

NOTICE

Notice is hereby given that the **Forty First (41st)** Annual General Meeting (AGM) of the Members of **Max Heights Infrastructure Limited ('the Company')** will be held on **Thursday, the 25th day of August, 2022 at 12:00 P.M.** through Video Conferencing (VC)/ Other Audio-Visual Means (OAVM), in conformity with the regulatory provisions and circulars issued by the Ministry of Corporate Affairs (MCA), to transact the following business:

ORDINARY BUSINESS

ITEM NO. 1 - Adoption of Financial Statements and Reports of the Board of Directors and Auditors

To receive, consider and adopt the Audited Financial Statements (Standalone as well as Consolidated) for the Financial Year ended 31st March, 2022 including the Reports of the Board of Directors and Auditors thereon.

ITEM NO. 2- Appointment of Mrs. Mansi Narang as the director liable to retire by rotation

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Mansi Narang (DIN: 07089546), who retires by rotation and being eligible, offers herself for re-appointment be and is hereby re-appointed as the Director of the Company liable to retire by rotation.”

ITEM NO. 3- Appointment of Chitranjan Agarwal & Associates (FRN-029812), Chartered Accountants as the Statutory Auditor of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**: -

“RESOLVED THAT pursuant to the provisions of Section 139 read with the provisions of The Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby appoints **Chitranjan Agarwal & Associates (FRN-029812)**, Chartered Accountants, New Delhi, as the Statutory Auditor of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 46th Annual General Meeting of the Company to be held in the year 2027 at such remuneration plus applicable taxes, as may be mutually agreed between the said Auditors and Board of Directors of the Company.”

SPECIAL BUSINESS

ITEM NO. 4- Re-appointment of Mr. Naveen Narang (DIN: 00095708) as the Managing 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 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 (including any statutory modification(s), amendment(s) or re-enactment thereof) for the time being in force, and the Articles of Association of the Company, and other applicable provisions, if any, the consent of the members be and is hereby accorded for the re-appointment of Mr. Naveen Narang (DIN: 00095708) as the Managing Director of the Company for a further period of three years with effect from 4th February, 2022, on such remuneration and terms and conditions duly approved by the members in the 37th, 39th and 40th Annual General Meetings of the Company. Further, his office shall be liable to retire by rotation.”

ITEM NO. 5- Appointment of Mr. Shubham Mittal (DIN: 09328174) 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 provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Shubham Mittal (DIN: 09328174) who was appointed as an Additional Director of the Company w.e.f 14th November, 2021 in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and from whom the Company has also received a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (five) consecutive years for the maximum period up to 13th November, 2026.”

ITEM NO. 6- Appointment of Mr. Naresh Kumar Mansharamani (DIN: 07160387) 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 provisions of Section 149, 150, 152 read with Schedule IV to the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,

2015, Mr. Naresh Kumar Mansharamani (DIN: 07160387) who was appointed as an Additional Director of the Company w.e.f 29th May, 2022 in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, from whom the Company has also received a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (five) consecutive years for the maximum period upto 28th May, 2027."

**By Order of the Board
FOR MAX HEIGHTS INFRASTRUCTURE LIMITED**

**Sd/-
Vandita Arora
Company Secretary
M.No.: 61149**

**Date: 26th July, 2022
Place: New Delhi**

**Regd. Off.: Max Heights Infrastructure Limited
SD-65, Tower Apartment, Pitampura,
New Delhi- 110034.
CIN:L67120DL1981PLC179487
E-Mail ID: maxinfra1981@gmail.com**

NOTES:

1. The present AGM has been convened through VC/ OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular nos. 14/2020 dated April 8, 2020, 17/ 2020 dated April 13, 2020, 20/ 2020 dated May 05, 2020, 02/ 2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 2/ 2022 dated May 05, 2022 and other circulars issued by the Ministry of Corporate Affairs (MCA) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by The Securities and Exchange Board Of India (SEBI) (hereinafter collectively referred to as “the Circulars”. Since this AGM will be held through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM'), the members will be able to attend the meeting through VC/ OAVM and therefore the facility to appoint proxies will not be available for this meeting, pursuant to the Circular No. 14/ 2020 dated April 8, 2020 issued by MCA. Further, the Attendance Slip and Route Map are not being annexed to this Notice.
2. Corporate Members are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM, participate thereat and cast their votes through e-voting. Further, pursuant to Section 113 of the Act, the Corporate Members are requested to send a certified copy (in PDF/ JPG format) of the Board Resolution/ Authority Letter authorizing their representatives to attend the AGM, through e-mail at cs@maxheights.com.
3. The Register of Members and the Share Transfer Book of the Company shall remain closed from **Saturday, 20th August, 2022 to Wednesday, 24th August, 2022 (both days inclusive)**. The Notice of the AGM shall be dispatched to the shareholders, whose names appear in the Register of Members as on **Friday, 29th July, 2022**.
4. Details under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 (SS-2) on General Meetings in respect of the Directors seeking appointment/re-appointment at the Meeting is annexed to the Notice as **Annexure–A**.
5. In accordance with the SS- 2 issued by the Institute of Company Secretaries of India ('ICSI') read with Clarification/ Guidance on applicability of Secretarial Standards-1 and 2 dated April 15, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
6. In conformity with the applicable regulatory requirements, the Notice of this AGM and the Annual Report and Annual Accounts for the Financial Year ended 31st March, 2022 are being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Further, In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.maxheights.com. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com and also on the website of the Registrar and Share Transfer Agent (RTA), i.e. Skyline Financial Services Private Limited at www.skylinerta.com. Members may also note that the Notice of the Meeting and the Annual Report will also be available on the Company's website www.maxheights.com for download.

7. Relevant Documents referred to in the accompanying Notice, Registers and all other statutory documents will be made available for inspection in the electronic mode. Members can inspect the same by sending a request to the Company's investor email ID i.e., maxinfra1981@gmail.com.
8. The participation of members through VC will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act. The detailed Instruction for attending AGM through VC/ OAVM is annexed to the Notice as **Annexure-B**.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 and May 5, 2022, the Company is providing facility of remote e-voting (facility to cast vote prior to the AGM) and also e-voting during the AGM to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL. The detailed instruction for remote E-Voting & E-Voting at AGM is annexed to the Notice as **Annexure-B**.
10. Ms. Kavita, Practicing Company Secretary [Membership No. F9115], being a partner of M/s A. K. Nandwani & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process (remote as well as at the time of AGM) in a fair and transparent manner.
11. The remote e-voting period commences on **Monday, 22nd August, 2022 [09:00 A.M]** and ends on **Wednesday, 24th August, 2022 [5:00 P.M.]**. During this period, Members holding shares either in physical form or demat form, as on **Thursday, 18th August, 2022** i.e. **cut-off date**, may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
12. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail facility of remote e-voting. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as on cut-off date, may cast vote after following the instructions for e-voting as provided in the Notice convening the Meeting, which is available on the website of the Company and CDSL. However, if you are already registered with CDSL for remote e-voting then you can use your existing User ID and password for casting vote.
13. The Results of voting will be declared within 48 hours from the conclusion of the AGM and the Resolutions will be deemed to be passed on the date of the AGM, subject to receipt of requisite number of votes. The declared Results, along with the Scrutinizer's Report, will be available forthwith on the Company's website **www.maxheights.com** and on the website of CDSL i.e., **www.evotingindia.com** immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited [BSE], where the equity shares of the Company are listed.

14. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 ('the Act') is annexed hereto. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by remote e-voting.

15. **REQUEST TO MEMBERS**

- (i) The shareholder(s) holding shares in physical/ certificate form may kindly note that it has now been made mandatory for those shareholders to furnish PAN, KYC (including contact details, bank account details and specimen signatures) and nomination details. Please take note that Securities & Exchange Board of India (SEBI) vide its circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/ 2021/655 dated November 03, 2021 read with clarification circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021 has notified simplified norms for processing investors service request by Registrar and Transfer Agent ('RTA') and mandatory furnishing of Permanent Account Number ('PAN'), KYC details and Nomination by holders of physical securities. As per the directions issued by SEBI, if the shareholders do not furnish the above details by March 31, 2023, their folios will be frozen by the RTA. Also note that w.e.f. January 1, 2022, the RTA shall not process any service requests or complaints received from the holder(s)/ claimant(s), till the aforementioned PAN, KYC and Nomination documents/ details are provided by the shareholders. Therefore, in order to avoid freezing of their folios, the shareholders are requested to comply with the following procedure:

1. First link PAN with Aadhar to ensure the validity of your PAN and thereafter update this valid PAN with RTA by submitting the Form ISR-1. Update your KYC details (in Form ISR-1) and Nomination details (in Form SH-13) with RTA. Declaration to Opt-out: In case any of the shareholder(s), do not wish to nominate any person(s) in the event of his/ her death, he/ she shall file 'Declaration to Opt-out', in Form ISR-3 with RTA.
2. Submit SH-14 to change/ cancel the nomination - In case of cancellation of nomination by the holder(s) through Form SH- 14 be provided to RTA.
3. In case you wish to change your signatures in the Folio, then send the banker confirmation by filing form ISR-2 with RTA. Please provide your Email Id and Phone No. to the RTA for records as well for receiving communications by Electronic means. If you have already updated all the information stated above with Company/ RTA, kindly ignore this correspondence.

In case of any query, you may contact the undersigned at maxinfra1981@gmail.com.

Formats of all such forms can be downloaded the Company's website <https://www.maxheights.com> under the tab 'Shareholders' Communications'.

- (ii) Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Circulars, etc. from the Company electronically.
- (iii) Members holding shares in demat form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service [NECS], Electronic Clearing Services [ECS] mandates, nominations, power of attorneys, change in address, change of name, email address, contact numbers, etc. to their Depository Participant [DP]. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agents to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Registrar and Transfer Agents of the Company. Further, for updation of e-mail addresses & mobile numbers with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- (iv) Please find below the contact details of the RTA to enable the members to submit their PAN/ KYC/ Nomination/ Bank details. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share Transfer Agent of the Company or by sending an email at admin@skylinerta.com:

SKYLINE FINANCIAL SERVICES PRIVATE LIMITED
Registered Address: D-153A, 1st Floor,
Okhla Industrial Area, Phase-I, New Delhi-110020
Email Id: info@skylinerta.com
Phone no.: 011-4045 0194/ 0195/ 0196/ 0197
- (v) In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Registrar, for consolidation into a single folio.

By Order of the Board of Directors
For MAX HEIGHTS INFRASTRUCTURE LIMITED

Date: 26th July, 2022
Place: New Delhi

Sd/-
Vandita Arora
Company Secretary
M.No.: 61149

“ANNEXURE A TO THE NOTICE”

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

Name of the Director	Mrs. MansiNarang	Mr. Naveen Narang
Age	43	44 years
Date of Appointment by the Board of Directors	11th February, 2015	13th March, 2008
Brief Resume and nature of expertise in functional areas	Possesses appropriate skills, experience and knowledge; inter alia, in the field of real estate.	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	Mr. Satish Chander Narang – Father - in-law; Mr. Naveen Narang – Husband	Mr. Satish Chander Narang - Father; Mrs. Mansi Narang– Wife
Terms and conditions of appointment or re-appointment	N.A.	The remuneration and other terms and conditions as already approved by the members in 37th, 39th and 40th Annual General Meetings.
The remuneration last drawn	Nil	Rs. 1,50,000/- Per Month (Rupees One Lakh Fifty Thousand)
The number of Meetings of the Board attended during the year	9 (Nine)	9 (Nine)
Directorships held in other listed Companies	NA	NA
Memberships / Chairmanships of Committees of other listed Companies	NA	NA
Number of shares held in the Company	3,84,396 (Three Lakh Eighty Four Thousand Three Hundred Ninety Six)	38,63,894 (Thirty Eight Lakh Sixty Three Thousand Eight Hundred Ninety Four Only)

Name of the Director	Mr. Shubham Mittal	Mr. Naresh Kumar Mansharamani
Age	24 years	50 years
Date of Appointment by the Board of Directors	14th November, 2021	29th May, 2022
Brief Resume and nature of expertise in functional areas	Working experience of four years in CA Consultancy firm and has acquired excellent knowledge in Finance, Taxation, Accountancy and Audit.	More than two decades of working experience in the field of Corporate Laws.
Disclosure of relationship with other Directors, Manager and other Key Managerial Personnel of the Company inter-se	NA	NA
Terms and conditions of appointment or re- appointment	NA	NA
The remuneration last drawn	Nil	Nil
The number of Meetings of the Board attended during the year	3	NA
Directorships held in other listed Companies	NA	NA
Memberships / Chairmanships of Committees of other listed Companies	NA	NA
Number of shares held in the Company	Nil	Nil

ANNEXURE: B TO THE NOTICE

THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1: Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Monday, 22nd August, 2022 at 09:00 A.M** and ends on **Wednesday, 24th August, 2022 at 5:00 P.M.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the Cut-Off Date (record Date) i.e. Thursday, 18th August, 2022 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 under regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation it has been decided to enable e-voting to **all the demat account holders, by way of single login credential, through their demat account holders/ websites of Depositories/ Depository Participants.** Demat account holders would be able to cast their votes without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step1 : Access through Depositories CDSL/ NSDL e-Voting system in case of Individual shareholders holding shares in demat mode.

- (iv) 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 above said 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 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 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/NSDL/KARVY/LINKINTIME, 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. 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. The system will authenticate the user by sending OTP on registered Mobile &
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.nsdl.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.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. <p>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 or joining virtual meeting & voting during the meeting.</p>

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 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
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 1800 22 55 33
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.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meeting for **Physical shareholders and shareholders other than individual holding shares 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) 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. 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.

(xvi) **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; **maxinfra1981@gmail.com** (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & E-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/ OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/ IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/ Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting

mentioning their name, demat account number/ folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance latest by **Thursday, 18th August 2022 by 5:00 PM** mentioning their name, demat account number/ folio number, email id, mobile number at (company email id- **maxinfra1981@gmail.com**). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/ OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/ OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 the 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 maxinfra1981@gmail.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 and joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM and e-voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 5533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) (CDSL), A-Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (east), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call on 1800 22 5533.

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

Item No. 4:

Re-appointment of Mr. Naveen Narang (DIN: 00095708) as the Managing Director of the Company

The Members of the Company had re-appointed Mr. Naveen Narang as the Managing Director of the Company for a period of two years w.e.f. 5th February, 2020 up to 4th February, 2022. Since the term of the Managing Director expired on 4th February, 2022, The Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee and subject to the consent of the members of the Company, in their meeting held on 29th January, 2022, re-appointed Mr. Naveen Narang (DIN: 00095708) as the Managing Director of the Company for a further period on 3 years, with effect from 4th February, 2022 on the remuneration and other terms and conditions as already approved by the members in 37th, 39th and 40th Annual General Meetings. 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. 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.

Since, Mr. Naveen Narang, Mr. Satish Chander Narang and Ms. Mansi Narang, directors of the Company are interested in the above resolution; they won't be entitled to cast their votes with respect to the said resolution.

Apart from them, None of the 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.

Item No. 5:

Appointment of Mr. Shubham Mittal (DIN: 09328174) as Independent Director of the Company.

The Board of Directors of the Company ('the Board') at their meeting held on 14th November, 2021, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), approved the appointment of Mr. Shubham Mittal (DIN: 09328174) as an Additional Director of the Company with immediate effect and subject to the approval of the Members also as Independent Director of the Company for a period of five years with effect from the said date in terms of Section 149 read with Schedule IV of the Companies Act 2013 ('the Act') and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations 2015').

The Committee and the Board of Directors are of the view that the association of Mr. Shubham would benefit the Company. Declaration has been received from Mr. Shubham that he meets the criteria of Independence prescribed in the category of Independent Director, prescribed under section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations, 2015 for the appointment of the Independent Director. Further, his name is not included in the Databank of Independent Directors as prescribed under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014 till now. He is independent of the management of the Company. Mr. Shubham will be entitled to sitting fees for attending the meetings of the Board and its Committees as may be decided.

Requisite Notice under Section 160 of the Act proposing the candidature of Mr. Shubham has been received by the Company, and consent has been filed by him pursuant to Section 152 of the Act.

Additional Information in respect of his appointment pursuant to the Listing Regulation 2015 and the Secretarial Standard on the General Meeting is appearing in the Annexure – A to this Notice. In terms of the provisions of Section 161(1) of the Act, Mr. Shubham would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing, proposing his candidature as director. Mr. Shubham is not disqualified from being appointed as a Director in terms of Section 164 of the Act. His brief profile is given below:

Mr. Shubham, aged about 24 years is a Commerce Graduate from Delhi University and has a working experience of 4 (four) years in a CA consultancy firm. During his tenure, he has acquired excellent knowledge in Finance, Taxation, Accountancy and Auditing.

He possesses appropriate skills, experience and knowledge as required for the Independent Director.

Save and except Mr. Shubham and his relatives, none of the other Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice. The Board recommends enabling Special Resolution set out at Item No. 5 of the Notice for approval by the members.

Item No. 6:

Appointment of Naresh Kumar Mansharamani (DIN: 07160387) as an Independent Director of the Company.

The Board of Directors of the Company ('the Board') at their meeting held on 29th May, 2022, on the recommendation of the Nomination & Remuneration Committee ('the Committee'), approved the appointment of Mr. Naresh Kumar Mansharamani (DIN: 07160387) as an Additional Director of the Company with immediate effect and subject to the approval of the Members also as Independent Director of the Company for a period of five years with effect from the said date in terms of Section 149 read with Schedule IV of the Companies Act 2013 ('the Act') and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations 2015').

The Committee and the Board of Directors are of the view that the association of Mr. Mansharamani would benefit the Company. Declaration has been received from Mr. Mansharamani that he meets the criteria of Independence prescribed in the category of Independent Director, prescribed under section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16 of the Listing Regulations, 2015 for the appointment of the Independent Director. Further his name is already included in the Databank of Independent Directors as prescribed under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014. He is independent of the management of the Company. Mr. Mansharamani will be entitled to sitting fees for attending the meetings of the Board and its Committees as may be decided.

Requisite Notice under Section 160 of the Act proposing the candidature of Mr. Mansharamani has been received by the Company, and consent has been filed by him pursuant to Section 152 of the Act.

Additional Information in respect of his appointment pursuant to the Listing Regulation 2015 and the Secretarial Standard on the General Meeting is appearing in the Annexure – A to this Notice. In terms of the provisions of Section 161(1) of the Act, Mr. Mansharamani would hold office up to the date of the ensuing Annual General Meeting. The Company has received a notice in writing, proposing his candidature as director. Mr. Mansharamani is not disqualified from being appointed as a Director in terms of Section 164 of the Act. His brief profile is given below:

Mr. Naresh Kumar Mansharamani, aged about 50 years is a Commerce Graduate and an Advocate by Profession. Further, he has more than two decades of working experience in the field of Corporate Laws.

He possesses appropriate skills, experience and knowledge as required for the Independent Director. Save and except Mr. Mansharamani and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice. The Board recommends enabling Special Resolution set out at Item No. 6 of the Notice for approval by the members.

FOR MAX HEIGHTS INFRASTRUCTURE LIMITED

Date: 26th July, 2022
Place: New Delhi

Sd/-
Vandita Arora
Company Secretary
M.No.: 61149

Regd. Off.: Max Heights Infrastructure Limited
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