

**MACMILLAN EDUCATION INDIA PRIVATE LIMITED**

Regd Off: 21, Patullos Road, Chennai-600002

CIN – U22219TN2008PTC067704

Email: [seema.rajwanshi@macmillaneducation.com](mailto:seema.rajwanshi@macmillaneducation.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 20<sup>th</sup> day of February 2024 at 3:00 PM (IST) through video conferencing facility to transact the following special business:

**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 5 and 14 of Companies Act, 2013 ('the Act'), and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Registrar of Companies, Chennai, the existing Article 15 of the Articles of Association of the Company shall be substituted and sub point number (i) and (ii) shall be inserted in Article 21 clause (a) by substitution of the existing Article 21 clause (a) of the Articles of Association of the Company, with the amended Article as provided hereunder:

“15. *Issue of Share Certificates:*

a) *Every person whose name is entered as a member in the register of members shall be entitled to receive within two months after incorporation, in case of subscribers to the memorandum or after allotment or within one month after the application for the registration of transfer or transmission or within such other period as the conditions of issue shall be provided, —*

*i. One certificate for all his shares without payment of any charges; or*

*ii. Several certificates, each for one or more of his shares, upon payment of twenty rupees for each certificate after the first.*

b) *Every certificate may be under the seal and shall specify the shares to which it relates and the amount paid -up thereon.*

c) *In respect of any share or shares held jointly by several persons, the company shall not be bound to issue more than one certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such holders.*

d) *Notwithstanding anything contained herein, the Company shall be entitled to dematerialise pursuant to the provisions of the Depositories Act, 1996 its shares, debentures and other securities for subscription in a dematerialised form. The Company shall further be entitled to maintain a Register of Members with the details of Members holding shares both in material and dematerialised form in any media as permitted by law including any form of electronic media.”*

“21. *Transfer of Shares:*

(a) (i) *Subject to the restrictions of these Articles, shares shall be transferable, but every transfer must be in writing in the prescribed format as may be permissible under the 2013 Act, and must be accompanied by the Certificate of Shares to be transferred and such other evidence (if any) as the Directors may require to process the title of the intending transferor and shall otherwise comply with the relevant provisions of the 2013 Act.*

(ii) *Shares held in dematerialized form shall be transferred through the Depository in accordance with the Depositories Act, 1996.”*

**FURTHER RESOLVED THAT** all the Directors of the Company be and are severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company, to give effect to this resolution.”

Place : Noida  
Date : January 25, 2024

By Order of the Board  
For Macmillan Education India Private Limited

DocuSigned by:

*Seema Rajwanshi*

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 in 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 08<sup>th</sup> April, 2020, General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 and General Circular No. 09/2023 dated 25<sup>th</sup> September 2023 (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 08<sup>th</sup> 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@macmillaneducation.com](mailto: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://meet.google.com/vik-pqet-aqo> 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 13<sup>th</sup> 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 Ministry of Corporate Affairs has notified the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2023, and has inserted a new Rule 9B to the existing Companies (Prospectus and Allotment of Securities) Rules, 2015 ("Allotment Rules") requiring certain private limited companies to ensure that all its securities are in dematerialized form.

To comply with the said requirement, the Company needs to amend its Articles of Association to authorize conversion of existing securities and issuance of further securities of the Company in dematerialized form.

Under the provisions of the Companies Act, 2013, any alteration of the Articles 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 : January 29, 2024

By Order of the Board

DocuSigned by:  
*Seema Rajwanshi*  
Seema Rajwanshi  
Company Secretary