

Ref: MIL/BSE/2022
Date: 08.06.2022

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: Notice of Postal Ballot

Dear Sir / Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the Postal Ballot Notice dated 30th May, 2022 seeking approval of the Members of the Company for the following matter:

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.

In accordance with circulars issued by Ministry of Corporate Affairs (MCA), from time to time, the Postal Ballot Notice is being sent only through electronic mode to those shareholders whose names appear on the Register of Members/list of Beneficial Owners as on the Cut-off date i.e Friday, 3rd June, 2022 and whose e-mail addresses are registered with the Company/Depositories. Key details are as under:

Commencement of e-voting	Thursday, 9 th June, 2022 at 9.00 a.m. (IST)
End of e-voting	Friday, 8 th July, 2022 at 5.00 p.m. (IST)



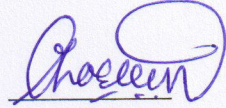
MAXIMUS INTERNATIONAL LIMITED

Postal Ballot Notice, along with the Explanatory Statement and e-voting instructions, is uploaded on the website of the Company at www.maximusinternational.in and on the website of CDSL at www.evotingindia.com.

You are requested to take the aforesaid information on your record.

Thanking you.

Yours faithfully,
For Maximus International Limited



Dharati Shah
Company Secretary



Encl: As above



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

NOTICE OF POSTAL BALLOT

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

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the “**Act**”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) (“**the Rules**”), read with General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, and 3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), Secretarial Standard on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India and 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), the following resolutions are proposed to be passed through Postal Ballot by way of voting through electronic means (“**remote e-voting**”) only.

In compliance with the MCA Circulars and pursuant to other applicable laws and regulations, this Postal Ballot Notice is being sent in electronic form only to those Members whose e-mail addresses are registered with the Company/Depositories, to enable them to cast their votes electronically only. The instructions for remote e-voting are appended to this Postal Ballot Notice.

Pursuant to Sections 102 and 110 of the Act, the Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed to this Postal Ballot Notice.

The Board of Directors of the Company, at its meeting held on 30th May, 2022 has appointed Mr. Hemang M. Mehta, Practicing Company Secretary, Vadodara, Gujarat, India (Membership No. FCS - 4965 & Certificate of Practice No. 2554) as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process in a fair and transparent manner and he has communicated his willingness for his appointment and will be available for the said purpose. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the agency to provide e-voting facility. In accordance with the provisions of the MCA Circulars, Members can vote only through the remote e-voting process. Members are requested to read the instructions in the Notes to this Postal Ballot notice to cast their vote electronically through the remote e-voting process which commences from Thursday, 9th June, 2022 at 9.00 a.m. (IST) and ends on 8th July, 2022 at 5:00 p.m. (IST).

The Scrutinizer will, after the conclusion of remote e-voting, scrutinize the votes cast through remote e-voting, submit his report to the Chairman or a person authorized by him, who shall countersign the same and declare results of the Postal Ballot/e-voting within two working days from the conclusion of remote e-voting and the same, will be placed on the Company's website at www.maximusinternational.in and on the website of CDSL at www.evotingindia.com and the same will also be communicated to BSE Limited where the Company's Shares are listed.

SPECIAL BUSINESS:

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

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"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."

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

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“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.”

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

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 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.”

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

Dharati Shah
Company Secretary

Date: 30.05.2022
Place: Vadodara

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“Act”) and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) setting out the material facts and reasons for the proposed Resolutions above, is appended herein below for your consideration.
2. The Postal Ballot Notice is being sent to the shareholders of the Company whose names appear on the Register of Members/List of Beneficial Owners as received from the Depositories as on Friday, 3rd June, 2022.
3. In line with the MCA Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.maximusinternational.in, website of the BSE Limited at www.bseindia.com where the Company’s Shares are listed and on the website of CDSL (agency for providing the e-voting facility) i.e. www.evotingindia.com.
4. Members who have not registered/updated their e-mail address are requested to register the same with the Depository through their Depository Participant(s).
5. In accordance with the provisions of the MCA Circulars, Shareholders can vote only through the remote e-voting process. Physical copies of the Postal Ballot Notice and pre-paid business reply envelopes are not being sent to shareholders for this Postal Ballot. Shareholders whose names appear on the Register of Members/List of Beneficial Owners as on Friday, 3rd June, 2022 will be considered for the purpose of e-voting.
6. Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.
7. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on Friday, 3rd June, 2022. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
8. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by CDSL. The instructions for e-voting are provided as part of this Postal Ballot Notice.
9. Shareholders desiring to exercise their vote through the e-voting process are requested to read the instructions in the Notes under the section “General information and instructions relating to e-voting” in this Postal Ballot Notice. Shareholders are requested to cast their vote through the e-voting process not later than 5.00 p.m. (IST) on Friday, 8th July, 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the shareholder.
10. The Scrutinizer will, after the conclusion of remote e-voting, scrutinize the votes cast through remote e-voting, submit his report to the Chairman or a person authorised by him, who shall countersign the same and declare results of the Postal Ballot/e-voting within two working days from the conclusion of remote e-voting and the same, will be placed on the Company’s website at www.maximusinternational.in and on the website of CDSL at www.evotingindia.com and the same will also be communicated to BSE Limited where the Company’s Shares are listed.
11. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on Friday, 8th July, 2022 i.e., the last date specified for receipt of votes through the e-voting process.

General information and instructions relating to e-voting:

- (i) The e-voting period begins on **Thursday, 9th June, 2022 at 9.00 a.m. (IST) and ends on Friday, 8th July, 2022 at 5.00 p.m. (IST)**. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the **cut-off date i.e. Friday, 3rd June, 2022** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P /2020/242 dated December 9, 2020 on E-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access the E-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode with CDSL/NSDL is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-

	<p>Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Securities held with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(iii) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<ul style="list-style-type: none">• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none">• 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.• 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.

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (vii) Click on the EVSN of Maximus International Limited on which you choose to vote.
- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) 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.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians – for Remote Voting Only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance 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 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; hmmehata65@gmail.com and info@maximusinternational.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. **For Physical shareholders** - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id – info@maximusinternational.in / investor@bigshareonline.com
2. **For Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. **For Individual Demat shareholders** - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT

(Pursuant to Section 102 and 110 of the Companies Act, 2013)

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

Item No 1: Appointment of Ms. Divya Zalani (DIN: 09429881) as an Independent Director of the Company:

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150, 152 and 161(1) of the Companies Act, 2013 (“**the Act**”) and all the applicable Rules made thereunder read with the Articles of Association of the Company, had approved the appointment of Ms. Divya Zalani (DIN: 09429881) as an Additional Director of the Company in the category of Non- executive Independent Director 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, subject to approval of the Members.

Ms. Divya Zalani holds qualification of bachelor’s in commerce from M S University of Baroda and Chartered Accountant from ICAI. At present she is into whole time practice as C.A. and providing services in Direct Taxation, Indirect Taxation, Audit and assurance, Financial Management, Advisory services, Secretarial services, and Bookkeeping services. She has enriched experience of more than 5 years in Kreston OPR Advisors LLP, Jitendra K Jain & Associates, Chartered Accountant, Modern Engineering, Parikh Mehta & Associates, and Mukund & Rohit, Chartered Accountants at Vadodara.

Ms. Divya Zalani is qualified to be appointed as a director in terms of Section 164 of the Act and has given her consent to act as a director. The Company has also received declaration from Ms. Divya Zalani that she meets the criteria of independence as prescribed both under Section 149(6) of the Act, applicable rules made thereunder and Listing Regulations.

In the opinion of the Board, Ms. Divya Zalani fulfils the conditions for appointment as an Independent Director as specified in the Act and rules made thereunder as also in the Listing Regulations. Ms. Divya Zalani is independent of the management and possesses appropriate skills, expertise, experience and knowledge. Considering the extensive knowledge and experience of Ms. Divya Zalani as well as her educational background, appointment of Ms. Divya Zalani as an Independent Director is in the interest of the Company.

Details of Ms. Divya Zalani are provided in the “**Annexure**” to this Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“**SS- 2**”), issued by the ICSI. She shall be paid remuneration by way of a fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of the letter of appointment of Ms. Divya Zalani setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to info@maximusinternational.in.

Save and except Ms. Divya Zalani, being the appointee, or her relatives, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out in Item No. 1 of the Postal Ballot Notice, proposing appointment of Ms. Divya Zalani as an Independent Director, for approval of the Members of the Company.

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

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 149, 150, 152 and 161(1) of the Companies Act, 2013 (“the Act”) and all the applicable Rules made thereunder read with the Articles of Association of the Company, had approved the appointment of Mr. Rahil Thaker (DIN: 07907715) as an Additional Director of the Company in the category of Non- executive Independent Director 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, subject to approval of the Members.

Mr. Rahil Thaker holds qualification of MBA in Marketing from University of Ballarat- Sydney, New South Wales and BBA from B. K. Majumdar, Institute of Business Administration- Ahmedabad, Gujarat. He is enriched with more than 10 years of work experience in Sure staff Solutions, Entegrity and Pacific global solutions at Ahmedabad, Netregistry and Red energy at Sydney. His major skills sets include Performance evaluation, Records management, Onboarding, Training programs, Payroll coordination, Benefit administration, Work force improvements and recruitment strategies.

Mr. Rahil Thaker is qualified to be appointed as a director in terms of Section 164 of the Act and has given his consent to act as a director. The Company has also received declaration from Mr. Rahil Thaker that he meets the criteria of independence as prescribed both under Section 149(6) of the Act, applicable rules made thereunder and Listing Regulations.

In the opinion of the Board, Mr. Rahil Thaker fulfils the conditions for appointment as an Independent Director as specified in the Act and rules made thereunder as also in the Listing Regulations. Mr. Rahil Thaker is independent of the management and possesses appropriate skills, expertise, experience and knowledge. Considering the extensive knowledge and experience of Mr. Rahil Thaker as well as his educational background, appointment of Mr. Rahil Thaker as an Independent Director is in the interest of the Company.

Details of Mr. Rahil Thaker are provided in the “Annexure” to this Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS- 2”), issued by the ICSI. He shall be paid remuneration by way of a fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of the letter of appointment of Mr. Rahil Thaker setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to info@maximusinternational.in

Save and except Mr. Rahil Thaker, being the appointee, or his relatives, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out in Item No. 2 of the Postal Ballot Notice, proposing appointment of Mr. Rahil Thaker as an Independent Director, for approval of the Members of the Company.

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

Mr. Anand Muley (DIN: 08616809) was appointed as an Independent Director of the Company w.e.f. 20th November, 2019 to hold office for a term of 5 (five) consecutive years upto 19th November, 2024, not liable to retire by rotation.

However, Mr. Anand Muley has resigned as an Independent Director from the Board of the Company w.e.f. close of business hours on 30th May, 2022 since requisite period of 2 years from the date of inclusion of his name in the Independent Directors Databank has been near to end to pass an online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs.

However, Mr. Anand Muley would like to remain associated with the Company on a long-term basis and continue to contribute at the Board level as Non-executive Non-Independent Director in accordance with the requirements of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Anand Muley holds qualification of bachelor's in commerce with specialization in Accounting & Auditing from M S University of Baroda. He has around 20 years of enriched experience in the field of human resource and administration. His major skills sets include Human Resources Development, Time management, Record Management, Industrial Relation, Analytical Skills, Negotiation skills, Interpersonal Skills, and Operations Management.

He has been instrumental in guiding the Company to simplify the Operations Management and Human Resource Development. His expertise and experience have always helped the Company in improving Industrial relations and Supply chain management. Considering his contribution to the Company and also to continue the prestigious association and services of Mr. Anand Muley, the Board of Directors upon recommendation of Nomination and Remuneration Committee, appointed Mr. Anand Muley as an Additional Director of the Company in the category of Non-executive Non-Independent Director with effect from 31st May, 2022, liable to retire by rotation, subject to approval of the Members.

Mr. Anand Muley is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director and also confirmed that he is not debarred from appointment by any order of SEBI or any other authority.

Details of Mr. Anand Muley are provided in the "Annexure" to this Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS- 2"), issued by the ICSI. He shall be paid remuneration by way of a fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

Copy of the letter of appointment of Mr. Anand Muley setting out the terms and conditions of appointment shall be available for inspection by the members electronically. Members seeking to inspect the same can send an email to info@maximusinternational.in

Save and except Mr. Anand Muley, being the appointee, or his relatives, none of the other Directors / Key Managerial Personnel of the Company / relatives of Directors and Key Managerial Personnel are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the Special Resolution set out in Item No. 3 of the Postal Ballot Notice, proposing appointment of Mr. Anand Muley as a Non-Executive Non-Independent Director, for approval of the Members of the Company.

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

Dharati Shah
Company Secretary

Date: 30.05.2022
Place: Vadodara

ANNEXURE

**Details of Directors seeking appointment/re-appointment
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 and Secretarial Standard- 2 on General Meetings]**

Name of the Director	:	Ms. Divya Zalani (DIN: 09429881)	Mr. Rahil Thaker (DIN: 07907715)	Mr. Anand Muley (DIN: 08616809)
Date of Birth & Age	:	26 th February, 1990 (32 Years)	19 th March, 1987 (35 Years)	25 th June, 1973 (49 Years)
Education & Qualifications	:	1. Bachelor in commerce from M S University of Baroda 2. Chartered Accountant from ICAI.	1. MBA in Marketing from University of Ballarat- Sydney, New South Wales 2. BBA from B. K. Majumdar, Institute of Business Administration - Ahmedabad, Gujarat	Bachelor in Commerce from M S University of Baroda
Experience (including expertise in specific functional area) /Brief Resume	:	She has enriched experience of more than 5 years in Kreston OPR Advisors LLP, Jitendra K Jain & Associates, Chartered Accountant, Modern Engineering, Parikh Mehta & Associates, and Mukund & Rohit, Chartered Accountants at Vadodara. At present she is into whole time practice as C.A. and providing services in Direct Taxation, Indirect Taxation, Audit and assurance, Financial Management, Advisory services, Secretarial services and Book keeping services.	He is enriched with more than 10 years of work experience in Sure staff Solutions, Entegrity and Pacific global solutions at Ahmedabad, Netregistry and Red energy at Sydney. His major skills sets include Performance evaluation, Records management, Onboarding, Training programs, Payroll coordination, Benefit administration, Work force improvements and recruitment strategies.	He has around 20 years of enriched experience in the field of human resource and administration. His major skills sets include Human Resources Development, Time management, Record Management, Industrial Relation, Analytical Skills, Negotiation skills, Interpersonal Skills, and Operations Management.
Terms and Conditions of Appointment	:	Appointed as Independent Director, not liable to retire by rotation w.e.f. 31 st December, 2021.	Appointed as Independent Director, not liable to retire by rotation w.e.f. 31 st December, 2021.	Appointed as Non-Executive Non-Independent Director, liable to retire by rotation w.e.f. 31 st May, 2022.
Remuneration last drawn (including sitting fees, if any)	:	Sitting fees @ INR 3,000/- per meeting of the Board.	Sitting fees @ INR 3,000/- per meeting of the Board.	Sitting fees @ INR 3,000/- per meeting of the Board.
Remuneration proposed to be paid	:	She shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.
Date of first appointment on the Board	:	Effective from 31 st December, 2021	Effective from 31 st December, 2021	Effective from 31 st May, 2022

Nature of expertise in specific functional areas	:	<ul style="list-style-type: none"> • Direct Taxation • Indirect Taxation • Audit and assurance • Financial Management • Advisory services • Secretarial services • Book keeping services 	<ul style="list-style-type: none"> • Performance evaluation • Records management • Onboarding, • Training programs • Payroll coordination, • Benefit administration • Work force improvements • Recruitment strategies 	<ul style="list-style-type: none"> • Human Recourses Development • Time management • Record Management • Analytical Skills • Negotiation skills • Interpersonal Skills • Operations Management
Shareholding in the Company as on date of notice, including shareholding as a beneficial owner	:	Nil	Nil	Nil
Relationship with other Directors and Key Managerial Personnel	:	None	None	None
Number of meetings of the Board attended during the financial year (FY 2021-22)	:	1 of 1	1 of 1	N.A (Appointed w.e.f. 31 st May, 2022)
Directorships held in other companies	:	Optimus Finance Limited	Optimus Finance Limited	Nil
Name of the entity in which the Director holds committee memberships & chairpersonship	:	Optimus Finance Limited > Chairperson - Audit Committee > Chairperson - Nomination and Remuneration Committee > Chairperson - Stakeholders relationship Committee	Optimus Finance Limited > Member - Audit Committee > Member - Nomination and Remuneration Committee	Nil
Listed entities from which the Director has resigned in the past 3 (three) years	:	None	None	Maximus International Limited - Resigned as Independent Director w.e.f. close of business hours on 30 th May, 2022.