Nature of Relationship	Associate	Associate
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Agreement for Purchase and Sale of Petroleum Products shall be entered time to time basis. Monetary value of proposed aggregate transactions during financial year 2019-20 is expected to be Rs. 10 Crore.	Inter Corporate Borrowing/Lending
5	Any other information relevant or important for the members to take a decision on the proposed resolution	There is no any other material fact.	There is no any other material fact.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives, other than as mentioned above is concerned or interested, financially or otherwise, in the resolution.

The Board of Directors recommends passing of the resolution as set out at item no. 6 of this Notice as a Special Resolution.

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

**Date: 13.08.2019**

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

**SD/-  
Dharati Shah  
Company Secretary**

## MAXIMUS INTERNATIONAL LIMITED

CIN: L51900GJ2015PLC085474

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

Tel No.: +91 – 265 – 234 5321; Email: info@maximusinternational.in; maximus\_international@yahoo.com; Website: www.maximusinternational.in

### Form No. MGT-11

### PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	:
Registered address	:
E-mail Id	:
Folio No./Client ID	:
DP ID	:

I/we, being the member (s) of \_\_\_\_\_ shares of the above named Company, hereby appoint;

1	Name	:
	Address	:
	E-mail Id	:
	Signature	:

or failing him

2	Name	:
	Address	:
	E-mail Id	:
	Signature	:

or failing him

3	Name	:
	Address	:
	E-mail Id	:
	Signature	:

as my/our proxy to attend and vote for me/us and on my/our behalf at the 4<sup>th</sup> Annual General Meeting of the Company, to be held on Monday, 30<sup>th</sup> September, 2019 at 03.00 PM. at Banquet Hall, Anjoy Restaurant, 14, 1<sup>st</sup> Floor, Corner Point, Jetalpur Road, Alkapuri, Vadodara – 390020 [Gujarat] and at any adjournment thereof in respect of such resolutions as are indicated below:-

Sr No.	Resolution(S)	Vote ( Please put a ( ✓ ) Mark or mention no. of shares)		
		For	Against	Abstain
<b>Ordinary Business</b>				
1	(a) Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 and the Reports of the Board of Directors and the Auditors' thereon.			
	(b) Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31 <sup>st</sup> March, 2019 and the Report of the Auditors' thereon.			
2	Appointment of Mr. Deepak Raval (DIN: 01292764) as a Director liable to retire by rotation:			
<b>Special Business</b>				
3	Appointment of Mr. Niharkumar Naik (DIN: 08302107) as an Independent Director.			
4	Appointment of Mr. Vinay Pandya (DIN: 08368828) as an Independent Director.			
5	Appointment of Ms. Jigisha Thakkar (DIN: 08536332) as an Independent Director.			
6	Approval for Related Party Transactions.			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2019

Signature of shareholder (s) \_\_\_\_\_  
Signature of Proxy holder(s) \_\_\_\_\_

Affix  
Revenue  
Stamp

- Notes:**
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
  - The Proxy need not be a member of the Company.



## MAXIMUS INTERNATIONAL LIMITED

CIN: L51900GJ2015PLC085474

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

Tel No.: +91 – 265 – 234 5321; Email: info@maximusinternational.in; maximus\_international@yahoo.com; Website: www.maximusinternational.in

### ATTENDANCE SLIP

Please Fill Attendance Slip and hand it over at the entrance of the Meeting Hall.

Folio No:

DP ID :

No(s). of Shares held:

Client ID:

Name of the attending Member (in block letters): \_\_\_\_\_

Name of Proxy (in block letters): \_\_\_\_\_  
(to be filled by the proxy attending instead of the member)

I hereby record my presence at the 4<sup>th</sup> Annual General Meeting of the Company held on Monday, 30<sup>th</sup> September, 2019 at 03.00 P.M. at Banquet Hall, Anjoy Restaurant, 14, 1<sup>st</sup> Floor, Corner Point, Jetalpur Road, Alkapuri, Vadodara – 390020 [Gujarat].

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**Signature of Member/Proxy**

#### Notes:

1. Please bring this attendance slip to the Meeting and hand over at the entrance of the meeting hall duly filled & signed.
2. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID for easy identification of attendance at the Meeting.
3. Proxies are requested to bring their identity proof for verification at the entrance of the Meeting.

**FORM NO. MGT.12**

**Polling Paper**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

<b>Name of the Company :</b> Maximus International Limited	
<b>CIN :</b> L51900GJ2015PLC085474	
<b>Registered office :</b> 504A, OZONE Dr. Vikram Sarabhai Marg, Vadi- Wadi, Vadodara-390003	

**BALLOT PAPER**

Sr No	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No./ *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity Shares

I hereby exercise my vote in respect of Ordinary/Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

No	Item No.	No. of shares held by me	I assent to the resolution	I dissent from the resolution
<b>Ordinary Business</b>				
1.	(a) Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 and the Reports of the Board of Directors and the Auditors' thereon.			
	(b) Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019 and the Report of the Auditors' thereon.			
2.	Appointment of Mr. Deepak Raval (DIN: 01292764) as a Director liable to retire by rotation:			
<b>Special Business</b>				
3.	Appointment of Mr. Niharkumar Naik (DIN: 08302107) as an Independent Director.			
4.	Appointment of Mr. Vinay Pandya (DIN: 08368828) as an Independent Director.			
5.	Appointment of Ms. Jigisha Thakkar (DIN: 08536332) as an Independent Director.			
6.	Approval for Related Party Transactions.			

Place:  
Date:

(Signature of the shareholder)

## Route Map for Venue of 4<sup>th</sup> Annual General Meeting

