

MAXWELL ENGINEERING SOLUTIONS PRIVATE LIMITED

Reg. Office: Shed No. 336/34/1-A, GIDC, Makarpura, Vadodara, Gujarat, India, 390010

E-Mail: sales@maxwellplastics.com | CIN: U29308GJ2022PTC135432

Contact No: +919879335373

NOTICE

Notice is hereby given that Extra Ordinary General Meeting of Maxwell Engineering Solutions Private Limited will be held at the registered office of the company situated at Shed No. 336/34/1-A, GIDC, Makarpura, Vadodara, Gujarat, India, 390010 on Thursday, the 12th Day of December 2024 at 11:00 A.M. at shorter notice to transact the following business:

Special Business

Item No. 1

To Increase the Authorized Capital and To Alter Capital Clause of Memorandum of Association

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

"RESOLVED THAT pursuant to provisions of sections 61(1)(a), 13, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company approval of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from **Rs. 1,00,000/- (Rupees One Lakhs Only) divided into 10,000 (Ten Thousand Only) equity shares of Rs.10 /- (Rupees Ten Only) each to Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs Only) equity shares of Rs. 10/- (Rupees Ten Only) each."** by creation of **Addition Rs. 4,99,00,000 (Rupees Four Crores Ninety Nine Lakhs Only)** each, with a power of company to increase, reduce or modify the capital and to divide all or any of the shares in the capital of the company, for the time being, and to classify and re-classify such shares from shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the company in accordance with the Articles of Association of the company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions, in such manner and by such persons as may, for the time being, be permitted under the provisions of the Articles of Association of the company or legislative provisions for the time being in force in that behalf."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the **Companies Act, 2013** and the relevant rules framed there under, consent of the members is hereby accorded for substituting the Capital Clause (Clause V) of the Memorandum of Association of the Company is with the following Clause."

"5. The Authorized Share Capital of the Company is Rs. 5,00,00,000/- (Rupees Five Crores Only) divided into 50,00,000 (Fifty Lakhs Only) Equity Shares of Rs. 10/- (Rupees Ten Only) each"

"RESOLVED FURTHER THAT any of the director(s) of the Company be and is/are hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution."

Date: 09.12.2024
Place: Vadodara

BY ORDER OF THE BOARD OF DIRECTORS
For Maxwell Engineering Solutions Private Limited


Mr. Rajkumar Chaudhary
DIN : 02310254
(Director)

MAXWELL ENGINEERING SOLUTIONS PRIVATE LIMITED

Reg. Office: Shed No. 336/34/1-A, GIDC, Makarpura, Vadodara, Gujarat, India, 390010

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Contact No: +919879335373

NOTES:

1. The Explanatory statement, pursuant to Section 102(1) of the Companies Act, 2013 in respect of the business above is annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy, or, where there is allowed, one or more proxies, to attend and vote instead of himself. The person proposed to be appointed as a proxy need not be a member of the company. Proxies in order to be effective must be received at the registered office of the company not less than 48 hours before the meeting.
3. All Proxy-holder should carry their identity card at the time of attending the Meeting.
4. Proxies registers are open for inspection during the period beginning twenty-four hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting. Inspection shall be allowed between 10:00 A.M. and 5:00 P.M.
5. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
6. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
7. The Members/Proxies should fill the Attendance Slip for attending the Meeting. All documents referred to in the Notice are open for inspection at the Registered Office of the Company on all the working days, except Saturdays, Sundays and public holidays, between 10:00 A.M. and 5:00 P.M., up to the date of the EGM.

MAXWELL ENGINEERING SOLUTIONS PRIVATE LIMITED

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement, as required under Section 102 of the Companies Act, 2013, sets out all material facts relating to special business mentioned in the accompanying notice for convening the EGM of the Company.

Special Business

Item No. 1

The Board feels that in view to expand business activities of the company, Company is in need of additional funds and for the same the authorized share capital of the Company needs to be increased hence company is proposing the approval of members for an increase in its authorized share capital from as much amount as set out in the notice convening the general meeting of the Company.

Accordingly, consent of the shareholders is being sought in terms of Section 61 of the Companies Act, 2013.

All the Directors and their relatives are deemed to be interested to the extent of their shareholding, if any, in the resolution.

Date: 09.12.2024

Place: Vadodara

BY ORDER OF THE BOARD OF DIRECTORS

For Maxwell Engineering Solutions Private Limited



Mr. Rajkumar Chaudhary

DIN : 02310254

(Director)

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

(Pursuant to Section 101 of the Companies Act, 2013, read with the Companies
(Management & Administration) Rules, 2014)

To,
The Member(s),

SHORTER NOTICE is hereby given that the Extra-Ordinary General Meeting of the Members of Maxwell Engineering Solutions Private Limited will be held on **Wednesday, the 19th day of February 2025 at 12.30 P.M. (IST) at the Registered Office of the Company** situated at Shed No. 336/34/1-A, GIDC, Makarpura, Vadodara – 390010, Gujarat, India, to consider the following business:

SPECIAL BUSINESS:

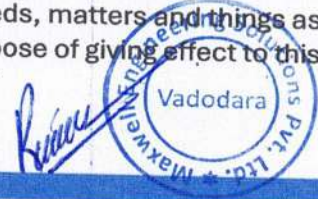
Item No. 1: Issue of Bonus Shares:

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

“RESOLVED THAT pursuant to the provisions of Section 63 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Share Capital and Debentures) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force and other applicable regulations, rules and guidelines issued from time to time, the enabling provisions of the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be necessary from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals, consent of the Members of the Company be and is hereby accorded to the Board to capitalize a sum of Rs. 2,70,00,000/- (Rupees Two Crore Seventy Lakh only) from and out of the free reserve/surplus of the Company, as may be considered appropriate for the purpose of issue of Bonus Equity Shares of Rs. 2,70,00,000/- (Rupees Two Crore Seventy Lakh only) each, credited as fully paid to eligible members of the Company holding equity shares having face value of Rs. 10/- (Rupees Ten only) each of the Company whose names appear in the Register of Members on the ‘Record Date’, in the proportion of 270 new fully paid-up equity share having face value of Rs. 10/- (Rupees Ten only) each for every 1 existing fully paid-up Equity Share having face value of Rs. 10/- (Rupees Ten only) each held by them.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall rank *pari passu* in all respects with the fully paid-up equity shares of the Company as existing on the Record Date.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to file the necessary documents/form(s) with the Registrar of Companies or such other Statutory bodies as may be required and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”





Item No. 2: Authority to the Board to borrow money in excess of paid-up share capital and Free Reserves of the Company under Section 180(1)(c) of the Companies Act, 2013:

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, [the Act] and other applicable provisions, if any, of the Act, including any statutory modification or re-enactment thereof and the Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred as 'Board' which term shall include a Committee thereof authorized for the purpose) of the Company, to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities) as may be required for the purpose of the business of the Company, from one or more Banks, Financial Institutions and other persons, firms, bodies corporate, whether in India or abroad, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained or to be obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital of the Company and its Free Reserves (reserves not set apart for any specific purpose) provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 1,00,00,00,000 [Rupees One Hundred Crore only].

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."




Item No. 3: Approval of sale of undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, including any amendment thereto or re-enactment thereof, the consent of the Company be and is hereby accorded to the Board of Directors (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute) to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) to create mortgage (s) and/or charge (s) and/or hypothecation (s), in such form and manner and with such ranking and at such time and terms as the Board may determine, on all or any of its movable and / or immovable properties and assets of the Company wherever situated both present and future or to sell, lease or otherwise dispose of the whole or substantially the whole of the such movable and/or immovable properties and/or undertaking of the Company in favour of Financial Institution(s)/Bank(s)/Lender(s)/Agent(s)/Trust(s) for securing the borrowings availed/ to be availed by the Company, by way of loan (s) and/or securities issued/to be issued by the Company time to time, subject to the limits specified under section 180(1)(c) of the Companies Act, 2013, together with interest, cost, charges and expenses thereon.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof, which the Board may have constituted or hereinafter constitute) to exercise its powers including the powers conferred by this resolution and with the power to delegate such authority to any person or persons) be and is hereby authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.”



Item No. 4: Approval to set the limits to make Loans or Investments and to give Guarantees or to provide Security in connection with a Loan made under Section 186 of Companies Act, 2013:

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

"RESOLVED THAT pursuant to provision of Section 186 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Power) Rules, 2014, and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modifications or re-enactments thereof for the time being in force, and the consent of the members of the Company be and is hereby accorded to the Board of Directors to exercise the power to (a) give any loan(s) to any person or other body corporate; (b) to give guarantee including corporate guarantee or (c) to provide security in connection with a loan made by any other person to, or to any other person by, a body corporate as the Board of Directors (d) to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether Indian or overseas as board may think fit, from time to time, in one or more tranches, for an amount not exceeding Rs. 1,00,00,00,000 [Rupees One Hundred Crore only], notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of Companies Act, 2013, as in their absolute discretion deem beneficial and in the interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide all terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required."

**By Order of the Board of Directors
For Maxwell Engineering Solutions Private Limited**



**Rajkumar Chaudhary
Director**

DIN: 02310254

**Address: 403 Tulip, Vallabh Residency,
Vadsar, Vadodara – 390010,
Gujarat, India**

**Place: Vadodara
Date: 15/02/2025**

NOTES:

Sr. No.	Particulars
1.	Any member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company.
2.	Duly completed proxies should, however, be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. The format of Proxy Form is enclosed as Annexure-I .
3.	Proxy, if any, shall not have the right to speak at such a meeting and shall not be entitled to vote except in a poll.
4.	For convenience of members, an attendance slip is annexed to the proxy form as per Annexure-II . Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of the meeting. The proxy of a member should be marked on the attendance slip as 'proxy'.
5.	An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business(es) is provided below.
6.	Route map to the venue of this meeting, attendance slip and proxy form forms part of this Notice convening the Extra-Ordinary General Meeting.
7.	The members have an option to participate in the above scheduled Meeting through Video Conferencing and therefore, are requested to intimate in case he attends the meeting through Video Conferencing at the following e-mail ID or contact numbers. Mr. Rajkumar Chaudhary, Director E-mail ID: rajkumar@maxwells.in Contact Number / Mobile Number: 9638542674
8.	The route map for the venue of the meeting is provided in Annexure-III .

For Maxwell Engineering Solutions Private Limited


Rajkumar Chaudhary
Director
DIN: 02310254



Date: 15/02/2025
Place: Vadodara

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

As required by Section 102 of the Companies Act, 2013, [‘the Act’] the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 to 6 of the accompanying Notice:

Item No. 1: Issue of Bonus Shares:

As per the provisions of Articles of Association, the Company may resolve to capitalize accumulated profits of the Company standing to the credit of the Reserve Fund or other funds of the Company available for this purpose. The Board of Directors at their meeting held on 15th February 2025, have recommended that a part of the amount standing to the credit of Reserves and Surplus Account be applied for issue of fully paid-up bonus shares to the members of the Company in the proportion of 270 bonus shares for every 1 equity share held as on the Record Date to be declared by the Board of Directors. These bonus shares will be subject to the Memorandum and Articles of Association of the Company and shall rank *pari-passu* in all respects with the existing shares.

No letters of allotment shall be issued with respect to additional equity shares but the dispatch of share certificates to shareholders who hold their existing equity shares in physical form will be completed thereof within the period prescribed.

The Board of Directors of your Company recommends this Resolution for your approval.

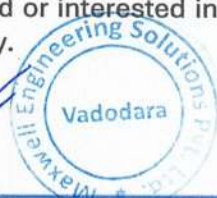
None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested, financially or otherwise, in the resolution except to the extent of the bonus shares that may be allotted to them in proportion to their shareholding in the Company.

Item No. 2: Authority to the Board to borrow money in excess of paid-up share capital and Free Reserves of the Company under Section 180(1)(c) of the Companies Act, 2013:

Considering the business plans and growing fund requirements of the Company, the Board of Directors at their meeting held on 15th February 2025 proposed that the amount of money so borrowed and outstanding at any one time shall not exceed the sum of Rs. 1,00,00,00,000 [Rupees One Hundred Crore only] subject to the approval of the shareholders. The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013, and rules made thereunder.

The Board of Directors recommended the matter for approval of the Members by way of passing a Special Resolution.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors/Key Managerial Personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

Ramesh


The Board recommends this resolution as set out in Item no. 4 of the Notice for your approval as a Special Resolution.

Item No. 3: Approval of sale of undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013:

Pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013, the Company can dispose off its undertaking/property/assets through sale or lease or provide security of its assets for repayment of loan or otherwise only with the approval of members accorded by way of Special Resolution.

The Company may sell, lease, dispose off/create charge and/or mortgage all or any of the immovable and/or movable properties and/or undertaking of the Company wheresoever situated, present & future and the whole of the undertaking of the Company in favour of any other person/Bank/Financial Institution/NBFC's or otherwise, to secure the repayment of funds/credit facilities availed or to be availed by the Company.

The Board of Directors recommended the matter for approval of the Members by way of passing a Special Resolution.

None of the Directors or any Key Managerial Personnel or any relative of any of the Directors/Key Managerial Personnel of the Company is, in anyway, concerned or interested in the above Resolution except to the extent of their shareholding in the Company.

The Board recommends this resolution as set out in Item no. 5 of the Notice for your approval as a Special Resolution.

Item No. 4: Approval to set the limits to make Loans or Investments and to give Guarantees or to provide Security in connection with a Loan made under Section 186 of Companies Act, 2013:

The provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186 of the Act exceeds the limits specified therein, prior approval of Members is required by way of a Special Resolution.

In view of the investment opportunities and other business requirements in the foreseeable future, and in supersession of the resolution passed by the members as stated above it is proposed to enhance the limit under Section 186 to Rs. 1,00,00,00,000 [Rupees One Hundred Crore only]. Hence, members of the Company are requested to give their approval to invest the surplus funds of the Company in excess of the hundred per cent of its free reserves and



securities premium account of the Company. The Board of Directors of the Company have approved and recommended the said increase in the limit.

The said resolution is proposed to be passed as Special Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

For Maxwell Engineering Solutions Private Limited



Rajkumar Chaudhary
Director
DIN: 02310254



Date: 15/02/2025
Place: Vadodara

ANNEXURE-I**PROXY FORM**

[Form MGT-11]

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

To,
The Board of Directors,
Maxwell Engineering Solutions Private Limited
CIN: U29308GJ2022PTC135432
Shed No. 336/34/1-A, GIDC,
Makarpura, Vadodara – 390010,
Gujarat, India.

NAME OF THE MEMBER(S):	
REGISTERED ADDRESS:	
E-MAIL ID:	
*DP ID.:	
FOLIO NO.:	
CLIENT ID:	
NO. OF SHARES:	

I/We, being the member(s) of shares of Maxwell Engineering Solutions Private Limited, hereby appoint

I.

Name:	
Address:	
E-mail ID:	
Signature:	

or failing him

II.

Name:	
Address:	
E-mail ID:	
Signature:	

or failing him
 III.

Name:	
Address:	
E-mail ID:	
Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company, to be held on the day of Wednesday, 19th February 2025, at 12:30 P.M. at the Registered Office of the Company situated at Shed No. 336/34/1-A, GIDC, Makarpura, Vadodara – 390010, Gujarat, India, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Description of Resolution	FOR	AGAINST
Resolution 1:	Issue of Bonus Shares.		
Resolution 2:	Authority to the Board to borrow money in excess of paid-up share capital and Free Reserves of the Company under Section 180(1)(c) of the Companies Act, 2013.		
Resolution 3:	Approval of sale of undertaking of the Company under Section 180(1)(a) of the Companies Act, 2013.		
Resolution 4	Approval to set the limits to make Loans or Investments and to give Guarantees or to provide Security in connection with a Loan made under Section 186 of Companies Act, 2013.		

Signed this day of ____ 2025. _____ Signature of the shareholder _____ Signature of the proxy holder(s)	Affix Revenue stamp
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Notes:

1. This form should be signed across the stamp as per specimen signature registered with the Company.
2. The Proxy, to be effective, should be deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.
3. A proxy need not be a member of the Company.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate. This is only optional.

***Applicable for Investors holding shares in demat form.**



ANNEXURE-II

Maxwell Engineering Solutions Private Limited

Registered Office: Shed No. 336/34/1-A, GIDC, Makarpura, Vadodara – 390010, Gujarat, India
CIN: U29308GJ2022PTC135432

Sr. No.: _____

ATTENDANCE SLIP
2nd Extra-Ordinary General Meeting

Name [in Block letters]:	
Address:	
Registered Folio No. / DP ID & Client ID	
Shareholder/ Proxy/ Authorised Representative	

I/We hereby record my/our presence at the Extra-Ordinary General Meeting of the Company, to be held on the day of Wednesday, 19th February 2025, at 12:30 P.M. at the Registered Office of the Company situated at Shed No. 336/34/1-A, GIDC, Makarpura, Vadodara – 390010, Gujarat, India.

Signature of Shareholder/ Proxy/ Authorised Representative

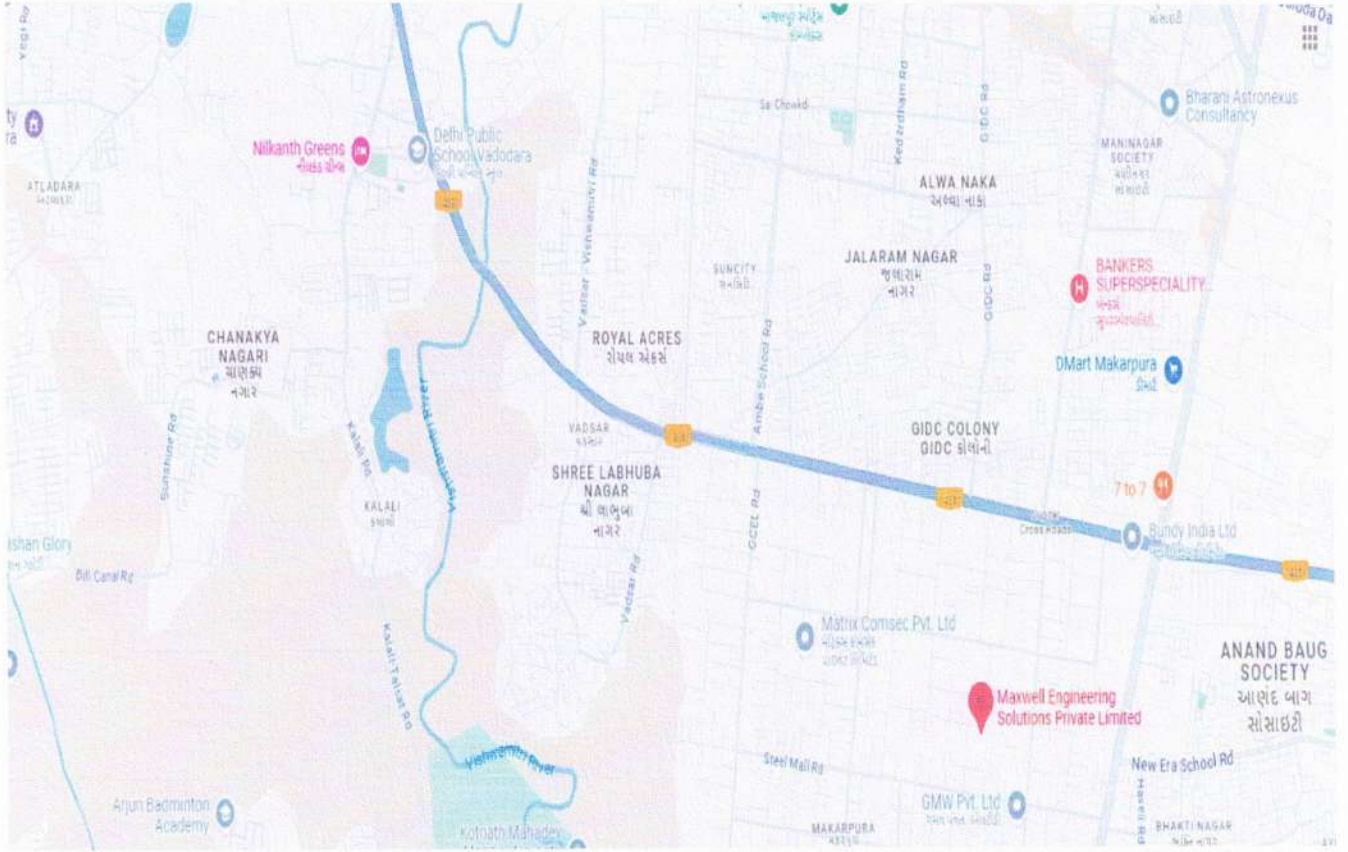
Notes:

1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall.
2. Each equity share of the Company carries one vote.
3. For Security purpose Mobile Phone, Umbrella or Bag(s) will not be allowed in the meeting hall.



ANNEXURE-III

Route Map for the EOGM Venue



Maxwell Engineering Solutions Private Limited

Registered Office: Shed No. 336/34/1-A, GIDC, Makarpura, Vadodara – 390010, Gujarat, India

