

**MACMILLAN EDUCATION INDIA PRIVATE LIMITED**

**Regd Off: 21, Patullos Road, Chennai-600002**

**CIN – U22219TN2008PTC067704**

**Email: [seema.rajwanshi@springernature.com](mailto:seema.rajwanshi@springernature.com)**

**[www.macmillaneducation.com](http://www.macmillaneducation.com) Ph. 044-30915100**

**NOTICE CONVENING AN EXTRA ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that an Extra Ordinary General Meeting of the members of the Company will be held on Tuesday, the 28<sup>th</sup> day of April, 2026 at 3:00PM (IST) through video conferencing facility to transact the following special business:

**Alteration of Main Objects Clause of the Company and making consequential amendment in the Memorandum of Association**

To consider and if thought fit, to pass with or without modification, following resolution as a special resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 13 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and the Articles of Association of the Company, subject to the approval of the Registrar of Companies, Chennai, the consent of the members of the Company be and is hereby accorded to alter the main Objects of the Company and consequently to amend the Memorandum of Association (“MOA”) of the Company by inserting following clauses in existing Clause III(A) of the MOA-

**“(8)**

***a. To design, develop, manufacture, assemble, process, import, export, purchase, sell, market, distribute, and otherwise deal in educational toys, learning aids, play-based learning products, electronic educational devices, STEM kits, puzzles, activity sets, creative learning materials, and all other children’s educational products whether digital, physical or hybrid.***

***b. To carry on the business of branding, merchandising, packaging, marketing, advertising, licensing, and intellectual property commercialisation, including trademarks, copyrights, designs, and patents associated with toys and educational products.***

***c. To provide training, consultancy, workshops, and educational programs relating to the use, development, and application of educational toys and learning tools.***

***d. To undertake all ancillary, incidental, or conducive activities necessary for the attainment of the above objects.***

**RESOLVED FURTHER THAT** any Director or Company Secretary of the Company be and is hereby severally authorized to sign and file all the requisite e-forms including Form MGT 14 along with such other documents as may be required, with the Registrar of Companies, Chennai and to do all such acts, deeds and things as may be ancillary or incidental thereto for giving effect to this resolution."

Place : Noida  
Date : March 25, 2026

By Order of the Board

DocuSigned by:  
*Seema Rajwanshi*

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Seema Rajwanshi

Company Secretary

**NOTES:**

1. The Explanatory Statement pursuant to the Section 102 of the Companies Act, 2013, in respect of the Special Businesses of the above notice is annexed hereto.
2. Electronic copy of all documents referred to the accompanying Notice of the EGM will be available for inspection by the Shareholders in electronic mode on the website of the Company.
3. In view of the massive outbreak of the COVID-19 pandemic and its continuing catastrophe, the Government of India, Ministry of Corporate Affairs ('MCA') permitted conducting Extra Ordinary General Meeting ("EGM") through VC/OAVM and dispensed the personal presence of the Shareholders at the meeting. Accordingly, the MCA vide its General Circular No. 14/2020 dated 08th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as 'MCA Circulars') has prescribed the procedures and manner of conducting the EGM through VC/OAVM (facility without the physical presence of the Shareholders at a common venue). In compliance with the provisions of the Companies Act, 2013 read with MCA Circulars, the EGM of the Shareholders will be held through VC/OAVM. Hence, Shareholders can attend and participate in the EGM through VC/OAVM only. The detailed procedure for participation in the meeting through VC/OAVM is explained at Note No. 6, 7 & 8 and also available on the website of the Company.
4. In line with the various circulars of MCA, the Notice of EGM is being sent only through electronic mode to those Shareholders whose valid e-mail addresses are registered with the Company. Shareholder may note that Notice of EGM has been uploaded on the website of the Company at <https://macmillaneducation.in>
5. The deemed venue for EGM shall be the Regional Office of the Company i.e. 21, Patullous Road, Chennai and the proceedings of the EGM shall be deemed to be made thereat.
6. Pursuant to the Circular No. 14/2020 dated 08th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the Shareholders is not available for this EGM and therefore, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. However, Institutional / Corporate Shareholders are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate thereat. Pursuant to Section 113 of the Act, corporate members are requested to send the intimation authorizing their representative to attend and vote at the EGM, by e-mail to [seema.rajwanshi@springernature.com](mailto:seema.rajwanshi@springernature.com) not less than 48 hours before the meeting.
7. The attendance of the Shareholders attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. The Shareholders can join the EGM through the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by joining the link <https://teams.microsoft.com/meet/39990442727978?p=iPzIjA3mEIC2AXFtjO> through their desktop/laptop/mobile. Members shall be required to keep their camera on so as to enable the participants to see each other. Members who face technical difficulty in accessing the meeting may contact Ms. Richa Singh at +91 8851180045.

9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://macmillaneducation.in>

## EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The existing Objects Clause of the Memorandum of Association of the Company does not specifically cover the activity of distribution and sale of educational toys. The Board of Directors has identified an opportunity to expand the Company's business operations into the distribution, marketing, and sale of educational toys, games, and related learning products.

This proposed addition aligns with the Company's vision to promote learning and skill development among children through innovative and engaging products. The inclusion of this activity in the Objects Clause will enable the Company to:

- Diversify its product offerings and revenue streams.
- Leverage existing distribution channels for new educational products.
- Contribute to the educational development sector in a commercially viable manner.

Pursuant to Section 13 of the Companies Act, 2013, any alteration to the Objects Clause requires the approval of shareholders by way of a special resolution and subsequent approval from the Registrar of Companies.

None of the Directors or Key Managerial Personnel ("KMP") of the Company or their relatives, are concerned or interested, financially or otherwise, in the above said resolution. As the Company is not required to appoint any person as a 'Manager' in terms of the provisions of Section 2(53), the Company is not required to mention about the nature of concern or interest, financial or otherwise of the Manager or their relatives for this agenda item.

Place : Noida  
Date : March 25, 2026

By Order of the Board

DocuSigned by:

*Seema Rajwanshi*

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Seema Rajwanshi

Company Secretary