

MACMILLAN PUBLISHERS INDIA PRIVATE LIMITED

Regd Off: 21, Patullos Road, Chennai-600002

CIN – U22219TN2008PTC067704

Email: seema.raiwanshi@macmillaneducation.com

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 at a shorter notice on Thursday, the 16th day of December, 2021 at 4:30 PM (IST) through video conferencing facility to transact the following special business:

1. To consider and approve the change of name of the Company.

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

CHANGE OF NAME OF THE COMPANY FROM ‘MACMILLAN PUBLISHERS INDIA PRIVATE LIMITED’ TO ‘MACMILLAN EDUCATION INDIA PRIVATE LIMITED’ AND ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 29 of Companies (Incorporation) Rules, 2014 (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 approval of the members of the Company be and is hereby accorded to change the name of the Company from ‘**Macmillan Publishers India Private Limited**’ to ‘**Macmillan Education India Private Limited**’;

RESOLVED FURTHER THAT the existing Clause I of the Memorandum of Association of the Company be substituted by the following Clause:

“1. The name of the Company is “**Macmillan Education India Private Limited**”

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby severally authorized to delegate any or all of the aforesaid powers in favour of any person/ official/ consultants/ Practicing Company Secretary/ law firm etc, to act, represent, and appear before any statutory authority for and on behalf of the Company for the purpose of giving effect to this resolution;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, things, deeds and matters as may be necessary or expedient to give effect to the aforesaid Resolution, including, but not limited to filing of necessary statutory documents with concerned Registrar of Companies and other statutory authorities, as applicable.”

2. 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-

“(6) To conceive, design, develop and deploy Education Programs for skilling, reskilling and upskilling the youth on a large scale and in a time bound manner by developing and successfully deploying frameworks for skill development management and administration, e-Learning, e-Assessments and placements.

“(7) To conduct all types of seminar, training programmes, skill development programmes and to develop computer software, web enabled application in relation to educational products and also to provide consultancy relating thereto;

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;

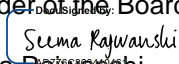
3. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

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 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof) and rules framed there under, subject to the approval of Registrar of Companies, Chennai, the Articles of Association of the Company be and is hereby altered to change the name of the Company from **‘Macmillan Publishers India Private Limited’** to **‘Macmillan Education India Private Limited’**;

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and is hereby severally authorized to do all such acts, things, deeds and matters as may be necessary or expedient to give effect to the aforesaid resolution, including, but not limited to filing of necessary statutory documents with concerned Registrar of Companies and other statutory authorities, as applicable.”

Place : Noida
Date : December 06, 2021

By Order of the Board

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 as set out under Item No. 1, 2 & 3 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 and cast their votes through e-voting. Detailed procedure to participate and to cast vote has explained at Instructions for E-voting section. Pursuant to Section 113 of the Act, corporate members are requested to send the intimation authorizing their representative to attend and vote at the AGM, by e-mail to seema.rajwanshi@macmillaneducation.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://global.gotomeeting.com/join/713677733> 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

Items 1,2 &3

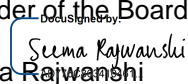
The Company is trying to explore new business opportunities, by bringing in diversification in its portfolio from the conventional publishing business to cater to the education sector through innovative teaching and learning methods and digital solutions. In this regard, the proposal is laid for changing the name of the Company from '**Macmillan Publishers India Private Limited**' to '**Macmillan Education India Private Limited**'.

The Company has applied for availability of new name to the Central Registration Centre("CRC"), for which it got approval vide letter dated 3rd December, 2021, for the availability of name '**Macmillan Education India Private Limited**'.

Under the provisions of the Companies Act, 2013, any change in the name of the Company and subsequent alteration of the Memorandum of Association of the Company requires approval of the shareholders by way of a Special Resolution and shall be subject to approval of the Registrar of Companies. Thus, the Board of Directors recommends the proposed resolution for your approval as a Special Resolution.

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 : December 06, 2021

By Order of the Board

Seema Rajwanshi
Company Secretary