

MAX ALERT SYSTEMS LTD.

502, 5th Floor, Timmy Arcade, Makwana Road, Marol, Andheri (East), Mumbai MH 400059*

Tel :022-26879168 / 022-26879

August 12, 2024

To,
The Manager - CRD
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Fort, Mumbai - 400001.

Ref.: Scrip Code – 534563

Sub: Notice of the 21st Annual General Meeting (AGM) of the Company for FY 2023-24.

Dear Sir/ Madam,

This is to inform you that the 21st Annual General Meeting (AGM) of the Members of the Company will be held on Wednesday, **September 4th**, 2024 at 2:00 P.M. Indian Standard Time (“IST”), through Video Conferencing/ Other Audio Visual Means (“VC/OAVM”) facility in compliance with the applicable provisions of the Companies Act, 2013, Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with General Circular Nos.14/2020, 17/2020, 20/2020, 02/2021, 02/2022 and 09/2023 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021, 5th May 2022, 28th December 2023 and dated 25th September 2023 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated 12th May 2020, 15th January 2021, 13th May, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 respectively issued by the Securities and Exchange Board of India (“SEBI Circular”). Accordingly, the Annual Report for the financial year ended March 31st 2024 including therein the Audited Financial Statements for the financial year ended March 31st March 2024, are being sent only by email to all the Members of the Company whose email address is registered with their respective Depository Participant/s.

Pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, August 29, 2024 to Wednesday, September, 4 2024 (both days inclusive) for the purpose of the Annual General Meeting.

Those shareholders holding shares either in dematerialized form or in physical form, as on the close of business hours on Tuesday, August 27, 2024 will be entitled to avail the facility of remote e-voting as well as voting at the AGM.

You are kindly requested to take the above on record..
Request you to take the same on record.

Thanking You.

For MAX ALERT SYSTEMS LIMITED



Mr. Amit Vengilat
Managing Director
DIN: 07544088

MAX ALERT SYSTEMS LIMITED

Corporate Identity Number (CIN) – L74999MH2004PLC144034

Registered Office: 502, 5th Floor, Timmy Arcade, Makwana Road,

Marol, Andheri (East), Mumbai, MH 400059. Phone No. 76663 79471

Visit us at: www.maxalert.in, email: – info@maxalert.in

NOTICE OF TWENTY ONE (21ST) ANNUAL GENERAL MEETING

NOTICE is hereby given that the 21st Annual General Meeting of **Max Alert Systems Limited** will be held through Video Conferencing (VC)/ Other Audio Visual Means (OAVM), on Wednesday, September 4th, 2024 at 02:00 P.M. in accordance with the relevant Circulars issued by the Ministry of Corporate Affairs (MCA) and Securities & Exchange Board of India (SEBI), to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements (Standalone) of the Company for the financial year ended on March 31, 2024 and the Reports by the Board of Directors and Auditors' thereon.

SPECIAL BUSINESS:

2. Appointment of Mr. Amit Vengilat (DIN: 07544088) as a Managing Director

To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Ordinary Resolution**.

"RESOLVED THAT pursuant to Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to Articles of Association of the Company, consent of the members be and is hereby accorded, to appoint of Mr. Amit Vengilat (PAN: AFAPV9680A) as a Managing Director of the Company, for a period of 5 (five) years with effect from March 18, 2024 on following terms and conditions:

Nature of Duties: Mr. Amit Vengilat shall carry out such duties as may be entrusted to him subject to the supervision and control of the Board from time to time.

Base Pay: As the company was under Corporate Insolvency Resolution Process (CIRP) and not making profits, the Monitoring committee decided not to offer any remuneration to Mr. Amit Vengilat. He may be eligible for base pay, as may be decided by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee or any other Committee constituted by the Monitoring committee from time to time.

Other benefits: Mr. Amit Vengilat would be eligible to benefits under any Long Term Incentive Plan and Employee Stock Option Plan (if any), in accordance with the schemes and rules of the Company for its staff as applicable from time to time. Benefits would be payable subject to the achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Nomination and Remuneration Committee or the Board.

Termination: The employment may be terminated by either party giving to the other party two months' notice or gross salary in lieu thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Act, in such manner as may be agreed between the Board and Mr. Amit Vengilat.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof as per powers delegated to it, be and is hereby authorised to take all such steps as may necessary for obtaining any approvals – statutory, contractual or otherwise, in relation to the above, and to do all the acts, deeds, matters and things which are necessary, proper, expedient and incidental for giving effect to this resolution.

RESOLVED FURTHER THAT Mr. Amit Anand Vengilat- the Managing Director, Mr. Tayappa Marenna Koli- the Chief Financial Officer and Mr. Gokul Bhojwani- the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters, & things as may be necessary to give effect to this resolution.

3. Appointment of Mrs. Kinjal Darshit Parkhiya (DIN:10553695), as an Independent Director.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and Section 161(1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association and on recommendation of the Monitoring Committee and that of the Board, the consent of members be and is hereby accorded to appoint Mrs. Kinjal Darshit Parkhiya (DIN: 10553695), who was appointed as an Additional Director, in the capacity of Independent Director of the Company for a period of five (5) years with effective from March 18, 2024 till March 17, 2029 and not to be liable to retire by rotation, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Amit Anand Vengilat- the Managing Director, Mr. Tayappa Marenna Koli- the Chief Financial Officer and Mr. Gokul Bhojwani- the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters, & things as may be necessary to give effect to this resolution."

4. Appointment of Mrs. Bhakti Manish Visrani (DIN: 10568455), as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and Section 161(1) read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions of the Companies Act, 2013 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company, and on recommendation of the Monitoring Committee and that of the Board, the consent of the members be and is hereby accorded to appoint Mrs. Bhakti Manish Visrani (DIN: 10568455), who was earlier appointed as an Additional Director, in the capacity of Independent Director of the Company for a period of five (5) years with effect from August 7, 2024 till August 6, 2029 and not to be liable to retire by rotation, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. Amit Anand Vengilat- the Managing Director, Mr. Tayappa Marenna Koli- the Chief Financial Officer and Mr. Gokul Bhojwani- the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters, & things as may be necessary to give effect to this resolution."

5. Appointment of Mr. Dina Nath Singh (DIN: 07608968) as a Whole-Time Director of Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, and 203 of the Companies Act, 2013 (the "Act") read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company and on recommendation of the Nomination and Remuneration Committee and the Board, the consent of the Members be and is hereby accorded to appoint Mr. Dina Nath Singh (DIN: 07608968) as a Whole-Time Director of the Company for a period of five (5) consecutive years effective from August 7, 2024 to August 6, 2029 on the terms and conditions including remuneration as set out below as annexure, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and / or remuneration based on the recommendation of the Nomination & Remuneration Committee, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT Mr. Amit Anand Vengilat- the Managing Director, Mr. Tayappa Marenna Koli- the Chief Financial Officer and Mr. Gokul Bhojwani- the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters, & things as may be necessary to give effect to this resolution."



6. Appointment of Mr. Abhilash Kochuparambil Sasi (DIN: 06717763) as a Non-Executive Director of Company.

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

RESOLVED THAT pursuant to the provisions of Sections 152 and 161 of the Companies Act, 2013 (the "Act") read with Schedule V to the Act, and other applicable provisions, if any, of the Act and the rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and Articles of Association of the Company, and on the recommendation of the Monitoring Committee, consent of the Members be and is hereby accorded to appoint Mr. Abhilash Kochuparambil Sasi (DIN: 06717763) as a Non - Executive Director of the Company for a period of five (5) consecutive years effective from March 18, 2024 to March 17, 2029, on the terms and conditions including remuneration as set out between the Board and Mr. Abhilash Kochuparambil Sasi and statement to same has been annexed below, with liberty to the Board of Directors to alter and vary the terms and conditions of the appointment and/ or remuneration based on the recommendation of the Monitoring Committee, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT Mr. Amit Anand Vengilat- the Managing Director, Mr. Tayappa Maremma Koli- the Chief Financial Officer and Mr. Gokul Bhojwani- the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters, & things as may be necessary to give effect to this resolution. "

7. Change name of Company from Max Alert System Limited to Max Earth Resources Limited.

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

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies act, 2013 and subject to the approval of the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs (MCA) or any other authority as may be necessary, the consent of the member be and hereby accorded to change the name of the Company from **Max Alert System Limited** to **Max Earth Resources Limited**.

FURTHER RESOLVED THAT the Name Clause being Clause I in the Memorandum of Association of the Company be altered accordingly and substituted by the following clause: I.

The Name of the Company is **"Max Earth Resources Limited."**

FURTHER RESOLVED THAT in terms of Section 14 of the Companies act, 2013 the Articles of Association of the Company be altered by deleting the existing name the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT Mr. Amit Anand Vengilat- the Managing Director, Mr. Tayappa Maremma Koli- the Chief Financial Officer and Mr. Gokul Bhojwani- the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters, & things as may be necessary to give effect to this resolution."

8. Approval for increase in overall borrowing limits of the company as per section 180 (1)(C) of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act") and rules framed thereunder (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), and any other applicable laws and the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution to borrow any sum or sums of monies, from time to time, from one or more of the Banks, financial institutions, institutional investors, mutual funds, insurance companies, pension funds, individuals, firms, companies, body corporates, any other person or entity, by way of issue of debentures, commercial papers, long term/short term loans, suppliers' credit, securitised instruments such as floating rates notes, fixed rate notes, syndicated loans, fixed deposits, any other instruments/securities or otherwise permitted by law for the time being in force, designated in Indian or foreign currency, on such terms and conditions including creation of security by way of mortgage, charge, hypothecation, lien or pledge over the movable or immovable assets, properties, undertaking(s) or part thereof, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate paid-up share capital of the Company, free reserves (that is to say reserves not set apart for any specific purpose) and securities premium of the Company provided that the total amount so borrowed by the Board within the meaning of Section 180(1)(c) of the Act shall not at any time exceed ₹ 100 crores (Rupees Hundred Crore Only) or the limits so prescribed under Section 180(1)(c) of the Act, whichever is higher."

RESOLVED FURTHER THAT Mr. Amit Anand Vengilat- the Managing Director, Mr. Tayappa Maremma Koli- the Chief Financial Officer and Mr. Gokul Bhojwani- the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters, & things as may be necessary to give effect to this resolution."

9. Approve limits of investment(s), guarantee(s) and security(ies) under section 186 of Companies Act, 2013 .

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

"RESOLVED THAT pursuant to the provisions of Section 186(3) of the Companies Act, 2013 (the "Act") and rules framed thereunder (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), and any other applicable laws and the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for giving any loan to any person or body corporate, give any guarantee or provide security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, any sum or sums of moneys on such terms and conditions and with or without security as the Board of Directors may think fit from time to time which together with the loans, guarantee, security and investment given/provided/made by the Company, from time to time in one or more tranches, may exceed the aggregate permissible limit i.e. 60% of the paid-up capital of the Company and its free reserves and securities premium account or 100% of its free reserves and securities premium account whichever is more, provided that the aggregate of such sum or sums of moneys shall not at any time exceed the aggregate limit of ₹100 Crore (Rupees One Hundred Crore Only).

FURTHER RESOLVED THAT for the purpose of giving effect to the aforesaid resolution, the Board of the Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to give corporate guarantee and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary or appropriate or desirable including to settle any question, difficulty or doubt that may arise in respect of such investments / loans / guarantees / securities made or given or provided by the Company (as the case may be). "

**By order of the Board of Directors
For Max Alert Systems Limited.**

Sd/-

Gokul Bhojwani

Company Secretary

Registered Office: 502, 5th Floor, Timmy Arcade, Makwana Road,
Marol, Andheri (East), Mumbai, MH 400059

Date: August 12, 2024

Place: Mumbai



(Resolution Plan Submitted by the Successful Resolution Applicant (Amit Vengilat) which was approved by the Honorable National Company Law Tribunal and the order pronounced on February 7th, 2024 Consequently the Status of Company has been Changed from Corporate Insolvency Resolution Process (CIRP) to Active)

NOTES:

- Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold Annual Genreal Meeeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
- A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available.
- Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to **info@maxalert.in** with a copy marked to **evoting@nsdl.co.in**. Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login. The proxy form, attendance slip and route map of AGM are not annexed to this notice.
- The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice.
- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available at registered office during office hours.
- In compliance with Section 108 of the Act, read with the corresponding rules, Regulation 44 of the LODR Regulations and in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided a facility to its members to exercise their votes electronically through the electronic voting (e-voting) facility provided by the National Securities Depository Limited (NSDL). Members who have casted their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode and physical mode, and the members who have not registered their email addresses, is provided in the 'Instructions for e-voting' section which forms part of this notice. The Board has appointed Amruta Giradkar and Associates. (Membership No. ACS 48693)(CP No. 19381) Practicing Company Secretary, as the scrutinizer ("Scrutinizer") for conducting the e-voting process in a fair and transparent manner.
- Members holding shares either in physical or dematerialized form, as on cut-off date, i.e. August 27, 2024, may cast their votes electronically. The e-voting period commences on Thursday, August 29, 2024 (9:00 a.m. IST) and ends on Wednesday, September 3, 2024 (5:00 p.m. IST). The e-voting module will be disabled by NSDL thereafter. Members will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. August 27, 2024. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
- Any person holding shares in physical form, and non-individual shareholders who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date, i.e. August 27, 2024, may obtain the login ID and password by sending a request to **evoting@nsdl.co.in**. However, if he / she is already registered with NSDL for remote e-voting, then he / she can use his / her existing user ID and password for casting the vote. In case of individual shareholders holding securities in demat mode, who acquire shares of the Company and become members of the Company after the Notice is sent and holding shares as of the cut-off date i.e. August 27, 2024, may follow steps mentioned in the Notice under 'Instructions for e-voting'.
- In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

- Pursuant to section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from Thursday, August 29, 2024 to Wednesday, September 4, 2024 (both days inclusive) for the purpose of 21st AGM.
- The facility for voting during the AGM will also be made available. Members present in the AGM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) and who 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 the e-voting system during the AGM.
- In compliance with the aforesaid MCA Circulars and SEBI Circular dated January 15th, 2021 read with SEBI Circular dated May 12th, 2020, Notice of the AGM along with Annual Report for financial year 2023-24 is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice of AGM and the Annual Report 2023-24 will also be available on the Company's website at **https://www.maxalert.in/**, on the website of the Stock Exchanges i.e. BSE Limited at **www.bseindia.com** and on the website of NSDL **https://www.evoting.nsdl.com**.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Thursday, August 29, 2024 (9:00 a.m. IST) and ends on Wednesday, September 3, 2024 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 27, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 27, 2024.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:


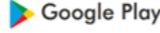


Step 1: Access to NSDL e-Voting system

- Login method for e-Voting for Individual shareholders holding securities in demat mode In terms of SEBI circular dated December 9th, 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are 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 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> </p> <p> </p> <p>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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <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. 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>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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 toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) Physical User Reset Password?(If you are holding shares in physical mode)option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.

8. Now, you will have to click on “Login” button.

9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.



2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to amruta@csamrutagiradkar.com <Please mention the e-mail ID of Scrutinizer> with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 (info@maxalert.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (info@maxalert.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

5. In case shares are held in physical mode please provide 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 info@maxalert.in
6. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to (info@maxalert.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
7. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

8. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH

VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at info@maxalert.in The same will be replied by the company suitably
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/Folio number, PAN, mobile number at info@maxalert.in from August 29, 2024 (9:00 a.m. IST) to September 4, 2024 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM

By order of the Board of Directors

For Max Alert Systems Limited

Sd/-

Gokul Bhojwani
Company Secretary

Registered Office: 502, 5th Floor, Timmy Arcade, Makwana Road, Marol, Andheri (East), Mumbai, MH 400059

Date: August 07, 2024

Place: Mumbai

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013, READ WITH REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

The following Statement sets out the material facts relating to Item nos. 1 to 11 mentioned in accompanying Notice :

Item No.2 :**Appointment of Mr. Amit Vengilat as a Managing Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution :**

Pursuant to the resolution plan approved (Approved Resolution Plan) by the National Company Law Tribunal (NCLT) Mumbai Bench Maharashtra vide its order dated February 7th, 2024 the Board of Directors of the Company had stood vacated and consequently a new board was reconstituted by Monitoring Committee at its meeting dated March 18, 2024 .

The Monitoring Committee at its meeting held on March 18th, 2024 has, subject to approval of members, appointed Mr. Amit Vengilat (being a successful Resolution Applicant) as a Managing Director of Company for a period of 5 years with effect from March 18, 2024 till March 17, 2029 on term & conditions including remuneration set out below

Members' approval is sought to appoint for Five (5) years and remuneration payable (not payable till company makes profit) to Mr. Amit Vengilat as a Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 ("the Act").

Brief Profile of Mr. Amit Vengilat

Mr. Amit is an Instrumentation Engineer by qualification. He has vast experience in the infrastructure industry varying from telecom to windmills, roads, etc. He has good technical knowledge of crushers and is also well versed with the nitty-gritties of the mining industry. He is a director of Tangent Construction (I) Pvt. Ltd. and also owns a proprietary concern by the name of Astra Ventures. Both the companies are in the stone crushing business in the state of Jharkhand.

Age	46 years
Nature of his expertise in specific functional area	Infrastructure and Mining Industry
Date of first appointment on the Board	March 18 th , 2024
Qualification	Engineer
Experience	More than 20 year
Terms and conditions of appointment	Mr Amit Vengilat Shall be appointed as Managing director for 5 year with effect from March 18, 2024
Key Terms and Conditions for appointment and remuneration proposed to be paid	As company is loss making he is not entitled to receive any remuneration. As and when company is making profit he will receive remuneration on recommendation of Nomination and Remuneration Committee
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
Number of Equity shares held	12,500,000
The number of meetings of the Board attended during the Year	2
Directorship held in other companies as on date	Tangent Construction (INDIA) Private Limited. Astra Natural Resources LLP
Membership/Chairmanship of Committees of other Companies as on date	NIL

None of the Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item No. 2 of the Notice.

Item 3: Appointment of Mrs. Kinjal Darshit Parkhiya (DIN: 10553695), as an Independent Director of the Company.

Pursuant to the resolution plan approved by National Company Law Tribunal, Mumbai Bench, Maharashtra ('NCLT') ("Approved Resolution Plan"), vide its order dated, February 7th, 2024 the office of the erstwhile Directors on the Board of Directors of the Company had stood vacated and consequently a new board was reconstituted by Monitoring Committee at its meeting dated March 18th, 2024 and appointed Mrs. Kinjal Darshit Parkhiya as an additional director in capacity of Independent director,

Pursuant to Section 149 of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of a listed entity is required to appoint prescribed number of Independent Directors and in accordance with the provisions of Section 161 of Companies Act, 2013, Mrs. Kinjal Darshit Parkhiya shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five (5) years.

Therefore, the Board, recommended the appointment of Mrs. Kinjal Darshit Parkhiya as an Independent director, not liable to retire by rotation, for a term of Five (5) years, effective from March 18th, 2024, to March 17th, 2029 (both days inclusive). As per Section 149 of the Act, an Independent Director may hold office for two terms up to Five (5) consecutive years each. Mrs. Kinjal Darshit Parkhiya fulfills the requirements of an Independent director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the SEBI (LODR) Regulations. The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the appointment of Mrs. Kinjal Darshit Parkhiya for the office of Independent Director under the provisions of Section 149 of the Act. The Company has received all statutory disclosures / declarations from Mrs. Kinjal Darshit Parkhiya, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules,
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section(2) of Section 164 of the Act, and
- (iii) A declaration to the effect that she meets the criteria of independence as provided in sub-section(6) of Section 149 of the Act.

Brief Profile of Mrs. Kinjal Darshit Parkhiya

Mrs. Kinjal Darshit Parkhiya has done L.L.B from University of Mumbai, B.Com in accounting finance from University of Mumbai. She is Company Secretary and was a Compliance Officer in S&T Corporation Ltd. from October 2020 to September 2022. She has immense knowledge of Accounts, Mergers and Acquisition and Companies Act, 2013 which will help Company to be Complied

Date of Birth/ Age	34 years
Nature of his expertise in specific functional area	Company law and Secretarial law
Date of first appointment on the Board	March 18 th , 2024
Qualification	Company Secretary
Experience	More than 12 year
Terms and conditions of appointment	Kinjal Darshit Parkhiya has been appointed as Independent Director for the period of 5 year.
Number of Equity shares held	Nil
The number of meetings of the Board attended during the Year	2
Shareholding in the company held either himself or on a beneficial basis for any other persons	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
Membership/Chairmanship of Committees of other Companies as on date	NIL

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 3 of the Notice

Item 4: Appointment of Mrs. Bhakti Manish Visrani (DIN:10568455) as Independent Director

Pursuant to the resolution plan approved by National Company Law Tribunal, Mumbai Bench, Maharashtra ('NCLT') ("Approved Resolution Plan"), vide its order dated, February 7th, 2024 the office of the erstwhile Directors on the Board of Directors of the Company had stood vacated and consequently a new board was reconstituted by Monitoring Committee at its meeting dated March 18, 2024 and appointed Mrs. Bhakti Manish Visrani as an Additional director in capacity of Independent Director.

Pursuant to Section 149 of the Companies Act, 2013 ("the Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Board of a listed entity is required to appoint prescribed number of Independent Directors and in accordance with the provisions of Section 161 of Companies Act, 2013, Mrs. Bhakti Manish Visrani shall hold office up to the date of the forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a term upto five (5) years.

Therefore, the Board, recommended the appointment of Mrs. Bhakti Manish Visrani as an Independent Director, not liable to retire by rotation, for a term of Five (5) years effective March 18, 2024, to March 17, 2029 (both days inclusive). As per Section 149 of the Act, an Independent Director may hold office for two terms up to Five (5) consecutive years each. Mrs. Bhakti Manish Visrani fulfills the requirements of an Independent Director as laid down under Section 149(6) of the Act, and Regulation 16(1)(b) of the SEBI (LODR) Regulations. The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the appointment of Mrs. Bhakti Manish Visrani for the office of Independent Director under the provisions of Section 149 of the Act. The Company has received all statutory disclosures / declarations from Mrs. Bhakti Manish Visrani, including:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules,
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section(2) of Section 164 of the Act, and



(iii) A declaration to the effect that she meets the criteria of independence as provided in sub-section(6)of Section 149 of the Act.

Brief Profile of Mrs. Bhakti Manish Visrani

Mrs. Bhakti Manish Visrani is a Company Secretary and has done Bachelor in Commerce(B.Com)from North Maharashtra University.

Date of Birth/ Age	32
Nature of his expertise in specific functional area	Corporate Law and Security Law
Date of first appointment on the Board	March 18,2024
Qualification	Company Secretary.
Experience	More than 10 year
Terms and conditions of appointment	Mrs. Bhakti Manish Visrani has been appointed as Independent Director for period of 5 year
Shareholding in the company held either himself or on a beneficial basis for any other persons	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
Number of Equity shares held	NIL
The number of meetings of the Board attended during the Year	2
Directorship held in other companies as on date	NIL
Membership/Chairmanship of Committees of other Companies as on date	NIL

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 4 of the Notice

Item 5: Appointment of Mr. Dina Nath Singh (DIN: 07608968) as a Whole-Time Director

Pursuant to Section 161, 196 and 203 of the Companies Act, 2013, Articles of Association of the Company and on recommendation of Nomination and Remuneration Committee of the Board has appointed Mr. Dina Nath Singh as Whole-time director a term of Five(5)years with effect from August 7, 2024 to August 6, 2029.

The Company has received a notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company.

Therefore, the Board recommended the appointment of Mr. Dina Nath Singh as a Whole time-Director for a term of Five(5) years with effect from August 7, 2024 to August 6, 2029.

Brief Profile of Mr. Dina Nath Singh

Dr. Dina Nath Singh, a Graduate in Economics and Statics, has completed Master of Business Administration (MBA) in the year 1998, and awarded his Ph.D Program titled "Emotional Intelligence – Building Leadership Competencies for High Performance Organizations (HipOrgs), by the Chancellor of Veer Narmad, South Gujarat University, Surat in the year 2008. His Ph.D Program was rated as the 'Best Thesis" by the University.

His experience includes working the Central Public Sector Undertakings such as GAIL, NTPC-SJVNL , Aditya Birla Group, Cadila Pharmaceuticals, and in Multiple Sectors of economy inter-alia, Stainless Steel, Oil & Gas, Mineral Mining, Beneficiation Process, Research & Development Projects.

His Diverse and rich experiences ranges from People Management, Strategic HR, Plant Operations, OD, Quality, Techno-Commercial Bidding, Economics Valuation, NPV Calculations, GR Evaluations, Enterprise and Sectorial Leadership.

Dr. Dina Nath Singh is a life member and associated with various Professional Associations, such as All India Management Association (AIMA), National Institute of Personnel management (NIPM), Forum for Emotional Intelligence (FEEL), Association of Discovered Small Field Operators (ADSFO), and CPFIB. He has published series of Articles and Research Based Papers in Newspapers such as The Economic Times, The Times of India, Indian Management, Business Today, and NIPM News. He also served at IIM, Lucknow from 1997-2002 at various capacities

The Directors are of the view that the appointment of Dr. Dina Nath Singh as a Director will be beneficial to the Company.

Date of Birth/ Age	59 years
Nature of his expertise in specific functional area	Economics and Business Administration
Date of first appointment on the Board	August 7 th ,2024.

Qualification	Dr. Dina Nath Singh, a Graduate with Economics and Statics, had competed Master of Business Administration in the year 1998, and awarded his Ph D Program titled "Emotional Intelligence
Experience	More than 12 year
Terms and conditions of appointment	Dr. Dina Nath Singh has been appointed as Whole-Time Director.
Details of remuneration sought to be paid	Not to be paid till Compnay recives Profits
Shareholding in the company held either himself or on a beneficial basis for any other persons	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
The number of meetings of the Board attended during the Year	NIL
Directorship held in other companies as on date	NIL
Membership/Chairmanship of Committees of other Companies as on date	NIL

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 5 of the Notice.

Item 6: Appointment of Mr. Abhilash Kochuparambil Sasi (DIN: 06717763) as a Non-Executive Non-Independent Director.

Pursuant to the resolution plan approved by National Company Law Tribunal, Mumbai Bench, Maharashtra ('NCLT')("Approved Resolution Plan"), vide its order dated, February 7th, 2024 the office of the erstwhile Directors on the Board of Directors of the Company had stood vacated and consequently a new board was reconstituted by Monitoring Committee at its meeting dated March 18, 2024 and appointed Mr. Abhilash Kochuparambil Sasi (DIN: 06717763) as an Additional Director in the capacity of Non-Executive Director,

In accordance with the provisions of Section 161 of Companies Act, 2013, Mr.Abhilash Kochuparambil Sasi (DIN: 06717763) shall hold office up to the date of the forthcoming Annual General Meeting and thereafter, subject to the approval of the Members of the Company accorded, as a Non-Executive and Non- Independent Director of the Company, liable to retire by rotation.

The Company has received a notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company and is eligible to be appointed as an Non- Executive Non-Independent Director for a term upto Five(5)years.

Brief Profile of Mr. Abhilash Kochuparambil Sasi

Abhilash Kochuparambil sasi is a Diploma holder in Electronics & Communications. He has worked extensively in the telecom industry in various divisions such as Fiber & Copper cable network, Optical network, BTS installation, Fiber Maintenance and Infrastructure with companies like Tata Teleservices, Airtel, Idea, Vodafone & Indus. Lately, he has been involved in sales & service support of crushers across Kerala.

Age	42 years
Nature of his expertise in specific functional area	Electronics & Communications.
Date of first appointment on the Board	March 18,2024
Qualification	Abhilash Kochuparambil is a Diploma holder in Electronics & Communications Ph D Program titled "Emotional Intelligence
Experience	More than 12 year
Terms and conditions of appointment	Abilash Kochuparambil Sasi appointed as Non-Executive Non-Independent Director
Details of remuneration sought to be paid	NIL
Shareholding in the company held either himself or on a beneficial basis for any other persons	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	NIL
The number of meetings of the Board attended during the Year	NIL
Directorship held in other companies as on date	NIL
Membership/Chairmanship of Committees of other Companies as on date	NIL

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 6 of the Notice

Item 7: Change name of Company From Max Alert System Limited to Max Earth Resources Limited

With the approval of resolution plan by National Company Law Tribunal, Mumbai Bench, Maharashtra ('NCLT') dated February 07, 2024 submitted by Astra Ventures, the new management took over the company. The New management of the Company put forward the proposal to change the name of the Company from 'Max Alert Systems Limited' to new name 'Max Earth Resources Limited' which would be used to give better representation in the Market.

The Board of Directors discussed the same and is of the opinion that the name of the company be changed from 'Max Alert Systems Limited' to 'Max Earth Resources Limited' as the latter represents the business activity and object of the Company.

As a result of change in the name, the clause I of the Memorandum of Association is also required to be suitably amended .

None of the Directors, Key Managerial Persons(KMPs)of the Company or any relatives of such Directors or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions.

Item 8: To Approve the borrowing limit upto ₹ 100 crore under section 180(1)(c) of Company Act 2013:

As per the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of company cannot, except with the consent of the Members of the company in a general meeting, borrow monies, apart from temporary loans obtained from the company's bankers in the ordinary course of business, in excess of the aggregate of the paid-up capital of the Company, free reserves, that is reserves not set apart for any specific purpose and Securities Premium.

To meet the additional working capital and long term funding requirements as also to provide for the issue of any debt, debt related instruments in the Indian and / or international market, it is necessary to increase the present borrowing limit of the Company. The approval of the Members is, therefore, being sought by way of a special resolution, pursuant to Section 180(1)(c) of the Companies Act, 2013, to increase the limit of borrowings upto ₹100 Crore.

The said borrowings may be secured by way of charge / mortgage / hypothecation on the Company's assets in favour of financial institutions, investment institutions and their subsidiaries, banks, mutual funds, trusts, other bodies corporate, etc. As the documents to be executed between the Security holders / Trustees for the holders of the said Securities and the Company may contain the power to take over the management of the Company in certain events, it is necessary for the Company to pass a special resolution under Section 180(1)(c) of the Companies Act, 2013, consenting to the creation of the said mortgage or charge or hypothecation for outstanding amount not exceeding ₹ 100 crore.

None of the Directors, Key Managerial Personnel or their relatives are interested, financially or otherwise, in the proposed resolutions.

Item 09: To consider and approve limits of investment(s), guarantee and security(ies) under section 186 of companies act 2013

As per sub-section(2) & (3) of section 186 of the Companies Act 2013, a company is required to obtain the prior approval of members through a special resolution, in case the company want to-

- (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 60 % of its paid up share capital capital, free reserve and securities premium account or 100 % of its free reserve and securities premium account, whichever is higher.

Company is growing and therefore in order to capitalize the various opportunities of the prevailing industry, the Board of Directors is seeking approval of the members pursuant to section 186 provisions over and above the limit as specified in the resolution.

The said approval is sought keeping in mind the fund requirements of company subsidiaries/ sister concerns in the group companies to meet urgent needs from time to time to yield and grow in the business.