



Maxheights Infrastructure Limited

Regd. Office : SD-65, Pitam Pura, New Delhi-110034
Ph. : 011 - 27314646, 27312522

NOTICE OF POSTAL BALLOT

[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]

Dear Member(s),

NOTICE is hereby given pursuant to and in compliance with the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules 2014, (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), Secretarial Standards on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**") and relaxations and circulars issued by the Ministry of Corporate Affairs ("**MCA**") vide its General Circulars No. 14/2020 dated April 08, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021, No. 20/2021 dated December 8, 2021, No. 3/2022 dated May 05, 2022, No. 09/2023 dated 25th September, 2023 and No. 09/2024 dated 19th September, 2024 (collectively referred to as ("**MCA Circulars**"), any circular issued by the Securities and Exchange Board of India ("**SEBI**") and other applicable laws and regulations, if any, for seeking approval of shareholders of Max Heights Infrastructure Limited (**the "Company"**), the resolution(s) appended below through postal ballot by remote e-voting process ("**E-voting**").

As permitted under MCA Circulars and SEBI Circulars, the Company is sending the Notice in electronic form only. In compliance with Sections 108 and 110 of the Act read with the rules framed there under and the MCA Circulars, the Company has extended only the remote e-voting facility for its members, to enable them to cast their votes electronically instead of submitting the postal ballot form. The instructions for remote e-voting are appended to the Notice.

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and related particulars pertaining to the aforesaid Special Businesses is annexed to this Postal Ballot Notice for your consideration.

Members are requested to carefully read the instructions forming part of Postal Ballot Notice and communicate their Assent or Dissent for the below mentioned Special Businesses before **5:00 P.M.** on **Saturday, 16th November, 2024**. Assent or Dissent of the members on the resolutions mentioned in the Notice would only be taken through the remote e-voting system as per the MCA Circulars.

The Board of Directors of the Company has appointed Ms. Anuradha Malik (M.No: A60626; CoP: 27205) Company Secretary in Practice to act as the Scrutinizer for conducting the Postal Ballot (remote e-voting) process in a fair and transparent manner.

In compliance with the provisions of Section 108, 110 and other applicable provisions of the Act, read with the Rule 20 and 22 of the said Rules and Regulation 44 of SEBI Listing Regulations, the Company is providing remote e-voting facility to all the Members of the Company. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to enable the Members to cast their votes electronically.

Upon completion of the e-voting process, the Scrutinizer will submit her report to the Managing Director of the Company and result of the Postal Ballot will be announced within 2 (Two) working days from the last day of e-voting and the same shall also be simultaneously communicated to the Stock Exchange.

The said result along with the Scrutinizer’s Report will be uploaded on the Company’s website www.maxheights.com and on the website of CDSL e-voting website www.evotingindia.com and will be communicated to the stock exchange where the equity shares of the Company is listed.

SPECIAL BUSINESS

ITEM NO. 1:

TO APPOINT MS. MANDAVI (DIN: 09289243) AS INDEPENDENT DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and 161 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (**“the Act”**) and Regulation 16(1)(b), Regulation 17 and Regulation 25(2A) of the Securities and Exchange Board of India (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), in terms of Articles of Association of the Company and on the basis of the recommendation received from the Nomination and Remuneration Committee and the approval of the Board of Directors of the Company, Ms. Mandavi (DIN: 09289243) who was appointed by the Board as an Additional Director in the category of Non-Executive Independent Director of the Company, with effect from 12th September, 2024, be and is hereby appointed as a Non-Executive Independent Director of the Company, to hold office for a term of 5 (Five) consecutive years, w.e.f 12th September, 2024 to 11th September, 2029 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, Ms. Mandavi (DIN: 09289243) be paid such fees as the Board of Directors of the Company may approve from time to time and subject to such limits, prescribed or as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

ITEM NO. 2:

RE-APPOINTMENT OF MR. NAVEEN NARANG (DIN: 00095708) AS MANAGING DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (**“the Act”**) and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, and other applicable provisions, if any, after receiving recommendation of the Nomination and Remuneration Committee, the consent of the members be and is hereby accorded for the re-appointment of Mr. Naveen Narang (DIN: 00095708) as Managing Director of the Company for a further period of 3 (Three) years effective from 4th February, 2025 till 3rd February, 2028, on such remuneration and terms and conditions duly approved by the members in the 37th, 39th and 40th Annual General Meetings of the Company and whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including its Committee thereof) and/or Company Secretary of the Company be and are hereby severally and/or jointly authorized to do all such acts, deeds, matters and things including filing of necessary forms/documents with Registrar of Companies and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution, for matters connected therewith, or incidental thereto and to settle any questions, difficulties or doubts that may arise in this regard.”

**By Order of the Board
For Max Heights Infrastructure Limited**

**Sd/-
Sonali Mathur
Company Secretary and Compliance Officer
M.No: A62205**

Date: 11th October, 2024

Place: Delhi

Regd Office: SD-65, Pitampura, Delhi-110034

CIN: L67120DL1981PLC179487

Email id: maxinfra1981@gmail.com/cs@maxheights.com

NOTES:

1. The Explanatory Statement pursuant to Section 102 read with Section 110 and other applicable provisions of the Act read with the rules framed thereunder concerning the special business in respect of item no. 1 and 2 as set out above is annexed hereto and forms part of this Notice.

2. The details required in respect of the Director seeking appointment/re-appointment under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings (“**SS-2**”) issued by the Institute of Company Secretaries of India (“**ICSI**”) is enclosed herewith and marked as **Annexure-A** to the Notice.

3. The instructions for shareholders for e-voting are annexed herewith and marked as **Annexure-B** to the Notice.

4. In accordance with the MCA Circulars and the SEBI Listing Regulations, the Company is sending the Notice in electronic form only by e-mail to all Members, whose names appear in the Register of Members/Register of Beneficial Owners maintained by the Depositories viz., National Securities Depository Limited (**the “NSDL”**) and Central Depository Services (India) Limited (**the “CDSL”**) as on **Friday, 11th October, 2024 (the “Cut- Off Date”)** and who have registered their e-mail addresses, in respect of electronic holdings, with the Depository through the concerned Depository Participants and in respect of physical holdings, with the Registrar and Share Transfer Agent of the Company, M/s. Skyline Financial Services Private Limited (**the “RTA”**), in accordance with the provisions of the Act read with the rules framed thereunder and the framework provided under the MCA circulars. Cut-off Date is for determining the eligibility to vote by electronic means. A person who is not a member as on the Cut-off Date or who becomes a member of the Company after the Cut-off Date should treat this Notice for information only.

5. In accordance with the MCA Circulars, the Notice is being sent in electronic form only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope will not be sent to the Members for the Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.

6. In compliance with the provisions of Section 108 and 110 of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of SEBI Listing Regulations and Secretarial Standard issued by the Institute of Company Secretaries of India, the Company is offering e-voting facility to enable the Members to cast their votes electronically. The instructions for e-voting are provided as part of this Notice.

7. In light of the MCA Circulars, Members who have not registered their e-mail addresses and in consequence the e-voting notice could not be serviced, may get their e-mail address registered with the Company's RTA, M/s. Skyline Financial Services Private Limited, by writing to admin@skylinerta.com.

8. It is clarified that for permanent registration of e-mail address, the members are however requested to register their e-mail address, in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company's RTA to enable servicing of notices, etc. electronically to their e-mail address.

9. The e-voting rights of the shareholders / beneficiary owners shall be reckoned on the shares held by them as on **Friday, 11th October, 2024**, being the **Cut-off date** for the purpose. The shareholders of the Company holding shares either in dematerialised or in physical form, as on the Cut-off date, can cast their vote electronically.

10. The voting rights for the equity shares of the Company are one vote per equity share, registered in the name of the member. The voting rights of the members shall be in proportion to the percentage of paid-up share capital of the Company held by them. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

11. A member cannot exercise his/ her vote through proxy on postal ballot. However corporate and institutional members shall be entitled to vote through their authorised representatives. Corporate and institutional members are required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, power of attorney together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer by email to csanuradhamalik@gmail.com with a copy marked to evoting@cDSL.co.in.

12. Once the vote is cast, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.

13. Postal Ballot (e-voting) commences from **9:00 A.M. (IST) on Friday, 18th October, 2024**, and ends at **5:00 P.M. (IST) on Saturday, 16th November, 2024**. At the end of the e-voting period, the facility shall forthwith be blocked, and e-voting shall not be allowed beyond the said date and time.

14. The proposed resolutions, if approved, by requisite majority, shall be deemed to have been passed on the last date of e-voting, which would be **Saturday, 16th November, 2024**. The resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.

15. This Notice shall also be available on the website of the Company at www.maxheights.com, websites of the stock exchange where the equity share of the Company are listed, i.e. BSE Limited at www.bseindia.com. and on the website of Central Depository Services (India) Limited ("CDSL") at www.cdslindia.com.

16. All the documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to cs@maxheights.com.

**By Order of the Board
For Max Heights Infrastructure Limited**

**Sd/-
Sonali Mathur
Company Secretary and Compliance Officer
M.No: A62205**

Date: 11th October, 2024

Place: Delhi

Regd Office: SD-65, Pitampura, Delhi-110034

CIN: L67120DL1981PLC179487

Email id: maxinfra1981@gmail.com/cs@maxheights.com

ANNEXURE-A TO THE NOTICE

DISCLOSURE PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2 ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (“ICSI”), INFORMATION IN RESPECT OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT IS PROVIDED HEREIN BELOW:

Name of Director & DIN	Ms. Mandavi (DIN: 09289243)	Mr. Naveen Narang (DIN: 00095708)
Age	51 years	48 years
Date of Appointment by the Board of Directors	12 th September, 2024	13 th March, 2008
Brief Resume and nature of expertise in functional areas	Ms. Mandavi is a Fellow member of the Institute of Company Secretaries of India (“ICSI”) having degree in Bachelors in Law from University of Delhi, Masters of Business Administration in Finance & Strategy from Indian Institute of Foreign Trade, New Delhi and B Com (H) from University of Delhi. She holds total working experience of 24 years in corporates and consultancy firms on Indian & International laws.	Possesses appropriate skills, experience and knowledge; inter alia, in the field of real estate.
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the company inter-se	NIL	Mrs. Mansi Narang – Wife of Mr. Naveen Narang
Terms and conditions of appointment or re - appointment	Ms. Mandavi will be appointed as Non-Executive Independent Director of the company and whose office shall not be liable to retire by rotation. Her appointment shall be effective for a term of 5 years commencing from 12 th September, 2024 till 11 th September, 2029 (both days inclusive).	The remuneration and other terms and conditions as already approved by the members in 37 th , 39 th and 40 th Annual General Meetings and his re-appointment shall be liable to retire by rotation
The remuneration last drawn	NIL	Rs. 1,50,000/- P.M. (Rupees One Lakh Fifty Thousand Only)

The number of Meetings of the Board attended during the year	In Financial Year 2024-25, attended 1 Board Meeting as Special Invitee and 1 Board Meeting as Additional Director.	In Financial Year 2024-25, attended 5 Board Meetings and also chaired such meetings.
No. of Directorships held in other listed Companies	NIL	NIL
Memberships / Chairmanships of Committees of other listed Companies	NIL	NIL
Number of shares held in the Company	NIL	3863894 (Thirty Eight Lakh Sixty Three Thousand Eight Hundred Ninety Four)
Skills and Capabilities	A qualified Company Secretary having over 24 years of experience, having skill and capabilities in the field of Corporate Laws.	Applicable in case of Appointment or Re-appointment of Independent Director Only.

**By Order of the Board
For Max Heights Infrastructure Limited**

**Sd/-
Sonali Mathur
Company Secretary and Compliance Officer
M.No: A62205**

Date: 11th October, 2024

Place: Delhi

Regd Office: SD-65, Pitampura, Delhi-110034

CIN: L67120DL1981PLC179487

Email id: maxinfra1981@gmail.com/cs@maxheights.com

ANNEXURE-B TO THE NOTICE

1. Instructions for remote e-voting are as below:

- (i) Remote e-voting period shall commence on **Friday, 18th October, 2024** and end on **Saturday, 16th November, 2024** (both days inclusive). During this period, Members of the Company holding shares either in physical or dematerialized form as on the **Cut-off date**, i.e. **Friday, 11th October, 2024** (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) During the remote e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
- (iii) 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 email id in their demat accounts in order to access e-voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode 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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL, 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

	<p>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.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<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-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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	4) 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 or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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
Individual Shareholders holding securities in Demat mode 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
Individual Shareholders holding securities in Demat mode 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

(iv) 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	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"> 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)	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"> 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.

- (v)** After entering these details appropriately, click on “SUBMIT” tab.
- (vi)** 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.
- (vii)** For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii)** Click on the EVSN of the Company for Max Heights Infrastructure Limited i:e, **241011005**.
- (ix)** 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.
- (x)** Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi)** 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.

- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) **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; cs@maxheights.com, 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 at cs@maxheights.com and/or RTA email at viren@skylinerta.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 & joining virtual meetings 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMPANES ACT, 2013

ITEM NO. 1:

Post reviewing of confirmation of Independence received from Ms. Mandavi (DIN: 09289243), under Section 149(6) of the Companies Act, 2013 (**"the Act"**) and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"SEBI Listing Regulations"**), and after receiving the recommendation from the Nomination and Remuneration Committee, the Board at its meeting held on 12th September, 2024 has considered and approved the appointment of Ms. Mandavi as an Additional Director of the Company, in the category of Non-Executive Independent Director with effect from 12th September, 2024 till the commencement of ensuing General Meeting of the Company pursuant to Section 161 of Companies Act, 2013.

Ms. Mandavi is registered under the Independent Director's Databank as maintained by The Indian Institute of Corporate Affairs (**"IICA"**) and she has also qualified the online self-proficiency test and the certificate was placed before the Board in its meeting held on 11th October, 2024.

The Company has received declaration from Ms. Mandavi that she did not have or had any prior transaction/association with the Company, its Directors, Promoters and Promoter group entities.

The Board opines that Ms. Mandavi fulfils the conditions specified under Section 149(6) and Schedule IV of the Act read with Regulation 16(1)(b) of SEBI Listing Regulations and also that she is Independent of the management. Ms. Mandavi is not disqualified from being appointed as a Director in terms of Section 164 of the Act and Regulation 25(8) of SEBI Listing Regulations and she has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI order or of any other such authority. Ms. Mandavi is a person of integrity and possesses professional qualification.

A brief profile and other information as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 issued by Institute of Company Secretaries of India ("ICSI") is provided as **Annexure-A**.

The Board in its meeting held on 11th October, 2024 has recommended to the shareholders her appointment as the Independent Director of the company for a period of 5 (Five) consecutive years commencing from 12th September, 2024 till 11th September, 2029 (both days inclusive), post receiving the recommendation from the Nomination and Remuneration Committee of the Company.

Your Board recommends the Special resolution as set out in Item No. 1 for your approval.

None of the Directors and/or Key Managerial Personnel of the Company or their relatives, except Ms. Mandavi (whose appointment is proposed in the resolution) and her relatives, are in any way concerned or interested in the resolution.

ITEM NO. 2

The Members of the Company are being informed that the Board of Directors at their meeting held on 29th January, 2022 had re-appointed Mr. Naveen Narang as the Managing Director of the Company for a period of 3 (Three) years w.e.f. 4th February, 2022 up to 3rd February, 2025 and the members of the company in their Annual General Meeting held on 25th August, 2022 has approved his re-appointment.

Since the term of the Managing Director is expiring on 3rd February, 2025, the Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee, in their meeting held on 11th October, 2024 has re-appointed Mr. Naveen Narang (DIN: 00095708) as the Managing Director of the Company for a further period of 3 (Three) years, with effect from 4th February, 2025 till 3rd February, 2028 on the remuneration and other terms and conditions as already approved by the members in 37th, 39th and 40th Annual General Meetings subject to the approval of the members.

Brief resume of Mr. Naveen Narang, nature of his expertise in specific functional areas and names of other listed companies in India in which he holds directorships and details of memberships/ chairmanships of Board Committees of the listed companies in India and other details is enclosed with the notice as Annexure-A. Keeping in view his vast expertise and knowledge, it will be in the interest of the Company that Mr. Naveen Narang is re-appointed as the Managing Director.

Your Board recommends the Special resolution as set out in Item No. 2 for your approval.

Except, Mr. Naveen Narang, Managing Director and Mrs. Mansi Narang, Non-Executive Director of the Company along with their relatives, none of the other Directors/ Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the Resolution. The Board recommends enabling the Special Resolution for the approval of the Members of the Company.

**By Order of the Board
For Max Heights Infrastructure Limited**

**Sd/-
Sonali Mathur
Company Secretary and Compliance Officer
M.No: A62205**

Date: 11th October, 2024

Place: Delhi

Regd Office: SD-65, Pitampura, Delhi-110034

CIN: L67120DL1981PLC179487

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