

## NOTICE

**NOTICE** is hereby given that the Extra-Ordinary General Meeting of the members of Maxop Engineering Company Private Limited (“**Company**”) for the Financial Year 2025-2026 will be held at a shorter notice on Tuesday, The 20<sup>th</sup> Day of May 2025 at 11.00 A.M through video conferencing facility having deemed venue to be conducted at the registered office of the Company situated at A-2/2, Block A2, Ground & Upper Floor, Africa Avenue, Safdarjung Enclave, New Delhi – 110029, India to transact the following business:

### **SPECIAL BUSINESS:**

#### **ITEM 1: APPROVAL FOR ALTERATION IN THE ARTICLE OF ASSOCIATION OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of the Section 14 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force and such other approvals, permissions and sanctions, as may be necessary, consent of the members of the Company be and is hereby accorded to alter and amend the existing Article 94 of the Articles of Association of Company for increasing the maximum strength of directors on the board from 4 (four) to 15(fifteen) by replacing the said article with new article 94 as mentioned below:

#### **94. Board Composition**

The Board shall comprise of 15 (fifteen) Directors of which: (a) Fairfax shall have the right to nominate and have appointed 3 (three) Directors who shall not be subject to retirement by rotation and shall not be required to hold any qualification shares (“Fairfax Nominee Directors”); and (b) so long as Mr. Shailesh Arora (along with his Affiliates) hold at least 15% (fifteen) percent of the Share Capital, he shall have the right to be a Director on the Board (“Founder Nominee Director”), and upon his disqualification under Applicable Law or otherwise due to a disability or his death, his heirs shall have the right to nominate

### **Maxop Engineering Co. Pvt. Ltd.**

(AN ISO :9001 IATF: 16949, ISO: 14001 ISO:45001 CERTIFIED COMPANY)

and have appointed his Relative to the Board as the Founder Nominee Director. The provisions of this Article 94(ii) shall apply mutatis mutandis to the Company Subsidiary. Fairfax Nominee Director and the Founder Nominee Director shall collectively be referred to as "Nominee Directors. A Nominee Director shall be entitled to share any information received by him/her with his/her nominating Shareholder, provided that such nominating Shareholder and/or its Affiliates are also bound by the confidentiality obligations set out in the Investment Agreement.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Managing Director and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary in relation to the above including the matters incidental thereto including but not limited to signing and filing all the e-forms and other documents with the statutory authorities along with the Ministry of Corporate Affairs and to execute all such documents, instruments and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Ministry of Corporate Affairs or such other Authority arising from or incidental to the said amendment and to delegate all or any of the powers conferred herein as they may deem fit.

**RESOLVED FURTHER THAT** the copies of the aforesaid resolutions, certified to be true by the Managing Director and/or Company Secretary of the Company may be furnished to any person(s), as may be required."

**ITEM 2: APPOINTMENT OF MS. BHARATI CHATURVEDI (DIN:08572677) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

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

**"RESOLVED THAT** pursuant to the provisions of section 149,150 and 152 and any other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder including any statutory modification(s) or re-enactment thereof, for the time being in force, the terms and conditions mentioned in the Articles of Association of the Company and subject to approval of the shareholders in the upcoming Extra-Ordinary General Meeting to be held on Tuesday, 20th May, 2025, Ms. Bharati Chaturvedi (DIN: 08572677) be and is hereby appointed as an Independent Director of the Company for a period of 3 years commencing from 20<sup>th</sup> May, 2025 and at a remuneration of INR 50,000/- (Indian Rupees Fifty Thousand only) for each Board meeting, INR 30,000/- (Indian Rupees Thirty Thousand only) for each Audit Committee meeting and INR 10,000/- (Indian Rupees Ten Thousand only) for each any other committee meeting.

**RESOLVED FURTHER THAT** the Managing Director and/or the Company Secretary be and are hereby singly authorized to file E-form DIR 12 with the Registrar of Companies, Delhi and to do all such acts, deeds and things as may be required to give effect to the aforesaid resolution.

**FOR MAXOP ENGINEERING COMPANY PRIVATE LIMITED**

By: \_\_\_\_\_

**Name:** Leena

**Title:** Company Secretary

Membership No.:A32098

**Date:** 19.05.2025

**Place:** New Delhi, India

**Notes:**

1. Ministry of Corporate Affairs (“MCA”), vide its General Circular No. 09/2024 dated 19th September 2024 read with other previous MCA General Circulars No. 09/2023 dated 25th September 2023, 10/2022 dated 28th December 2022, 02/2022 Dated 5th May 2022, No. 20/2020 dated 5th May 2020, No. 17/2021 dated 13th April 2021 and No. 14/2021 dated 8th April 2021 (collectively referred to as “MCA Circulars”), has permitted Companies to hold their Extra Ordinary General Meetings through Video Conference (VC) or Other Audio Visual Means (OAVM).

In compliance with the aforesaid MCA Circulars, applicable provisions of the Companies Act, 2013 (“Act”), this Extra Ordinary General Meeting (EGM) is being held through VC. The proceedings of the EGM will be deemed to be conducted at the Registered Office of the Company at A-2/2, Block A2, Ground & Upper Floor, Africa Avenue, Safdarjung Enclave, New Delhi – 110029, India, which shall be deemed venue of the EGM.

2. As per the provisions of Clause 3.B.IV. of the General Circular No. 20/ 2020 dated May 5, 2020, the matter of Special Business as appearing at Item No. 1 & 2 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this Extra Ordinary General Meeting is being held through Video Conferencing, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed hereto. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC and participate thereat.
4. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC are requested to send to the Company at [leena.aggarwal@maxop.com](mailto:leena.aggarwal@maxop.com) or [secretarial@maxop.com](mailto:secretarial@maxop.com), a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed.
6. The Extra-Ordinary General Meeting is being convened at a shorter notice pursuant to Section 101(1) of the Companies Act, 2013 (“Act”) with the consent given in writing/by electronic mode by majority in number of members entitled to vote and who represent not less than Ninety-Five Percent (95%) of such part of the paid-up share capital of the Company as gives a right to vote at

the meeting. The members are requested to sign the enclosed consent for shorter notice to attend the Extra-Ordinary General Meeting and send it to the Company.

7. Members are requested to notify any change in their address, e-mail address, contact numbers, etc. immediately to the Company by sending an Email at [leena.aggarwal@maxop.com](mailto:leena.aggarwal@maxop.com) or [secretarial@maxop.com](mailto:secretarial@maxop.com) at its registered office.
8. Request is made to all the members of the Company for conveying votes on the abovementioned agenda items and to make any queries pertaining to such matters, members can directly mail at [leena.aggarwal@maxop.com](mailto:leena.aggarwal@maxop.com) or [secretarial@maxop.com](mailto:secretarial@maxop.com).
9. In compliance with the MCA Circulars, electronic copy of the Notice along with other documents required to be attached therewith (Collectively referred to as Notice) have been sent only by email to the members at their e- mail ids registered with the Company. Members may note that the Notice is also available on the Company's website [www.maxop.com](http://www.maxop.com).
10. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are open for inspection by the Members at the Company's registered office on all working days (except Saturdays, Sundays, and public holidays) of the Company, during business hours up to the date of the Meeting.
11. PROCEDURE FOR JOINING THE EGM THROUGH VC:
  - a) The members can participate in the Meeting through VC Facility by clicking on the following link:  
  
[https://teams.microsoft.com/l/meetup-join/19%3ameeting\\_ZGJjMmI1YmYtMThkMi00N2UwLWFjODMtZTI2ZTdlZTk4OWZi%40thread.v2/0?context=%7b%22Tid%22%3a%22c444ee42-0470-4533-bece-9aac603d9754%22%2c%22Oid%22%3a%22d68e89ad-ae57-46f8-8869-0cfe401d1c3d%22%7d](https://teams.microsoft.com/l/meetup-join/19%3ameeting_ZGJjMmI1YmYtMThkMi00N2UwLWFjODMtZTI2ZTdlZTk4OWZi%40thread.v2/0?context=%7b%22Tid%22%3a%22c444ee42-0470-4533-bece-9aac603d9754%22%2c%22Oid%22%3a%22d68e89ad-ae57-46f8-8869-0cfe401d1c3d%22%7d)
  - b) The facility for joining the meeting shall be kept open 15 minutes before the time scheduled to start the meeting and shall not be closed till the expiry of 15 minutes after the scheduled time of the meeting.
  - c) Members who need assistance before or during the EGM, can contact on [leena.aggarwal@maxop.com](mailto:leena.aggarwal@maxop.com) or [secretarial@maxop.com](mailto:secretarial@maxop.com) or call on 9810359968.
  - d) The attendance of the Members attending the EGM through VC will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

## **Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**

**(Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts concerning the item of special business to be transacted at the Extra-Ordinary General Meeting is detailed hereunder)**

### **ITEM 1:**

Currently, Article 94 of the Articles of the Association of the Company provides that board shall comprise only of 4 directors. However, in order to facilitate better governance and to allow for broader representation on the Board, it is now proposed to increase the board composition from four (4) to fifteen (15) by amending the said article 94.

In pursuance to the above, the Board of Directors at their meeting held on 19<sup>th</sup> May, 2025 has approved the said amendment, subject to the approval of the shareholders by way of a **special resolution**.

A copy of the amended Articles of Association reflecting the proposed change is available for inspection by the members at the registered office of the Company during business hours and will also be available at the meeting.

None of the Directors, Key Managerial Personnel, or their relatives is interested in the proposed resolution except to the extent of their directorship or potential appointment.

The Board recommends passing of the resolution set out at Item No. 1 as a Special Resolution.

### **Item No. 2:**

The board of directors vide resolution dated 19<sup>th</sup> May 2025 approved the appointment of Ms. Bharati Chaturvedi (DIN: 08572677) as an Independent Director subject to the approval of members in the Extra-Ordinary General Meeting.

Her appointment in the company shall be for a period of 3 years commencing from 20<sup>th</sup> May, 2025 at a remuneration of INR 50,000/- (Indian Rupees Fifty Thousand only) for each Board meeting, INR 30,000/- (Indian Rupees Thirty Thousand only) for each Audit Committee meeting and INR 10,000/- (Indian Rupees Ten Thousand only) for each any other committee meeting.

The Company has received from Ms. Bharati Chaturvedi (a) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;

and (b) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that such person is not disqualified under Section 164(2) of the Act.

A brief profile covering the details of her age, qualification, experience, terms and conditions of appointment, etc. as required pursuant to the Secretarial Standards on General Meetings, is annexed to this Notice.

None of the directors and key managerial personnel of the Company or their respective relatives, except the said person to be appointed as director, to whom the resolution relate, are concerned or interested in the resolutions mentioned at Item No. 2 of the Notice.

The Board recommends passing of the resolution set out at Item No. 2 as a Special Resolution.

By order of the Board of Directors  
For Maxop Engineering Company Private Limited

By: \_\_\_\_\_

**Name:** Leena

**Title:** Company Secretary

**Membership No.:** A32098

**Date:** 19.05.2025

**Place:** New Delhi, India

Additional Information on Director recommended for appointment as required under Secretarial Standards-2 as prescribed by the Institute of Company Secretaries of India.

**Ms. Bharati Chaturvedi**

Independent Director

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**Background:** Mrs. Bharati Chaturvedi is a social entrepreneur who creates scalable, innovative solutions that contribute to building India's green economy. Bharati is the founder of an India based non-profit, Chintan, which works in the spaces of circular economy, air pollution and climate change from an inclusion and gendered lens. She has also served on several task forces and committees of the Indian government and speaks widely on these issues. Bharati writes a column for the Hindustan Times, one of India's largest circulating newspapers. She holds a master's in international public policy from the School of Advanced International Studies, Johns Hopkins University.

**Qualification:** Masters in International Public Policy

**Terms and conditions of appointment:** As per the resolution at Item no. 2 of this Notice, read with the explanatory statement thereto.

**Details of remuneration sought to be paid and the remuneration last drawn by such person:** The details of remuneration sought to be paid is provided at Item no. 2 of this notice.

**Date of first appointment on the Board:** NIL

**Shareholding in the Company:** NIL

**Relationship with other Directors, Manager and other Key Managerial Personnel of the Company:** NIL